

AMENDED AND RESTATED CERTIFICATE OF FORMATION

OF

AMERICREDIT CORP.

ARTICLE I

Pursuant to the provisions of the Texas Business Organizations Code (the “TBOC”), AmeriCredit Corp., a Texas corporation (the “Corporation”), hereby adopts and files with the Texas Secretary of State this Amended and Restated Certificate of Formation (the “Restated Certificate”), which accurately states and copies the Corporation’s Articles of Incorporation and all amendments thereto that are in effect to date (collectively, the “Existing Articles”) as further amended by this Restated Certificate as hereinafter set forth below, and which contain no other change in any provision thereof, other than the omission of the name and address of the incorporator of the Corporation and the updating of the current number of directors and the names and addresses of the persons currently serving as directors, as permitted by the TBOC.

ARTICLE II

The name of the Corporation is AmeriCredit Corp. The Corporation is a Texas for-profit corporation.

ARTICLE III

The following paragraphs identify by reference or description each added, altered, or deleted provision to the Existing Articles being restated:

1. The preamble of the Existing Articles is hereby deleted in its entirety.
2. Article I of the Existing Articles is hereby amended in its entirety so as to read as follows:

ARTICLE I. NAME

The name of the corporation is General Motors Financial Company, Inc. (the “Corporation”).

3. Article II of the Existing Articles is hereby amended in its entirety so as to read as follows:

ARTICLE II. ENTITY TYPE

The Corporation is a for-profit corporation.

4. Article III of the Existing Articles is hereby amended in its entirety so as to read as follows:

ARTICLE III. PURPOSE

The purpose for which this Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Organizations Code (the "TBOC").

5. Article IV of the Existing Articles is hereby amended in its entirety so as to read as follows:

ARTICLE IV SHARES

The aggregate number of shares that the Corporation shall have authority to issue is one thousand (1,000) shares of common capital stock, par value one dollar (\$1.00) per share.

6. Article V of the Existing Articles is hereby amended in its entirety so as to read as follows:

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 211 E. 7th Street, Suite 620, Austin, Texas 78701, and the name of its registered agent at such address is Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company.

7. Article VI of the Existing Articles is hereby amended in its entirety so as to read as follows:

ARTICLE VI. DIRECTORS

The number of directors currently constituting the Board of Directors is four (4), and the names and addresses of the persons who are currently serving as directors until the next annual meeting of the shareholders or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Daniel E. Berce	801 Cherry Street, Suite 3500, Fort Worth, Texas 76102
Daniel Ammann	767 Fifth Avenue, NY NY 10153
Stephen J. Girsky	300 Renaissance Center, Detroit MI 48265-3000
Christopher P. Liddell	300 Renaissance Center, Detroit MI 48265-3000

8. Article VII of the Existing Articles is hereby amended in its entirety so as to read as follows:

ARTICLE VII. AMENDMENTS TO BYLAWS

The Board of Directors shall have the power to alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws.

9. Article VIII of the Existing Articles is hereby amended in its entirety so as to read as follows:

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify persons for whom indemnification is permitted by Chapter 8 of the TBOC to the fullest extent permissible under Chapter 8 of the TBOC, and may purchase such indemnification insurance as the Board of Directors from time to time shall determine.

10. Article IX of the Existing Articles is hereby amended in its entirety so as to read as follows:

ARTICLE IX. LIMITATION ON DIRECTOR LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this provision does not limit or eliminate the liability of a director to the extent that the director is found liable under applicable law for (i) a breach of a director's duty of loyalty to the Corporation or its shareholders, (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or that involves intentional misconduct or a knowing violation of the law, (iii) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, or (iv) an act or omission for which the liability of a director is expressly provided for by statute.

11. Article X of the Existing Articles is hereby amended in its entirety so as to read as follows:

ARTICLE X. NO DIMINISHMENT OR ADVERSE AFFECT ON EXISTING VESTED RIGHTS

The adoption of this Restated Certificate shall not shall diminish or adversely affect any right to exculpation or indemnification or advancement of expenses that shall have become vested under the Corporation's articles of incorporation or bylaws or otherwise existing prior to the date that this Restated Certificate shall have become effective.

12. Articles XI and XII of the Existing Articles is hereby deleted in their entirety.

ARTICLE IV

Each of the amendments made by this Restated Certificate has been made in accordance with the TBOC and has been approved in the manner required by the TBOC and the governing documents of the Corporation.

