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STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

OCT 6 1982
MICROFILMED

CERTIFICATE OF AMENDMENT
OF

8208 - 495
8/19/82

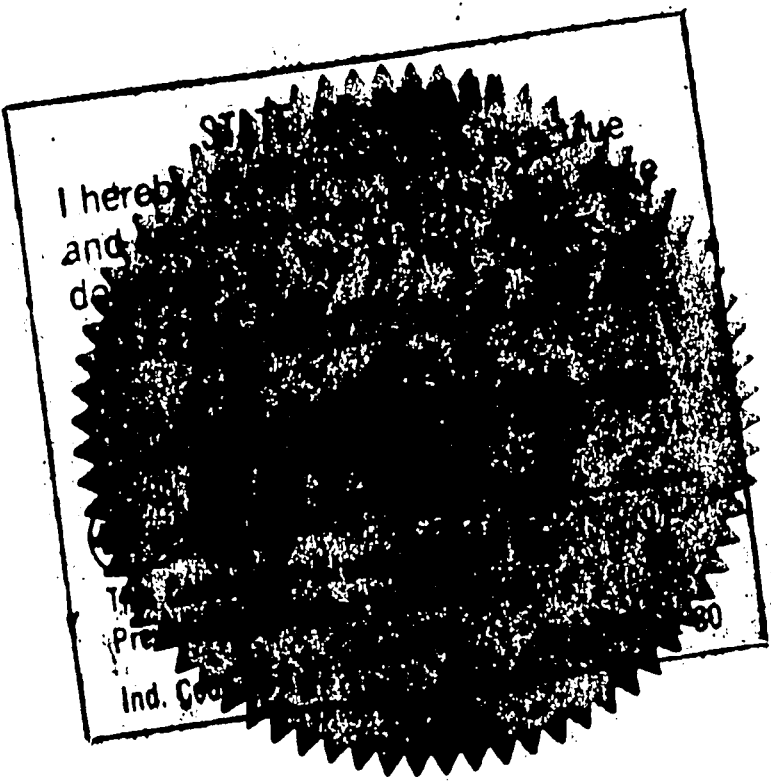
DIAL FINANCE COMPANY OF INDIANA, INC. MERGER COMPANY

I, EDWIN J. SIMCOX, Secretary of State of Indiana, hereby certify that Articles of Amendment for the above Corporation have been filed in the form prescribed by my office, prepared and signed in duplicate in accordance with Chapter Four of the Indiana General Corporation Act (IC 23-1-4). The name is amended to:

DIAL FINANCE COMPANY OF INDIANA, INC.

NOW, THEREFORE, upon due examination, I find that the Articles of Amendment conform to law, and have endorsed my approval upon the duplicate 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 the remaining copy of such Articles bearing the endorsement of my approval and filing has been returned by me to the Corporation.

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD
OCT 25 11 24 AM '82
WILLIAM SIELSKI JR
RECORDER



In Witness Whereof, I have hereunto set my hand and affixed

the seal of the State of Indiana, at the City of Indianapolis,

this 23rd day of
September, 1982


EDWIN J. SIMCOX, Secretary of State

By _____ Deputy

1750

NOTE: This form may now also be used for amending pursuant to the Medical Professional Corporation Act, the Dental Professional Corporation Act, and the Professional Corporation Act of 1965, as well as the General Corporation Act. If the corporation was formed pursuant to the authority of one of these statutes other than the General Corporation Act, so indicate in the preamble below by striking the references to the three inappropriate statutes. Professional Accounting Corporations are considered to be formed pursuant to the authority of the *Indiana General Corporation Act*, but subject to the provisions of IC 23-1-13.5, and appropriate statutory reference should be made in the preamble or Article I below.

APPROVED
AND
FILED
SEP 23 1982


SECRETARY OF STATE OF INDIANA

State Form 38333
Corporate Form No. 102 (Oct. 1979) — Page One
ARTICLES OF AMENDMENT (Amending Individual Articles Only)

Prescribed by Edwin J. Simcox, Secretary of State of Indiana

Use Size 8 1/2 x 11 White Paper for Inserts

Filing Requirements—Present 2 originally signed and fully executed copies to Secretary of State, Room 155, State House, Indianapolis 46204

Recording Requirements—Recording of Articles of Amendment in the Office of the County Recorder is generally no longer required by the Indiana General Corporation Act. However, if the name of the corporation is changed by this amendment, a certified copy of the Certificate of Amendment must be filed with the Recorder of every county in which the corporation owns real estate.

