Revised - 10/7/2015

CitiFinancial Credit Company Legal Vehicles Principal Address Change

Legal Vehicle		Date Changed With State
CitiFinancial Credit Company Legal Vehicles Principal Address Change	Delaware	9/2/2015
	Maryland	8/21/2015
Associates First Capital Corporation	Delaware	9/2/2015
	Colorado	8/19/2015
	Georgia	8/19/2015
	Indiana	9/23/2015
	Kansas	9/23/2015
	New Jersey	9/29/2015
	New York	8/19/2015
	Texas	8/27/2015
	Washington	8/26/2015

State of Delaware

Amended Annual Franchise Tax Report

CORPORATION NAME			TAX YR.
ASSOCIATES FIRST CAPITAL CORPORATION			2014
FILE NUMBER	INCORPORATION DATE	RENEWAL/REVOCATION DATE	
777413	1971/12/22		

PRINCIPAL PLACE OF BUSINESS
6460 LAS COLINAS BOULEVARD
IRVING, TX 75039

PHONE NUMBER
(469)220-7472

REGISTERED AGENT
THE CORPORATION TRUST COMPANY
CORPORATION TRUST CENTER
1209 ORANGE ST
WILMINGTON DE 19801

AGENT NUMBER
9000010

AUTHORIZED STOCK BEGIN DATE	END DATE	DESIGNATION/ STOCK CLASS	NO. OF SHARES	PAR VALUE/ SHARE
2001/08/10	2014/06/10	COMMON	1,325	.0100000000
		PREFERRED	1	.0100000000
2014/06/10		COMMON	1,325	.0100000000
		PREFERRED	1	.0100000000

OFFICER NAME	STREET/CITY/STATE/ZIP	TITLE
MICHELLE HAYWARD	6460 LAS COLINAS BOULEVARD IRVING, TX 75039	VICE PRESIDENT

DIRECTORS NAME	STREET/CITY/STATE/ZIP
DAVA CARSON	3001 MEACHAM BOULEVARD FORT WORTH, TX 76137
LEROY DAVIS	1 COURT SQUARE LONG ISLAND, NY 11101
MARY H. MCDOWELL	100 INTERNATIONAL DRIVE BALTIMORE, MD 21202
JOHN D. SCHACHTEL	100 INTERNATIONAL DRIVE BALTIMORE, MD 21202

NOTICE: Pursuant to 8 Del. C. 502(b), If any officer or director of a corporation required to make an annual franchise tax report to the Secretary of State shall knowingly make any false statement in the report, such officer or director shall be guilty of perjury.

AUTHORIZED BY (OFFICER, DIRECTOR OR INCORPORATOR)
MICHELLE HAYWARD
6460 LAS COLINAS BOULEVARD
IRVING, TX 75039 US

DATE 2015/09/22

TITLE VICE PRESIDENT

State of Delaware
Annual Franchise Tax Report

CORPORATION NAME	TAX YR.
ASSOCIATES FIRST CAPITAL CORPORATION	2014

FILE NUMBER
777413

DIRECTORS NAME	STREET/CITY/STATE/ZIP
FRANCISCO TOBIAS MARIN	399 PARK AVENUE NEW YORK, NY 10022
FRANCESCO VANNI D'ARCHIRAFI	399 PARK AVENUE NEW YORK, NY 10022
WILLIAM J. MILLS	399 PARK AVENUE NEW YORK, NY 10022
SCOTT WOOD	630 RENE LEVESQUE WEST MONTEAL, QUEBEC H3B 4Z9 CANADA

State of Delaware

Amended Annual Franchise Tax Report

CORPORATION NAME	TAX YR.
ASSOCIATES FIRST CAPITAL CORPORATION	2014

FILE NUMBER	FEDERAL EMPLOYER ID NO.
777413	

ASSETS FOR REGULATED INVESTMENT CORPS

JAN. 1st. DEC. 31st.