ARTICLE V

The Corporation's Existing Articles are hereby superseded by the Restated Certificate, as set forth on Exhibit A hereto, which accurately states and copies the entire text of the Existing Articles as amended as set forth above, other than (i) the omission of the name and address of the incorporator of the Corporation and (ii) the updating of the current number of directors and the names and addresses of the persons currently serving as directors, as permitted by the TBOC.

DATED: October 1, 2010.

AmeriCredit Corp.

By: /s/ J. Michael May
Name: J. Michael May
Title: Secretary

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF FORMATION

OF

GENERAL MOTORS FINANCIAL COMPANY, INC.

ARTICLE I. NAME

The name of the corporation is General Motors Financial Company, Inc. (the "Corporation").

ARTICLE II. ENTITY-TYPE

The Corporation is a for-profit corporation.

ARTICLE III. PURPOSE

The purpose for which this Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Organizations Code (the "TBOC").

ARTICLE IV. SHARES

The aggregate number of shares that the Corporation shall have authority to issue is one thousand (1,000) shares of common capital stock, par value one dollar (\$1.00) per share.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 211 E. 7th Street, Suite 620, Austin, Texas 78701, and the name of its registered agent at such address is Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company.

ARTICLE VI. DIRECTORS

The number of directors currently constituting the Board of Directors is four (4), and the names and addresses of the persons who are currently serving as directors until the next annual meeting of the shareholders or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Daniel E. Berce	801 Cherry Street, Suite 3500, Fort Worth, Texas 76102
Daniel Ammann	767 Fifth Avenue, NY NY 10153
Stephen J. Girsky	300 Renaissance Center, Detroit MI 48265-3000
Christopher P. Liddell	300 Renaissance Center, Detroit MI 48265-3000

ARTICLE VII. AMENDMENTS TO BYLAWS

The Board of Directors shall have the power to alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws.

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify persons for whom indemnification is permitted by Chapter 8 of the TBOC to the fullest extent permissible under Chapter 8 of the TBOC, and may purchase such indemnification insurance as the Board of Directors from time to time shall determine.

ARTICLE IX LIMITATION ON DIRECTOR LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this provision does not limit or eliminate the liability of a director to the extent that the director is found liable under applicable law for (i) a breach of a director's duty of loyalty to the Corporation or its shareholders, (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or that involves intentional misconduct or a knowing violation of the law, (iii) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, or (iv) an act or omission for which the liability of a director is expressly provided for by statute.

ARTICLE X. NO DIMINISHMENT OR ADVERSE AFFECT ON EXISTING VESTED RIGHTS

The adoption of this Restated Certificate shall not shall diminish or adversely affect any right to exculpation or indemnification or advancement of expenses that shall have become vested under the Corporation's articles of incorporation or bylaws or otherwise existing prior to the date that this Restated Certificate shall have become effective.

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
GENERAL MOTORS FINANCIAL COMPANY, INC.**

The undersigned, desiring to amend the Amended and Restated Certificate of Formation (the “Existing Certificate of Formation”) of General Motors Financial Company, Inc. (the “Corporation”), pursuant to the provisions of Section 3.053 of the Texas Business Organizations Code (the “TBOC”), does hereby certify:

1. The name of the filing entity is General Motors Financial Company, Inc.
2. The filing entity is a Texas for-profit corporation.
3. Article VIII of the Existing Certificate of Formation is hereby amended in its entirety so as to read as follows:

“ARTICLE VIII INDEMNIFICATION

8.01 Mandatory Indemnification. The Corporation shall indemnify and advance expenses to every director and officer of the Corporation in the manner and to the fullest extent permitted by the TBOC against all expenses (including judgments, fines, payments in settlement, attorneys’ fees and other expenses) reasonably incurred by or on behalf of such director or officer in connection with any proceeding in which such director or officer was or is made or is threatened to be made a party or called as a witness or is otherwise involved by reason of the fact that such director or officer is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a representative of any other entity, whether the basis of such proceeding is an alleged action in an official capacity as a representative or in any other capacity while serving as a representative.

