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Corporate Certificate No. 1
(Dec. 1941)

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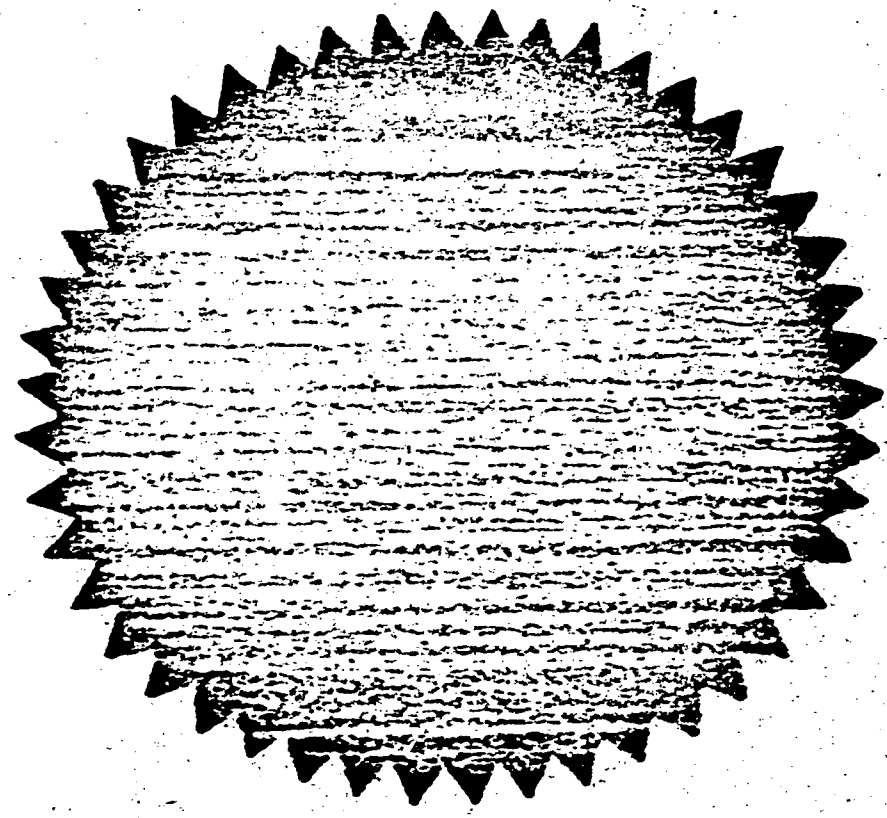
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STOP
CERTIFICATE OF INCORPORATION
OF
WALKER LEASING COMPANY, INC.



I, WILLIAM N. SALIN, Secretary of State of the State of Indiana, hereby certify that Articles of Incorporation of the above Corporation, in the form prescribed by my office, prepared and signed in triplicate by the incorporator, or incorporators, and acknowledged and verified by the same before a Notary Public, have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; that I have endorsed my approval upon the triplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in my office; and that two copies of such Articles bearing the endorsement of my approval and filing have been returned by me to the incorporators or their representatives; all as prescribed by the provisions of the Indiana General Corporation Act, as amended.

Wherefore, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence has begun.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis,

this 24th day of February, 1969

William N. Salin
WILLIAM N. SALIN, Secretary of State.

By Deputy

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ARTICLES OF INCORPORATION OF

WALKER LEASING COMPANY, INC.

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ARTICLES OF INCORPORATION

Prescribed by the Secretary of State of Indiana Use White Paper--Size 8 1/2 x 11 Inches

Filing Requirements--Present 3 Executed Copies to Secretary of State.

Recording Requirements--Record 1 of such 3 Executed Copies, as Approved and Returned by Secretary of State, with Recorder of County where Principal Office is Located.

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of The Indiana General Corporation Act, as amended (hereinafter referred to as the "Act"), execute the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Walker Leasing Company, Inc.

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

- (a) To manufacture, lease, buy, sell, rent, store, repair and care for automobiles, motorcycles, and motor vehicles of all kinds, and supplies therefor and appurtenances thereto; to build, purchase or otherwise acquire, and operate, buildings, storage houses and garages for the storing, caring for and keeping for hire therein of automobiles, motorcycles and motor vehicles of every kind, nature and description; to buy, sell and deal in all goods, wares and merchandise necessary or incidental to the operation, repair or equipment of automobiles, motorcycles or motor vehicles of any and all kinds, manufactures and descriptions.

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to engage in the purchase and sale of machinery, household furniture and vehicles of any kind and description; to engage in the general distribution of merchandise at wholesale or retail.

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(c) To purchase, sell, own, maintain, process, manufacture, fabricate, assemble, produce, lease, exchange and generally transact business relating to all kinds of personal and real property.

