



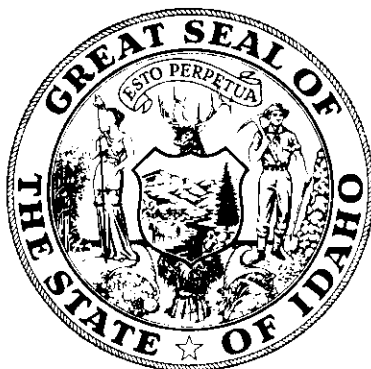
CERTIFICATE OF AUTHORITY
OF

FINANCIAL PACIFIC LEASING CO.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **FINANCIAL PACIFIC LEASING CO.** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **FINANCIAL PACIFIC LEASING CO.** to transact business in this State under the name **FINANCIAL PACIFIC LEASING CO.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **April 6, 1983**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Financial Pacific Leasing Co.
2. *The name which it shall use in Idaho is Financial Pacific Leasing Co.
3. It is incorporated under the laws of Washington
4. The date of its incorporation is January 5, 1976 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 5515 Steilacoom Blvd. S.W., Tacoma, Washington 98498
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To purchase, lease, rent and sell personal property.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>W.W. Conley, Jr.</u>	<u>Pres/Director</u>	<u>5515 Steilacoom Blvd SW, Tacoma WA 98498</u>
<u>John A. Olah</u>	<u>Vice Pres, Sales</u>	<u>" "</u>
<u>Lou Secord</u>	<u>Vice Pres, Finance</u>	<u>" "</u>
<u>George S. Pessemier</u>	<u>Treas/Dir</u>	<u>" "</u>
<u>L. B. McNerthney</u>	<u>Sec/Treas</u>	<u>P.O. Box 1317, Tacoma, WA 98401-1317</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>100,000</u>	<u>Common</u>	<u>\$1.</u>
<u>25,000</u>	<u>A preferred</u>	<u>\$1.</u>
<u>25,000</u>	<u>B preferred</u>	<u>\$1.</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
36,375	Common	\$1.
5,110	A preferred	\$1.
1,253	B preferred	\$1.

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated March 9, 19 83

Financial Pacific Leasing Co.

By

W. W. Conley, Jr.

Its

President

and

L. B. McNerthney

Its

Secretary

STATE OF Washington)

) ss:

COUNTY OF Pierce)

I, Debra J. Brozovich, a notary public, do hereby certify that on this 9th day of March, 19 83, personally appeared before me W. W. Conley, Jr., who being by me first duly sworn, declared that he is the President of Financial Pacific Leasing Co.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Debra J. Brozovich

Notary Public

My commission expires 9-14-84.

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE

CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT,
AS TO ITS PREPARATION BY THE OFFICE OF
THE SECRETARY OF STATE, APPEARS ON THE
BACK OF THE LAST PAGE.



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that

ARTICLES OF INCORPORATION

of FINANCIAL PACIFIC LEASING CO.
a domestic corporation of Tacoma, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain
on file in this office.

Filed at request of
Murray, Scott, McGavick, et al
Attorneys at Law
P. O. Box 1317
Tacoma, Washington 98401
Attn: L. B. McNerthney

Filing and recording fee \$ 50.00

License to June 30, 1976 \$ 30.00

Excess pages @ 25¢ \$

Microfilmed, Roll No.

In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,
January 5, 1976

JAN 5 1976

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF INCORPORATION
OF
FINANCIAL PACIFIC LEASING CO.

KNOW ALL MEN BY THESE PRESENTS: That L. B. McNERTHNEY,
being over the age of majority, and for the purpose of
forming a corporation under the Washington Business Corporation
Act, hereby certifies and adopts, in triplicate, the following
Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be FINANCIAL PACIFIC
LEASING CO.

ARTICLE II

DURATION

The duration of the corporation shall be perpetual.