8.02 Permissive Indemnification.

(1) Subject to the other provisions of this Article VIII, the Corporation may indemnify and advance expenses to every employee or agent of the Corporation who is not a director or officer of the Corporation in the manner and to the fullest extent permitted by the TBOC against any and all expenses (including judgments, fines, payments in settlement, attorneys’ fees and other expenses) reasonably incurred by or on behalf of such employee or agent in connection with any proceeding in which such employee or agent was or is made or is threatened to be made a party or called as a witness or is otherwise involved by reason of the fact that such employee or agent is or was an employee or agent of the Corporation. Except as set forth in paragraph (2) below, the ultimate determination of entitlement to indemnification of employees or agents who are not officers and directors shall be made in such manner as is provided by the TBOC.

(2) The Corporation shall indemnify and advance expenses to every employee and agent of the Corporation who is not a director or officer of the Corporation in the manner and to the fullest extent permitted by the TBOC against any and all expenses (including judgments, fines, payments in settlement, attorneys' fees and other expenses) reasonably incurred by or on behalf of such employee or agent in connection with any proceeding in which such employee or agent was or is made or is threatened to be made a party or called as a witness or is otherwise involved by reason of the fact that such employee or agent is or was serving at the request of the Corporation as a representative of any other entity, whether the basis of such proceeding is an alleged action in an official capacity as a representative or in any other capacity while serving as a representative.

8.03 Initiated Proceedings. The Corporation shall not be required to indemnify any person in connection with a proceeding initiated by such person if the proceeding was not authorized by the Board of Directors.

8.04 Advancement of Expenses.

(1) The Corporation shall pay the expenses of persons indemnified by the Corporation pursuant to Sections 8.01 or 8.02(2) of this Article VIII incurred in defending any proceeding in advance of its final disposition; provided, however, that such payment shall be made only upon receipt of (i) a written affirmation by the indemnitee of their good faith belief that they have met the standard of conduct necessary for indemnification under this Article VIII or otherwise, and (ii) a written undertaking by the indemnitee to repay all amounts advanced if it should be ultimately determined by final judicial decision from which there is no further right of appeal that the indemnitee is not entitled to be indemnified under this Article VIII or otherwise.

(2) The payment of expenses of a person indemnified by the Corporation pursuant to Section 8.02(1) of this Article VIII incurred in defending any proceeding in advance of its final disposition shall be made by or in the manner provided by resolution of the Board of Directors or by a committee of the Board of Directors; provided, however, that such payment shall be made only upon receipt of (i) a written affirmation by the indemnitee of their good faith belief that they have met the standard of conduct necessary for indemnification under this Article VIII or otherwise, and (ii) a written undertaking by the indemnitee to repay all amounts advanced if it should be ultimately determined by final judicial decision from which there is no further right of appeal that the indemnitee is not entitled to be indemnified under this Article VIII or otherwise.

8.05 Claims of Expenses. If a claim for indemnification or advancement of expenses by a person indemnified by the Corporation pursuant to Sections 8.01 or 8.02(2) of this Article VIII is not paid in full within ninety (90) days after a written claim therefor has been received by the Corporation, the claimant may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action, the Corporation shall have the

burden of proving that the claimant was not entitled to the requested indemnification or advancement of expenses under this Article VIII or otherwise.

8.06 Non Exclusivity of Rights. The rights conferred on any person by this Article VII shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, any provision of the Certificate of Formation or the Corporation's Bylaws or of any agreement, any vote of shareholders or disinterested directors or otherwise.

8.07 Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a representative of another entity shall be reduced by any amount such person collects as indemnification from such other entity.

8.08 Insurance. The Board of Directors may, to the fullest extent permitted by the TBOC, authorize an appropriate officer or officers to purchase and maintain, at the Corporation's expense, insurance: (i) to reimburse the Corporation for any obligation which it incurs under the provisions of this Article VIII as a result of the indemnification of past, present or future directors, officers, employees and agents who have served in the past, are now serving or in the future will serve at the request of the Corporation as a representative of another entity; and (ii) to pay on behalf of or to indemnify such persons against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article VIII, whether or not the Corporation would have the power to indemnify such persons against such liability under this Article VIII or otherwise.

8.09 Nature of Rights; Amendment or Repeal. The rights conferred in this Article VIII shall be contract rights that shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs, executors, administrators, or other legal representatives. Any repeal or modification of the foregoing provisions of this Article VIII shall be prospective only and shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification."