(d) Directly, or through ownership of stock in any corporation, to purchase, lease, exchange or otherwise acquire property, whether real or personal, and whether tangible or intangible, whether improved or unimproved, together with any interest therein; to own, hold, control, maintain, manage and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate and control all kinds of buildings, houses, hotels, apartments, stores, offices, warehouses, mills, shops, factories, machinery and plants and all structures and erections of any description on any realty owned, held or leased by the corporation or upon any other realty; to lease or sublet offices, stores, apartments and other space in such building or buildings, and to sell, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge or otherwise alienate or dispose of any property, both real and personal and both tangible and intangible, and any interest therein.

(e) Directly, or through ownership of stock in any corporation, to purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, pledge, hypothecate, deal in and dispose of commodities, building materials and personal property and real property of every kind and any interest therein, including but not limited to tangible and intangible property.

(f) To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, execute, deal in and dispose of stocks, bonds, mortgages, notes, debentures, evidences of indebtedness, obligations and securities of any corporation, company, association, partnership, syndicate, joint venture, entity or person, domestic or foreign or any domestic or foreign government or governmental

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of any kind representing or evidencing any interest in any such stocks, bonds, mortgages, notes, debentures, evidences of indebtedness, obligations or securities, to execute and issue its own shares of stock, bonds, mortgages, notes, debentures, evidences of indebtedness, obligations and securities for the acquisition of any such stocks, bonds, notes, mortgages, debentures, evidences of indebtedness, obligations, securities, certificates or receipts purchased or acquired by it; and, while the owner or holder of any such stocks, bonds, mortgages, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts to exercise all the rights of ownership in respect thereof and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty, or otherwise those issuing, creating, or responsible for any such stocks, bonds, mortgages, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts.

- (g) To commence, purchase, accept by gift, or otherwise acquire, any business and to carry on, undertake, improve, manage, maintain, and develop any business of any kind or nature and wheresoever located for which a corporation may be organized under "The Indiana General Corporation Act" approved March 16, 1929, together with all acts heretofore or hereafter amendatory thereof or supplemental thereto.
- (h) To enter into any lawful arrangements for the operation of or engaging in any business for sharing profits, union of interest, reciprocal concession or cooperations with any corporation, association, partnership, syndicate, joint venture, entity, person or government, municipal or public authority, domestic or foreign, in the carrying on and operation of any business or transaction deemed necessary, convenient or incidental to the carrying out of any of the purposes of the corporation.
- (i) To pay for any property, real or personal, tangible or intangible, this Corporation may acquire or purchase, or for

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labor actually performed or services actually rendered for the Corporation, with shares of its capital stock, bonds or other obligations or securities, and to issue its shares of stock, bonds, or other obligations or securities in exchange therefor.

(j)

To exercise and enjoy all other rights, privileges and powers granted by an Act of the General Assembly of the State of Indiana entitled "The Indiana General Corporation Act" approved March 16, 1929, granted to corporations organized thereunder and all the powers conferred by all acts heretofore or hereafter amendatory thereof or supplemental thereto.

The foregoing clauses shall be construed as powers as well as purposes and the matters expressed in each clause shall, unless otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent powers and purposes and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of any general terms or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another expressed, although it be of like nature.

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ARTICLE III

Term of Existence

The period during which the Corporation shall continue is perpetual

ARTICLE IV

Principal Office and Resident Agent

The post-office address of the principal office of the Corporation is 428 East 5th Avenue, Gary, Indiana 46402

and the name and post-office address of its Resident Agent in charge of such office is Harmon S. Walker, 428 East 5th Avenue, Gary, Indiana 46402.

ARTICLE V

Number of Shares

The total number of shares which the Corporation shall have authority to issue is two thousand (2,000) shares consisting of 2,000 shares with the par value of \$ 100.00 per share, and ----- shares without par value.

ARTICLE VI

Terms of Shares

Shares of the capital stock of this Corporation may be issued by the Corporation for such an amount of consideration as may be fixed from time to time by the Board of Directors and may be paid in whole or in part, in money, in other property, tangible or intangible, or in labor actually performed for or services actually rendered to the Corporation. The shares of the capital stock of this Corporation as originally authorized shall be issued pursuant of and subject to Section 1244 of the Internal Revenue Code of 1954.

When payment of the consideration for which a share was authorized to be issued shall have been received by this Corporation, such share shall be taken to be fully paid and not liable to any further call or assessment, and the holder thereof shall not be liable for any further payments therefor, or thereon.