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF

DIAL FINANCE COMPANY OF INDIANA, INC. MERGER COMPANY

The undersigned officers of Dial Finance Company of Indiana, Inc. Merger Company (hereinafter referred to as the "Corporation") existing pursuant to the provisions of the Indiana General Corporation Act (Medical Professional Corporation Act/Dental Professional Corporation Act/Professional Corporation Act of 1965), as amended (hereinafter referred to as the "Act"), desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, certify the following facts:

ARTICLE I
Text of the Amendment

The exact text of Article(s) I of the Articles of Incorporation of the Corporation, as amended (hereinafter referred to as the "Amendments"), now is as follows:

The name of the Corporation is Dial Finance Company of Indiana, Inc.

ARTICLE II Manner of Adoption and Vote

Section 1. Action by Directors (select appropriate paragraph).

(a) The Board of Directors of the Corporation, at a meeting thereof, duly called, constituted and held on _____, 19____, at which a quorum of such Board of Directors was present, duly adopted a resolution proposing to the Shareholders of the Corporation entitled to vote in respect of the Amendments that the provisions and terms of Article(s) _____ of its Articles of Incorporation be amended so as to read as set forth in the Amendments; and called a meeting of such shareholders, to be held _____, 19____, to adopt or reject the Amendments, unless the same were so approved prior to such date by unanimous written consent.

(b) By written consent executed on September 9, 1982, signed by all of the members of the Board of Directors of the Corporation, a resolution was adopted proposing to the Shareholders of the Corporation entitled to vote in respect of the Amendments, that the provisions and terms of Articles of its Articles of Incorporation be amended so as to read as set forth in the Amendments, and a meeting of such shareholders was called to be held September 9, 1982, to adopt or reject the Amendments, unless the same were so approved prior to such date by unanimous written consent.

Section 2. Action by Shareholders (select appropriate paragraph).

(a) The Shareholders of the Corporation entitled to vote in respect of the Amendments, at a meeting thereof, duly called, constituted and held on _____, 19____, at which a quorum of such shareholders was present, adopted the Amendments.

The holders of the following classes of shares were entitled to vote as a class in respect of the Amendments:

(1)

(2)

(3)

The number of shares entitled to vote in respect of the Amendments, the number of shares voted in favor of the adoption of the Amendments, and the number of shares voted against such adoption are as follows:

	<u>Total</u>	<u>Shares Entitled to Vote as a Class</u> <u>(as listed immediately above)</u>		
		(1)	(2)	(3)
Shares entitled to vote:	_____	_____	_____	_____
Shares voted in favor:	_____	_____	_____	_____
Shares voted against:	_____	_____	_____	_____

(b) By written consent executed on September 9, 1982, signed by the holders of 10 shares of the Corporation, being all of the shares of the Corporation entitled to vote in respect of the Amendments, the Shareholders adopted the Amendments.

Section 3. Compliance with Legal Requirements.

The manner of the adoption of the Amendments, and the vote by which they were adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

ARTICLE III
Statement of Changes Made With Respect to Any Increase
In The Number of Shares Heretofore Authorized

Aggregate Number of Shares
Previously Authorized 250

Increase (indicate "0" or "N/A" if no increase) 0

Aggregate Number of Shares
To Be Authorized After Effect of This Amendment 250

IN WITNESS WHEREOF, the undersigned officers execute these Articles of Amendment of the Articles of Incorporation of the Corporation, and certify to the truth of the facts herein stated, this 21st day of September, 1982.

E. A. Anderson
(Written Signature)

E. A. Anderson
(Printed Signature)

~~President or Vice President~~

Steve R. Wagner
(Written Signature)

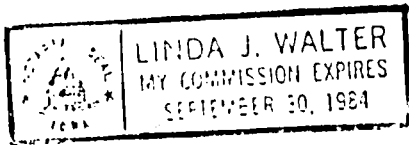
Steve R. Wagner
(Printed Signature)

~~Secretary or Assistant Secretary~~

IOWA
STATE OF ~~INDIANA~~ } SS:
COUNTY OF POLK

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Indiana, certify that, E. A. Anderson, the Vice President, and Steve R. Wagner, the Assistant Secretary of the Corporation, the officers executing the foregoing Articles of Amendment of the Articles of Incorporation, personally appeared before me, acknowledged the execution thereof, and swore or attested to the truth of the facts therein stated.