4. The amendment made by this Certificate of Amendment has been made in accordance with the TBOC and has been approved in the manner required by the TBOC and the governing documents of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on the 20th day of July, 2016.

By: /s/ Frank E. Brown III
Name: Frank E. Brown III
Title: Senior Vice President, Corporate Counsel
and Secretary

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
GENERAL MOTORS FINANCIAL COMPANY, INC.**

The undersigned, desiring to amend the Amended and Restated Certificate of Formation (as amended, the "Existing Certificate of Formation") of General Motors Financial Company, Inc. (the "Corporation"), pursuant to the provisions of Section 3.053 of the Texas Business Organizations Code (the "TBOC"), does hereby certify:

1. The name of the filing entity is General Motors Financial Company, Inc.
2. The filing entity is a Texas for-profit corporation.
3. Article IV of the Existing Certificate of Formation is hereby amended in its entirety so as to read as follows:

“ARTICLE IV. SHARES

4.01 Classes of Stock and Authorized Shares. The Corporation is authorized to issue two classes of stock which shall be designated, respectively, “Common Stock” and “Preferred Stock.” The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is two hundred fifty million, one thousand (250,001,000), consisting of (a) one thousand (1,000) shares of Common Stock, par value \$1.00 per share (“Common Stock”), and (b) two hundred fifty million (250,000,000) shares of Preferred Stock, par value \$0.01 per share (“Preferred Stock”).

4.02 Preferred Stock. The Board of Directors is hereby expressly authorized, by resolution or resolutions from time to time adopted, to provide, out of the unissued shares of Preferred Stock, for the issuance of series of Preferred Stock. Before any shares of any such series are issued, the Board of Directors shall fix and determine, and hereby is expressly empowered to fix and determine, by resolution or resolutions, the designations, preferences, limitations and relative rights, including voting rights, of the shares of each such series, including but not limited to any of the following:

- (a) the designation of such series, the number of shares to constitute such series and the stated value thereof if different from the par value thereof;
- (b) subject to the last paragraph of this Article IV, whether the shares of such series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights, which may be full or limited;
- (c) the dividends, if any, payable on such series and at what rates, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of this class;

- (d) whether the shares of such series shall be subject to redemption by the Corporation, and, if so, prices and other terms and conditions of such redemption;
- (e) the amount or amounts payable upon shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up of, or upon any distribution of the assets of, the Corporation;
- (f) whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or other corporate purposes and other terms and provisions relative to the operation thereof;
- (g) whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of this class or any other class or classes of securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange, provided, however, that no shares of any series shall be convertible into, or exchangeable for, shares of Common Stock or into shares of any other securities that are convertible into, or exchangeable for, shares of Common Stock;
- (h) the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or the taking of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of this class;
- (i) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such series or any other series of this class or of any other class; and
- (j) any other powers, preferences and relative, participating, optional and other special rights and any qualifications, limitations and restrictions thereof.

The designations, preferences, limitations and relative rights of each series of Preferred Stock may differ from those of any and all other series at any time outstanding. All shares of any one series of Preferred Stock shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the date from which dividends thereof shall be cumulative.

Except as set forth herein or as otherwise required by the TBOC, each outstanding share of Preferred Stock shall not be entitled to vote on any matter on which the shareholders of the Company shall be entitled to vote, and shares of any series of Preferred Stock shall not be included in determining the number of shares voting or entitled to vote on any such matters; provided, however, that the holders of shares of any series of Preferred

Stock shall have the right to vote as a separate class on any amendment, waiver, repeal or modification of any provision of the Statement of Resolution creating such series of Preferred Stock to the extent provided in the Statement of Resolution creating such series of Preferred Stock.”

4. The amendment made by this Certificate of Amendment has been made in accordance with the TBOC and has been approved in the manner required by the TBOC and the governing documents of the Corporation.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on this 6th day of February, 2017.