ARTICLE III

OBJECTS

The purposes and objects of this corporation are as
follows:

1. To purchase, lease rent, and sell personal property.
2. To engage in generally and carry on any lawful
business or trade which may, in the judgment of the Board of
Directors, at any time be necessary, useful or advantageous
to this corporation.
3. In furtherance of and not in limitation of the
general powers conferred by the laws of the State of Washington,
it is expressly provided that this corporation shall also
have the following powers:
 - a. To acquire by purchase or otherwise and to
own, hold, cancel, reissue, sell, pledge and otherwise
deal in the stock of this corporation, provided that
the money or property of the corporation shall not be
used for purchase of shares of its own stock when such

MURRAY SCOTT MCGAVICK, GAGLIARDI

GRAVES LANE AND LOWRY

Articles of
Incorporation-1

use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.

b. To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the bonds, debentures, notes and other securities and obligations of this corporation or any other corporation, partnership, venture or other business entity.

c. To borrow money and give security therefor.

d. To enter into, make, perform and carry out contracts of every kind for any lawful purposes pertaining to its business, with any individual, entity, firm, association or corporation, or with any governmental, municipal or public authority, domestic or foreign.

e. To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated directly or indirectly to promote the welfare or interests of the corporation or enhance the value or render profitable any of its property or rights.

f. To do any and all of the things in this article set forth to the same extent a natural person might or could do, and in any part of the world, as principals, agents, contractors, trustees or otherwise, either alone or in company with others.

Provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under the Business Corporation Act of the State of Washington, or any amendment thereto or substitute therefor, may not at the time lawfully carry on or do.

The above declaration of powers and purposes shall not be deemed to be a limitation on any of the corporate powers granted to corporations by the Washington Business Corporation Act.

ARTICLE IV AUTHORIZED CAPITAL

The aggregate number of shares which the corporation shall have authority to issue shall consist of 50,000 shares of common voting stock, with a par value of \$1.00 per share, or a total authorized capital stock of \$50,000.00.

ARTICLE V PAID IN CAPITAL

The corporation will not commence business until consideration of the value of at least \$500.00 has been received for the issuance of its shares.

ARTICLE VI RESTRICTIONS

The transfer and assignment of shares of capital stock of the corporation shall be subject to the following restrictions:

1. A stockholder desiring to sell his shares of stock must first offer them for sale to the corporation, upon the same terms and conditions. In the event the corporation does not exercise its preference within fifteen (15) days of notice as hereinafter provided, said shares shall be offered to the remaining stockholders upon the same terms and conditions, which stockholders shall have ten (10) days thereafter

to exercise their preference. Any attempted sale in violation of this provision is null and void.

2. A stockholder desiring to sell his shares shall file notice in writing of his intention with the Secretary of the corporation, stating the terms of sale. The Secretary shall immediately give notice to the remaining stockholders. In the event neither the corporation nor the stockholders exercise their preference as above provided, the stockholder shall be at liberty to sell to anyone else.

3. Notwithstanding the provisions of subparagraph 1. and 2. of this article, the shares of any stockholder may be (a) transferred or disposed of by Will or intestacy to or for the benefit of the deceased stockholder's immediate family; or (b) transferred during his lifetime by gift or intervivos trust to or for the benefit of his immediate family. For the purpose of this subsection "immediate family" is defined as the husband, wife, child, father or mother of the stockholder.

ARTICLE VII

DIRECTORS

1. The number of directors of the corporation shall be fixed as provided in the Bylaws, and may be changed from time to time by amending the Bylaws as therein provided, but the number of directors shall be not less than three (3).

2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Washington, the Board of Directors is expressly authorized to make, alter and repeal the Bylaws of the corporation, subject to the power of the stockholders of the corporation to change or repeal such Bylaws.

