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SKAMAHIA CO. WASH  
BY California Lenders'  
& Attorneys' Services  
JUL 17 2 52 PM '95

AUDITOR  
GARY M. OLSON

STATE of WASHINGTON SECRETARY of STATE

122802

BOOK 151 PAGE 165

I, Ralph Munro, Secretary of State of the State of Washington and  
custodian of its seal, do hereby certify that the attached is a true and correct  
copy of

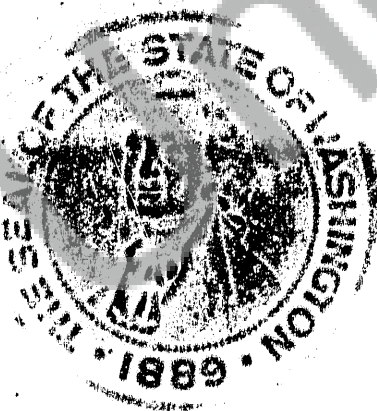
ARTICLES OF MERGER

of

AMERICAN GENERAL FINANCE, INC.  
Merging AG INDUSTRIAL LOAN COMPANY into AMERICAN GENERAL FINANCE, INC.

as filed in this office on

December 15, 1994



Date: May 23, 1995  
Given under my hand and the seal of the State  
of Washington, at Olympia, the State Capitol.

*Ralph Munro*

Ralph Munro, Secretary of State

H. Naves

Registered ☒  
Indexed, Vtg ☒  
Indirect ☒  
Filmed ☒  
Mailed ☒



BOOK 151 PAGE 166

**STATE of WASHINGTON SECRETARY of STATE**

I, Ralph Munro, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

**ARTICLES OF MERGER**

of

**AMERICAN GENERAL FINANCE, INC.**

a Washington Profit corporation,

was/were filed for record in this office on the date indicated below.

Merging AC INDUSTRIAL LOAN COMPANY into AMERICAN GENERAL FINANCE, INC.

Corporation Number: 409 019 467

Date: December 15, 1994

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

58700 (2/)

2-166062-6

1994 3138 7898 0011-0014

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FILED  
STATE OF WASHINGTON

DEC 15 1994

RALPH MORRIS  
SECRETARY OF STATE

Val: 12/16/1994 - 5059  
\$40.00 on 12/15/1994  
DWM - 12/15/1994 - 2677

Articles of Merger  
of  
AG Industrial Loan Company, a Washington corporation  
into  
American General Finance, Inc., a Washington corporation

Pursuant to the provisions of Section 23B.11.010 of the Washington Business Corporation Act, the undersigned domestic corporations adopt the following Articles of Merger.

1. The names of the corporations involved in the merger are:  
  
AG Industrial Loan Company, a Washington corporation, and  
American General Finance, Inc., a Washington corporation.
2. The name of the surviving corporation is: American General Finance, Inc.,  
a Washington corporation
3. The Agreement of Merger is set forth in attached Exhibit A.
4. The plan of merger was duly adopted by the shareholders pursuant to RCW  
23B.11.030.

Dated December 12, 1994.

AG Industrial Loan Company, a Washington corporation  
Name of Merging Corporation

BY:   
Authorized Signature

Gary M. Smith, Vice President & Secretary  
Name and Title

American General Finance, Inc., a Washington corporation  
Name of Surviving Corporation

BY:   
Authorized Signature

David C. Seeley, Senior Vice President

F:\FILES\WP51\CONSUMHISTORY\WAMERGER

99221 - 4661/41/21 - KPCW  
Check - 12/14/1994 - 12366  
\$20.00 on 12/15/1994  
Val: 12/16/1994 - 5063

1994 3138 7893 0012



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## AGREEMENT OF MERGER

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AGREEMENT OF MERGER, dated this 12<sup>th</sup> day of December, 1984, pursuant to Section 23B.11.010 of the Washington Business Corporation Act of the State of Washington, between AG Industrial Loan Company, a Washington corporation, and American General Finance, Inc., a Washington corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desires to merge into a single corporation as hereinafter specified: and

WHEREAS, the registered office of said American General Finance, Inc. in the State of Washington is located at 520 Pike Street, City of Seattle, County of King, and the name of its registered agent at such address is CT Corporation System; the registered office of AG Industrial Loan Company in the State of Washington is 520 Pike Street, City of Seattle, County of King, and the name of its registered agent at such address is CT Corporation System.

NOW, THEREFORE, the corporations, parties to this agreement in consideration of mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and make carrying the same into effect as follows:

FIRST: American General Finance, Inc., hereby merges itself into AG Industrial Loan Company and AG Industrial Loan Company shall be and hereby is merged into American General Finance, Inc. which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of American General Finance, Inc., which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in this agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: Each share of common stock of the surviving corporation which shall be issued and outstanding on the effective date of this agreement shall remain issued and outstanding. Each share of common stock of the merging corporation which shall be issued and outstanding on the effective date of this agreement shall be cancelled and, because all of the constituent corporations have the same ultimate parent, no shares of the surviving corporation shall be issued in exchange therefore.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this merger shall remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders or the same are otherwise elected, removed or changed as provided or permitted by the surviving corporation's Certificate of Incorporation or bylaws and until their successors shall have been elected and qualified.

(c) This merger shall become effective on December 31, 1994.

(d) Upon merger becoming effective, all the property rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, and that having been certified on said Agreement of Merger by the Assistant Secretary of each corporate party thereto, have caused these presents to be executed by the Vice President and attested by the Assistant Secretary of each party hereto as the respective act, deed and agreement of each of said corporation, on this 12th day of December, 1994.

American General Finance, Inc., a Washington corporation

BY: 

David C. Seeley, Senior Vice President

ATTEST:

BY: 

Jeffrey Ledbetter, Assistant Secretary

AG Industrial Loan Company, a Washington corporation

BY: 

Gary M. Smith, Vice President

ATTEST:

BY: 

Barbara J. Hollonquest, Assistant Secretary