Witness my hand and Notarial Seal this 21st day of September, 1982.



Linda J. Walter
(Written Signature)

Linda J. Walter
(Printed Signature)

NOTARY PUBLIC

My Commission Expires:

My County of Residence is:

Polk

This instrument was prepared by Steve R. Wagner, Attorney at Law,
(Name)

207 9th Street Des Moines Iowa 50307
(Number and Street or Building) (City) (State) (Zip Code)

STATE OF INDIANA

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF MERGER

OCT 6 1982

MICROFILMED

To Whom These Presents Come, Greeting:

WHEREAS, there have been presented to this office for filing duplicate copies of Articles of Merger, merging

Corporation	State of Incorporation	Date of Incorporation/Admission
DIAL FINANCE COMPANY OF INDIANA, INC.	INDIANA	3-10-69 6903-16001

the non-survivor(s), into

DIAL FINANCE COMPANY OF INDIANA, INC. MERGER COMPANY

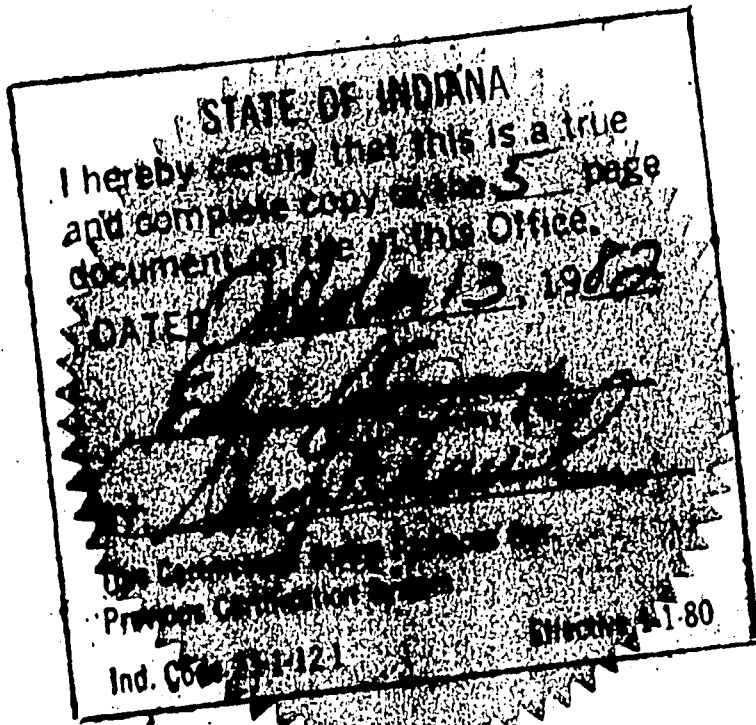
8208-495

an Indiana Corporation, the survivor, which corporation shall hereinafter be designated as

DIAL FINANCE COMPANY OF INDIANA, INC. MERGER COMPANY

NOW, THEREFORE, I, EDWIN J. SIMCOX, Secretary of State of Indiana, do hereby certify that I have this day endorsed my approval upon the duplicate copies of the Articles of Merger so presented, and having received the fees required by law, have filed one copy in this office and returned the other to the corporation.

The effective date of the merger is September 23, 1982



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this 23rd day of September, 1982

EDWIN J. SIMCOX Secretary of State,

By Deputy

FILING REQUIREMENTS — Present 2 fully executed copies to the Secretary of State, plus such additional copies as needed in order to fulfill the recording requirements, and filing fee of \$36.00.

RECORDING REQUIREMENTS — within 10 days of the effective date of the merger, a copy of the Certificate of Merger, duly certified by the Secretary of State, must be filed with the Recorder of all counties in Indiana in which any corporation party to the merger has real estate, the title to which is transferred thereby, and in counties in which the surviving corporation owns real property when the name of the survivor is changed via the merger.

APPROVED
AND
FILED
SEP 23 1981

ARTICLES OF MERGER — page one.