Date(s) of Inactivity

From To

TOTAL NUMBER OF SHARES ISSUED	TOTAL GROSS ASSETS	ASSET DATE

Franchise Tax	Penalty	1.5% Monthly Interest	Annual Filing Fee	Prev Credit or Balance
$75.00	$0.00	$0.00	$50.00	($788.00)

Prepaid Qrty. Payments	Amount Due	Amount Paid	Check Number
$0.00	($663.00)	$0.00	

E-Filed

Colorado Secretary of State
Date and Time: 08/19/2015 12:50 PM
ID Number: 19981011235

Document number: 20151530454
Amount Paid: $10.00

Document must be filed electronically.
Paper documents are not accepted.
Fees & forms are subject to change.
For more information or to print copies
of filed documents, visit www.sos.state.co.us.

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Change
Changing the Principal Office Address

filed pursuant to § 7-90-305.5 and § 7-90-705 of the Colorado Revised Statutes (C.R.S.)

1. The entity ID number and the entity name, or, if the entity does not have an entity name, the true name are

Entity ID number: 19981011235
(Colorado Secretary of State ID number)

Entity name or True name: ASSOCIATES FIRST CAPITAL CORPORATION

2. The entity's principal office address has changed.

Such address, as changed, is

Street address: 6460 Las Colinas Blvd., MC LCB-110
(Street number and name)

Irving (City) TX (State) 75039 (ZIP/Postal Code)

(Province – if applicable) United States *(Country)*

Mailing address
(leave blank if same as street address)
(Street number and name or Post Office Box information)

(City) *(State)* *(ZIP/Postal Code)*

(Province – if applicable) *(Country)*

3. *(If applicable, adopt the following statement by marking the box and include an attachment.)*

☐ This document contains additional information as provided by law.

4. *(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document are _____.
(mm/dd/yyyy hour:minute am/pm)

Notice:
Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in

CITI00005

conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

5. The true name and mailing address of the individual causing this document to be delivered for filing are

Baer (Last) Teresa (First) M. (Middle) (Suffix)

100 International Drive, 18th Floor
(Street number and name or Post Office Box information)

Baltimore (City) MD (State) 21202 (ZIP/Postal Code)

(Province – if applicable) United States (Country)

(If applicable, adopt the following statement by marking the box and include an attachment.)

☐ This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:
This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

CITI00006

STATE OF GEORGIA

Secretary of State

Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

ANNUAL REGISTRATION

Electronically Filed
Secretary of State
Filing Date: 8/19/2015 8:32:00 AM

BUSINESS INFORMATION

CONTROL NUMBER	K803745
BUSINESS NAME	ASSOCIATES FIRST CAPITAL CORPORATION
BUSINESS TYPE	Foreign Profit Corporation
EFFECTIVE DATE	02/02/1998

PRINCIPAL OFFICE ADDRESS

ADDRESS	6460 LAS COLINAS BOULEVARD MC LCB-110, IRVING , TX, 75039, USA

REGISTERED AGENT'S NAME AND ADDRESS

NAME	**ADDRESS**
C T CORPORATION SYSTEM	1201 PEACHTREE STREET, N.E., ATLANTA, GA, 30361, USA

OFFICER INFORMATION

NAME	**TITLE**	**ADDRESS**
DAVID NEAVES	CFO	300 ST. PAUL PLACE, BALTIMORE, MD, 21202, USA
LINDA DAVIS	SECRETARY	300 ST PAUL PL, BALTIMORE, MD, 21202, USA
MARY MCDOWELL	CEO	300 ST PAUL PL, BALTIMORE, MD, 21202, USA

AUTHORIZER INFORMATION

AUTHORIZER SIGNATURE	MARY MCDOWELL
AUTHORIZER TITLE	Officer

Brian P. Kemp
Secretary of State

STATE OF GEORGIA
2015 Annual Registration

OFFICE OF THE SECRETARY OF STATE
2 Martin Luther King Jr Dr.
313 West Tower
Atlanta, Georgia 30334