3. The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers and stockholders and with

corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, stockholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or stockholder may be necessary to obligate the corporation upon such contracts or transactions; and, in the absence of fraud, no such contract or transaction shall be avoided and no such director, officer or stockholder shall be held liable to account to the corporation by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership for any profit or benefit realized by him through any such contract or transaction; provided, that in the case of directors and officers of the corporation (but not in the case of stockholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

4. Any contract, transaction or act of the corporation or of the directors or of any officers of the corporation which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meeting or any special meeting called for such purpose, shall, insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation.

5. The first directors of this corporation shall be

three (3) in number, and their post office addresses are as follows:

L. B. McNerthney
512 Washington Building
Tacoma, Washington 98401

W. W. Conley, Jr.
3517 South 13th Street
Tacoma, Washington 98405

George S. Pessemier
3517 South 13th Street
Tacoma, Washington 98405

The term of the first directors shall be until the first annual meeting of the stockholders of the company to be held on the second Tuesday in June, 1976, and until their successors are elected and have qualified.

ARTICLE VIII

NO CUMULATIVE VOTING

Each shareholder entitled to vote at any election for director, shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, and no shareholder shall be entitled to accumulate his votes.

ARTICLE IX

PREEMPTIVE RIGHTS

The owners of shares of stock of this corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter organized, and whether issued for cash, property, services, by way of dividends, or otherwise.

ARTICLE X

REGISTERED AGENT

The location and post office address of the registered office of the corporation in this State shall be 512 Washington Building, Tacoma, Washington 98402.

The registered agent of the corporation shall be L. B. McNerthney, whose business address is 512 Washington Building,

Articles of
Incorporation-6

MURRAY SCOTT MCGAVICK, GAGUARDI,
GRAVES LANE AND LOWRY

512 WASHINGTON BUILDING
TACOMA, WASHINGTON 98401
TELEPHONE 426-6111

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE

CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT,
AS TO ITS PREPARATION BY THE OFFICE OF
THE SECRETARY OF STATE, APPEARS ON THE
BACK OF THE LAST PAGE.



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

AMENDED
ARTICLES OF INCORPORATION

of FINANCIAL PACIFIC LEASING CO.
a domestic corporation of Tacoma, Washington,
(Increasing capital to \$150,000.00)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of
Law Offices of Murray, Scott, McGavick,
Gagliardi and Graves
Suite 950, One Washington Plaza
P. O. Box 1317
Tacoma, WA 98401
Attn: L. B. McNerthney
Filing and recording fee \$
License to June 30, 19 \$
Excess pages @ 25¢ \$

Microfilmed, Roll No. 1492

Page 300-304

In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,
August 30, 1979

BRUCE K. CHAPMAN
SECRETARY OF STATE

FILED
AUG 30 1979
SECRETARY OF STATE
STATE OFARTICLES OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF
FINANCIAL PACIFIC LEASING CO.

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION OF FINANCIAL PACIFIC LEASING CO. are hereby executed by said corporation pursuant to the provisions of RCW 23A.16.040 and RCW 23A.16.050 as follows:

I. The name of the corporation is FINANCIAL PACIFIC LEASING CO.

II. The amendment to the Articles of Incorporation of said corporation is as follows:

ARTICLE IV "AUTHORIZED CAPITAL" is hereby amended in its entirety to read as follows:

1. Authorized Shares. The total authorized shares of this corporation shall consist of one hundred thousand (100,000) shares of common voting stock, having a par value of \$1. per share; twenty-five thousand (25,000) shares of Class A preferred stock, having a par value of \$1. per share; and twenty-five thousand (25,000) shares of Class B preferred stock, having a par value of \$1. per share. The total authorized capital stock of the corporation shall be \$150,000.

2. Common Stock. The common voting stock shall have full voting privileges and powers for all purposes, to the exclusion of the Class A and B preferred stock which shall have no voting powers or privileges.