By: /s/ Frank E. Brown III
Name: Frank E. Brown III
Title: Senior Vice President, Corporate
Counsel and Secretary

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
GENERAL MOTORS FINANCIAL COMPANY, INC.**

The undersigned, desiring to amend the Amended and Restated Certificate of Formation (as amended, the "Existing Certificate of Formation") of General Motors Financial Company, Inc. (the "Corporation"), pursuant to the provisions of Section 3.053 of the Texas Business Organizations Code (the "TBOC"), does hereby certify:

1. The name of the filing entity is General Motors Financial Company, Inc.
2. The filing entity is a Texas for-profit corporation.
3. Section 4.01 of Article IV of the Existing Certificate of Formation is hereby amended in its entirety so as to read as follows:

“ARTICLE IV. SHARES

4.01 Classes of Stock and Authorized Shares.

- (a) The Corporation is authorized to issue two classes of stock which shall be designated, respectively, “Common Stock” and “Preferred Stock.” The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is two hundred sixty million (260,000,000), consisting of (a) ten million (10,000,000) shares of Common Stock, par value \$1.00 per share (“Common Stock”), and (b) two hundred fifty million (250,000,000) shares of Preferred Stock, par value \$0.01 per share (“Preferred Stock”).”
4. A new paragraph (b) is hereby added to Section 4.01 of Article 4 of the Existing Certificate of Formation and shall read in full as follows:

“(b) Effective as of the date of filing with the Texas Secretary of State of the Certificate of Amendment pursuant to which this paragraph (b) is added to this certificate of formation, each outstanding share of previously authorized Common Stock, par value \$1.00 per share (the “Old Common Stock”), of the corporation shall be split and shall be deemed to be automatically converted and reclassified into 10,000 shares of Common Stock, par value \$0.0001 per share, which shall be deemed to be fully paid and nonassessable. The shareholder of the corporation shall surrender its certificates representing Old Common Stock to the corporation, and upon receipt thereof, the corporation shall cause to be issued and delivered to the shareholder new certificates representing the shares of Common Stock into which its shares of Old Common Stock are split, reclassified and converted.”

5. These amendments made by this Certificate of Amendment have been made in accordance with the TBOC and have been approved in the manner required by the

TBOC and the governing documents of the Corporation, and shall be effective as of the date filed with the Texas Secretary of State.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on this 1st day of September, 2017.

By: /s/ Frank E. Brown III
Name: Frank E. Brown III
Title: Senior Vice President, Corporate
Counsel and Secretary

*Certificate of Amendment to
Amended and Restated Certificate of Formation of
General Motors Financial Company, Inc.*

**CERTIFICATE OF CORRECTION
TO THE
CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
GENERAL MOTORS FINANCIAL COMPANY, INC.**

The undersigned, desiring to correct the Certificate of Amendment to the Amended and Restated Certificate of Formation (as amended, the "Existing Certificate of Formation") of General Motors Financial Company, Inc. (the "Corporation"), pursuant to the provisions of Section 4.103 of the Texas Business Organizations Code (the "TBOC"), does hereby certify:

1. The name of the filing entity is General Motors Financial Company, Inc. and its file number issued by the Secretary of State is 107735100.
2. The filing instrument to be corrected is the Certificate of Amendment to the Amended and Restated Certificate of Formation of General Motors Financial Company, Inc. as filed with the Secretary of State on September 1, 2017.
3. Section 4.01(a) of Article IV of the Existing Certificate of Formation contains an inaccuracy or error to be corrected. The full text of the corrected provision is set forth below:

"ARTICLE IV. SHARES

4.01 Classes of Stock and Authorized Shares

- (a) The Corporation is authorized to issue two classes of stock which shall be designated, respectively, "Common Stock" and "Preferred Stock." The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is two hundred sixty million (260,000,000), consisting of (a) ten million (10,000,000) shares of Common Stock, par value \$0.0001 per share ("Common Stock"), and (b) two hundred fifty million (250,000,000) shares of Preferred Stock, par value \$0.01 per share ("Preferred Stock")."
4. The Existing Certificate of Formation contained an inaccurate or erroneous statement. This Certificate of Correction is submitted for the purpose of correcting the Existing Certificate of Formation.
5. After the Secretary of State files the Certificate of Correction, the Existing Certificate of Formation is considered to have been corrected on the date the Existing Certificate of Formation was originally filed except as to persons adversely affected. As to persons adversely affected by the connection, the Existing Certificate of Formation is considered to have been corrected on the date the Certificate of Correction is filed by the Secretary of State.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Correction on this 7th day of September, 2017.

By: /s/ Frank E. Brown III
Name: Frank E. Brown III
Title: Senior Vice President, Corporate
Counsel and Secretary

*Certificate of Correction to the
Certificate of Amendment to the
Amended and Restated Certificate of Formation of
General Motors Financial Company, Inc.*