Corporate Form #106 (Dec. 1979)
State Form 39036

Edwin J. Simcox
SECRETARY OF STATE OF INDIANA

Prescribed by Edwin J. Simcox
Secretary of State of Indiana

ARTICLES OF MERGER

of

DIAL FINANCE COMPANY OF INDIANA, INC.

(a Subsidiary Corporation)

into

DIAL FINANCE COMPANY OF INDIANA, INC. MERGER COMPANY

The undersigned, Dial Finance Company of Indiana, Inc. Merger Company (hereinafter, "Surviving Corporation"), existing pursuant to the provisions of The Indiana General Corporation Act (Insert Statutory Name or Citation), as amended (hereinafter, the "Act"), and desiring to give notice of corporate actions effectuating the merger of Dial Finance Company of Indiana, Inc. (hereinafter, "Merging" or "Subsidiary Corporation"), existing pursuant to The Indiana General Corporation Act (Insert Statutory Name or Citation), ninety-five (95%) per cent or more of the shares of each class of which are owned by the Surviving Corporation, into the Surviving Corporation, and acting by its President or Vice-President and its Secretary or Assistant Secretary, hereby certifies the following facts:

Article I

PLAN OF MERGER

The Board of Directors of the Surviving Corporation, by resolution duly adopted, approved a Plan of Merger, containing such information as required by I.C. 23-1-5-2, which plan is set forth in "Exhibit A" attached hereto and made a part hereof:

(Here insert Plan of Merger — use additional 8½" x 11" pages as necessary)

See attached.

Article II

LEGAL REQUIREMENTS

Section 1. Ownership: The number of outstanding shares of each class of the Subsidiary Corporation, and the number of such shares of each class owned by the Surviving Corporation are as follows:

<u>Class</u>	<u>Total Shares Outstanding</u>	<u>Shares Owned by Surviving Corporation</u>
common	10	10

Section 2. Notice (select appropriate paragraph):

- (a) A copy of the Plan of Merger was mailed to each Shareholder of the Subsidiary Corporation other than the Surviving Corporation on _____, 19____.
- (b) Notice of the merger was not required to be mailed.

Section 3. Compliance with Legal Requirements: The manner of the adoption of the Plan of Merger and the vote by which it was adopted constitute full legal compliance with the provisions of the Act and with the Articles of Incorporation and the By-Laws of the Subsidiary Corporation and the Surviving Corporation.

Article III

EFFECTIVE DATE

The effective date of the merger effectuated hereby is September 23, 1982
 (May NOT be prior to nor more than 30 days after date of filing with Secretary of State.)

PLAN OF MERGER

The following shall be the plan of merger for the merger of Dial Finance Company of Indiana, Inc. , a(n) Indiana corporation (hereinafter referred to as the "subsidiary corporation"), with and into Dial Finance Company of Indiana, Inc. Merger Company a(n) Indiana corporation (hereinafter referred to as the "surviving corporation"), which surviving corporation owns all of the outstanding capital stock of the subsidiary corporation (said merger being hereinafter called the "Merger").

FIRST: The name of the subsidiary corporation is Dial Finance Company of Indiana, Inc. and the name of the corporation owning at least Ninety-five percent of its shares is Dial Finance Company of Indiana, Inc. Merger Company.

SECOND: The manner and basis of converting the shares of the subsidiary corporation shall be as follows:

1. All of the outstanding shares of the subsidiary corporation shall be cancelled.
2. All shares of the subsidiary corporation held in the treasury of the subsidiary corporation shall be cancelled.

THIRD: Each employee benefit plan maintained by the subsidiary corporation immediately preceding the Effective Time of the Merger (if any) shall be assumed and approved by the surviving corporation at the effective time of the Merger, and each such employee benefit plan shall be maintained by the surviving corporation following the effective time of the Merger, all without further action on its part. The term "employee benefit plan" shall include, where appropriate, any related trust established in conjunction with, or pursuant to the terms of any such plan or the provisions of the Employee Retirement Income Security Act of 1974, as amended (hereinafter called the "Act"). Nothing herein shall be construed to limit or modify the right of the surviving corporation to terminate or amend any employee benefit plans in accordance with its terms or with the provisions of the Act, or to otherwise require the surviving corporation to continue to maintain any such employee benefit plan.