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ARTICLE VII

Voting Rights of Shares

The rights, preferences, limitations and restrictions, including voting rights of all stock, shall be the same. Voting rights of holders of shares of stock shall be on the basis of one vote for each issued and outstanding share.

ARTICLE VIII

Initial Stated Capital

The Corporation will not commence business until consideration of the value of at least \$ 1,000.00 has been received for the issuance of shares.

ARTICLE IX

Directors

Section 1. Number. The initial board of directors shall be composed of three (3) members. The number of directors may from time to time be fixed by the by-laws of the Corporation at any number, not less than three. In the absence of a by-law fixing the number of directors, the number shall be three (3).

Section 2. Qualifications. Directors need not be shareholders of the Corporation.

ARTICLE X

Initial Board of Directors

Names and Post-Office Addresses. The names and post-office addresses of the first Board of Directors of the Corporation are as follows:

Name	Number and Street or Building	City	Zone	State	Zip Code
Harmon S. Walker	428 E. 5th Avenue	Gary		Indiana	46402
Dion Walker	428 E. 5th Avenue	Gary		Indiana	46402
Donald Walker	428 E. 5th Avenue	Gary		Indiana	46402

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ARTICLE XI

Incorporator or Incorporators

Section 1. Names and Post-Office Addresses. The name(s) and post-office address(es) of the incorporator(s) of the Corporation is (are) as follows:

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>Zone</u>	<u>State</u>	<u>Zip Code</u>
Harmon S. Walker	428 E. 5th Avenue	Gary		Indiana	46402
Dion Walker	428 E. 5th Avenue	Gary		Indiana	46402
Donald Walker	428 E. 5th Avenue	Gary		Indiana	46402

Section 2. Age. All of such incorporators are of lawful age.



ARTICLE XII

**Provisions for Regulation of Business and Conduct
of Affairs of Corporation**

(a) The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the provisions of the Indiana General Corporation Act or any other pertinent enactment of the General Assembly of the State of Indiana, and all rights and powers conferred hereby on shareholders, directors and/or officers are subject to this reserved power.

(b) Election of directors need not be by ballot unless the bylaws so provide.

(c) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm or association, shall be affected or invalidated by the fact that any director or directors of this Corporation is a party, or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm or association, and each and every person who may become a director of this Corporation is hereby relieved from any

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liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any wise interested, provided that such contract or transaction is entered into in good faith and in the usual course of business.

(d) The Board of Directors shall have authority by resolution from time to time to determine the place, either within or without the State of Indiana, where meetings of shareholders and/or directors shall be held. Should the Board of Directors fail to determine the place of such meetings, they shall be held at the principal office of the Corporation in this State.

(e) Holders of common stock at any given time shall have the right to subscribe for any increase of common stock hereafter to be issued, whether now or hereafter first authorized, in the proportions which their holdings of common stock immediately prior to the issuance of new common stock bear to the entire outstanding common stock immediately prior to the issuance of the new common stock.

(f) Any notice given to the holder of record of any share or shares of capital stock of the Corporation at the address of such holder as shown by the stock record book of the Corporation, and in the manner prescribed by the bylaws of the Corporation, and the laws under which it is organized (including all laws amendatory thereof and supplemental thereto) shall be deemed notice to the actual holder or owner of such share or shares.

(g) Any person made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a director, officer or employee of this corporation or of any corporation which he served as such at the request of this corporation, shall be indemnified by the corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other right, to which such director, officer or employee may be entitled by law.

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IN WITNESS WHEREOF, the said PERCY WILSON MORTGAGE AND FINANCE CORPORATION has caused this instrument to be executed in its corporate name by its officers thereunto duly authorized and its corporate seal to be hereunto affixed this

19th day of February, A.D. 1969

ATTEST: John P. O'Connor Secretary
Lloyd E. Koehler Vice President

STATE OF ILLINOIS }
COUNTY OF COOK } SS

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ACKNOWLEDGEMENT
I, Roland W. Erickson, Jr., a Notary Public in and for the County and State aforesaid, DO HEREBY CERTIFY, that Lloyd E. Koehler and John P. O'Connor, the Assistant Vice President and Secretary, respectively, of the said PERCY WILSON MORTGAGE AND FINANCE CORPORATION personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such officers, appeared before me this day in person and acknowledged that they signed and delivered the said instrument as their free and voluntary act and as the free and voluntary act of said corporation under authority vested in them by the Board of Directors of said Corporation for the purposes and uses therein set forth.

GIVEN UNDER MY HAND AND NOTARIAL SEAL this 19th day of February, A.D. 1969.

Roland W. Erickson, Jr.
Notary Public
Roland W. Erickson, Jr.

My Commission Expires: 1/26/70

This mortgage was prepared under the direction of John P. O'Connor, Attorney.