Information on record as of: 8/14/2015

Entity Control No. K803745 **Amount Due:$50** **Amount Due AFTER April 01,2015 $50**

ASSOCIATES FIRST CAPITAL CORPORATION
P. O. BOX 30509,
TAMPA, FL 33631

Each business entity registered or filed with the Office of Secretary of State is required to file an annual registration each year by April 1. Amount due for this entity is indicated above and below on the remittance form Annual registration fee is $50. If amount is more than $50.00, the total reflects amount(s) due from previous year(s) and any applicable late fee(s). If your annual registration and payment are not postmarked by 04/01/2015, you will be assessed a $25.00 late filing penalty fee

Corporation Name	Address	City	State	Zip
ASSOCIATES FIRST CAPITAL CORPORATION	P. O. BOX 30509	TAMPA	FL	33631
AGT: C T CORPORATION SYSTEM	1201 PEACHTREE STREET, N.E.	ATLANTA	GA	30361
OFFICER: DAVID NEAVES	300 ST. PAUL PLACE	BALTIMORE	MD	21202
OFFICER: LINDA DAVIS	300 ST PAUL PL	BALTIMORE	MD	21202
OFFICER: MARY MCDOWELL	300 ST PAUL PL	BALTIMORE	MD	21202

IF ABOVE INFORMATION HAS CHANGED, TYPE OR PRINT CORRECTIONS BELOW:

Bus Addr. ASSOCIATES FIRST CAPITAL CORPORATION	6460 Las Colinas Blvd, MC LCB-110	Irving	TX	75039
AGT:				
CFO:				
Secretary:				
CEO:				
I CERTIFY THAT I AM AUTHORIZED TO SIGN THIS FORM AND THAT THE INFORMATION IS TRUE AND CORRECT.	P.O. BOX NOT ACCEPTABLE FOR REGISTERED AGENTS ADDRESS	COUNTY OF REGISTERED OFFICE:	COUNTY CHANGE OR CORRECTION	
AUTHORIZED SIGNATURE:		Date: 8/14/2015		Total Due:
Title:	Email:			$50

DR201 2015 Corporation's Annual Registration

ASSOCIATES FIRST CAPITAL CORPORATION
6460 Las Colinas Boulevard
Irving, Texas 75039

September 23, 2015

Indiana Secretary of State
Business Services Division
302 West Washington Street, Room E018
Indianapolis, IN 46204

To Whom It May Concern:

This letter is to inform the necessary governing authority that Associates First Capital Corporation has changed the principal business address to the following:

Associates First Capital Corporation
6460 Las Colinas Boulevard
Irving, TX 75039

Very truly yours,

Teresa M. Baer, Assistant Secretary

ASSOCIATES FIRST CAPITAL CORPORATION
6460 Las Colinas Boulevard
Irving, Texas 75039

September 23, 2015

Kansas Secretary of State
Corporation Division
First Floor, Memorial Hall
120 S. W. 10th Avenue
Topeka, Kansas 66612-1594

To Whom It May Concern:

This letter is to inform the necessary governing authority that Associates First Capital Corporation has changed the principal business address to the following:

Associates First Capital Corporation
6460 Las Colinas Boulevard
Irving, TX 75039

Very truly yours,

Teresa M. Baer, Assistant Secretary

C-152 Rev. 3/96

COR

FILED
SEP 29 2015
STATE TREASURER

New Jersey Division of Revenue

Certificate of Correction

(For use by Domestic, Foreign, Profit and Nonprofit Corporations)

Check Appropriate Statute:

[X] Title 14A:1-6 (5) New Jersey Business Corporation Act (File in DUPLICATE)

[ ] Title 15A:1-7 (e) New Jersey Nonprofit Corporation Act (File in TRIPLICATE)

0100733880

CERTIFICATE OF CORRECTION OF:

Corporation Name: Associates First Capital Corporation

Corporation Number: 0100733880

The undersigned hereby submits for filing a Certificate of Correction executed on behalf of the above named Corporation, pursuant to the provisions of the appropriate Statue, checked above, of the New Jersey Statutes.