3. Preferred Stock.

a. Class A Preferred Stock. The holders of Class A preferred stock in preference and priority to the holders of common voting stock shall be entitled to receive, when and as declared by the Board of Directors, noncumulative

dividends at a rate determined by the Board of Directors payable to the Class A preferred shareholders of record as of the close of business on such date preceding the payment thereof as may be fixed by the Board of Directors on declaring any such dividend. Such dividend shall not be cumulative and the holders of the Class A preferred shares shall have no right to such dividend, even though the corporation has funds legally sufficient for payment of dividends unless the same shall have been declared by the Board of Directors; but such dividends shall be declared and paid in any year before dividends for such year are declared and paid on the common voting stock.

b. Class B Preferred Stock. The holders of Class B preferred shares shall have all the rights, duties and obligations of the holders of Class A preferred shares, including dividend rights, and, in addition thereto, the holders thereof shall have the right at their option at any time after January 1, 1981, to have the Class B preferred stock converted into the \$1. par common voting stock upon the following terms:

i. The conversion of the Class B preferred stock shall be limited to the conversion of the number of shares owned by the holder of the least number of said shares who is also an owner of common voting stock.

ii. Any holders of any of the Class B preferred shares desiring to avail themselves of the option for conversion of the shares as herein provided shall, at any time after January 1, 1981, deliver, duly endorsed in blank, their certificate or certificates representing their convertible shares to the Secretary of the corporation at its

office and at the same time notify the secretary in writing that they desire to convert their shares into \$1. par common voting stock.

iii. Upon receipt of the certificate or certificates, the corporation shall forthwith cause to be issued to the then holders of the Class B preferred shares, one share of \$1. par common voting stock for each share of Class B preferred stock being converted.

iv. Shares which have been converted hereunder shall revert to the status of unissued shares and shall not be reissued.

v. These provisions for conversion of the Class B preferred shares shall be subject to all applicable statutory limitations and restrictions.

ARTICLE VI "RESTRICTIONS" is hereby deleted in its entirety.

ARTICLE IX "PREEMPTIVE RIGHTS" is hereby amended to read as follows:

The owners of common voting stock of this corporation shall be entitled to preemptive rights to subscribe for and purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter organized, and whether issued for cash, property or services by way of dividends or otherwise; provided, however, that the holders of common voting stock shall have such preemptive rights only as to shares of common voting stock. The owners of shares of the Class A preferred stock and the Class B preferred stock shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of common or preferred stock or securities convertible into stock of any class whatsoever, whether now or hereafter organized, and whether issued for cash, property, services by way of dividends or otherwise.

3. The date of the adoption of said Amendment by the shareholders of the corporation is August 28, 1979.

4. The number of shares outstanding of the corporation is three (3) shares.

The number of shares entitled to vote on said Amendment was three (3) shares.

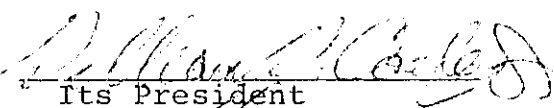
5. The number of shares voted for and against said Amendment was as follows: For Amendment - three (3) shares; Against Amendment - no (0) shares.

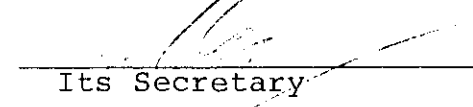
6. The Amendment does not provide for any exchange, reclassification or cancellation of issued shares.

7. The Amendment effects a change in the amount of stated capital, by increasing the amount of stated capital from \$50,000. to \$150,000. and thus the amount of stated capital as changed by the Amendment is \$150,000.

DATED this 28 day of August, 1979.

FINANCIAL PACIFIC LEASING CO.


By 
Its President

By 
Its Secretary

STATE OF WASHINGTON)
) ss
COUNTY OF PIERCE)

On this day personally appeared before me WILLIAM W. CONLEY, Jr. and L. B. McNERTHNEY, to me known to be the President and Secretary respectively of FINANCIAL PACIFIC LEASING CO., the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the 28th day of August, 1979.


Notary Public in and for the State
of Washington, residing at Federal Way.

Articles of Amendment - 4
LBM:sca