1. The Certificate to be corrected is: 2015 Annual Report

Date Filed: 01/21/2015

2. The inaccuracy in the Certificate is (indicate inaccuracy or defect): Article #

Annual report incorrectly listed the business address as 300 St. Paul Place, Baltimore MD 21202.

3. The Certificate hereby reads as follows:

Business Address of the corporation is:

6460 Las Colinas Boulevard
Irving, TX 75039

Signature: [signature] Date: 9/25/15

Name: LINDA S. DAVIS

Title: EXECUTIVE VICE PRESIDENT

(Must be Chairperson of the Board, President or Vice President)

NJ Division of Revenue, PO Box 308, Trenton, NJ 08646

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: ASSOCIATES FIRST CAPITAL CORPORATION

DOCUMENT TYPE: BIENNIAL STATEMENT AMENDMENT (FOREIGN) COUNTY: NEWY
LOCATION

FILED:08/19/2015 DURATION:********* CASH#:150819002018 FILM #:150819002018

FILER:

ADDRESS FOR PROCESS:

REGISTERED AGENT:

LOCATION:
THE CORPORATION
6460 LAS COLINAS BLVD
IRVING, TX 75039

MC LCB - 110

SERVICE CODE: 00

FEES	9.00	PAYMENTS	9.00
FILING	9.00	CASH	0.00
TAX	0.00	CHECK	9.00
CERT	0.00	CHARGE	0.00
COPIES	0.00	DRAWDOWN	0.00
HANDLING	0.00	OPAL	0.00
		REFUND	0.00

DOS-1025 (04/2007)

CITI00012

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS ALBANY, NY 12231-0001

FILING RECEIPT

==========

ENTITY NAME: ASSOCIATES FIRST CAPITAL CORPORATION

DOCUMENT TYPE: BIENNIAL STATEMENT AMENDMENT (FOREIGN) COUNTY: NEWY
LOCATION

==========

FILED:08/19/2015 DURATION:********* CASH#:150819002018 FILM #:150819002018

FILER:

ADDRESS FOR PROCESS:

REGISTERED AGENT:

LOCATION:

THE CORPORATION
6460 LAS COLINAS BLVD
IRVING, TX 75039

STATE OF NEW YORK DEPARTMENT OF STATE EXCELSIOR

MC LCB - 110

==========

SERVICE CODE: 00

FEES	9.00	PAYMENTS	9.00
FILING	9.00	CASH	0.00
TAX	0.00	CHECK	9.00
CERT	0.00	CHARGE	0.00
COPIES	0.00	DRAWDOWN	0.00
HANDLING	0.00	OPAL	0.00
		REFUND	0.00

==========

DOS-1025 (04/2007)

CITI00013

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

Carlos H. Cascos
Secretary of State

Office of the Secretary of State

August 20, 2015

CT Corporation System
701 Brazos, Ste. 720
Austin, TX 78701 USA

RE: ASSOCIATES FIRST CAPITAL CORPORATION
File Number: 8366306

It has been our pleasure to file the Application for Amended Registration for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

Carlos H. Cascos
Secretary of State

Office of the Secretary of State

CERTIFICATE OF AMENDED REGISTRATION
OF

ASSOCIATES FIRST CAPITAL CORPORATION
8366306

The undersigned, as Secretary of State of Texas, hereby certifies that an Application for Amended Registration to transact business in this state for the above named entity has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this Certificate of Amended Registration to transact business in this state under the name of:

ASSOCIATES FIRST CAPITAL CORPORATION

Dated: 08/19/2015
Effective: 08/19/2015

Carlos H. Cascos
Secretary of State

Form 406 (Revised 05/11) Submit in duplicate to: Secretary of State P.O. Box 13697 Austin, TX 78711-3697 512 463-5555 FAX: 512/463-5709 **Filing Fee: See instructions**	**Amendment to Registration**	This space reserved for office use. FILED In the Office of the Secretary of State of Texas AUG 19 2015 Corporations Section

Entity Information

1. The legal name of the filing entity is:

Associates First Capital Corporation

State the name of the entity as currently shown in the records of the secretary of state.

2. If the entity attained its registration under an assumed name, the qualifying assumed name as shown on the records of the secretary of state is:

3. The registration was issued to the entity on: 04/20/1990 *mm/dd/yyyy*

The file number issued to the filing entity by the secretary of state is: 0008366306

Amendments to Application

4. The registration is amended to change the legal name of the entity as amended in the entity's jurisdiction of formation. The new name is:

5. The new name of the entity is not available for use in Texas or fails to include an appropriate organizational designation. Or, the entity wishes to amend the qualifying assumed name stated on its application for registration or amended registration. The assumed name the entity elects to adopt for purposes of maintaining its registration is:

6. The registration is amended to change the business or activity stated in its application for registration or amended registration. The business or activity that the entity proposes to pursue in this state is:

The entity certifies that it is authorized to pursue the same business or activity under the laws of the entity's jurisdiction of formation.

TX043 - 06/09/2011 C T System Online

CITI00016

Other Changes to the Application for Registration

7. The foreign filing entity desires to amend its application for registration to make changes other than or in addition to those stated above. Statements contained in the original application or any amended application are identified by number or description and changed to read as follows:

8. The address of the principal office has been changed to: 6460 Las Colinas Blvd., MC LCB-110, Irving, TX 75039.

Effectiveness of Filing (Select either A, B, or C.)

A. ☒ This document becomes effective when the document is filed by the secretary of state.

B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. ☐ This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: 08/14/2015

Signature of authorized person (see instructions)

Teresa M. Baer, Assistant Secretary

Printed or typed name of authorized person

Office of the Secretary of State
Corporations & Charities Division

AMENDED REPORT

Fee: $10.00

08/26/15 2983453-001
$0.00 D
tid:3059549

FILED
SECRETARY OF STATE
AUGUST 26, 2015
STATE OF WASHINGTON

RETURN COMPLETED FORM AND PAYMENT TO:
(Checks made payable to "Secretary of State")

801 Capitol Way South
PO Box 40234
Olympia, WA 98504-0234

Unified Business Identifier: 601 846 414
Entity Name: ASSOCIATES FIRST CAPITAL CORPORATION
State of Incorporation: DE
Inc./Qual. Date: 7/29/2004

TYPE OR PRINT ALL INFORMATION IN DARK INK

Current Registered Agent/Office	Registered Agent/Office Changes *(Changes must be approved by the Board of Directors)*
CT CORPORATION SYSTEM 505 UNION AVE SE STE120 OLYMPIA, WA 98501	New Registered Agent Name: Signature: Physical Address: City: State: WA Zip Code: Alternate Address: City: State: WA Zip Code:

REPORT SECTION MUST BE FILLED IN COMPLETELY - DO NOT LEAVE SPACES BLANK

Principal place of business in WA: ☐ Yes ☒ No
Address:
City: State: Zip Code:
Telephone: Email:

Nature of Business: Consumer Finance

Foreign Entities Principal office:
Address: 6460 Las Colinas Blvd., MC LCB-110
City: Irving State: TX Zip Code: 75039 Country:

Print or type names and addresses of ALL corporate officers and directors (attach additional list if necessary)

1. Name:	Shamit Mehta	Address:	6460 Las Colinas Blvd., MC LCB-110
Title:	Secretary and Executive Vice President	City/State/Zip:	Irving TX 75039
2. Name:	Gergory Lechner	Address:	6460 Las Colinas Blvd., MC LCB-110
Title:	Treasurer	City/State/Zip:	Irving TX 75039
3. Name:	Charles Targee	Address:	6460 Las Colinas Blvd., MC LCB-110
Title:	President	City/State/Zip:	Irving TX 75039

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct

Signature of Governing Person listed above	Print Name and Title	Date
	Teresa M. Beer, Asst. Secretary	08/14/2015