



CERTIFICATE OF AMENDMENT  
OF

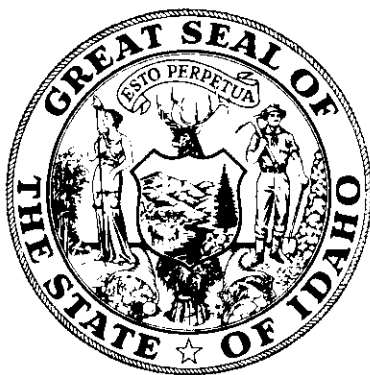
AFFILIATED FINANCIAL SERVICES, INC.

I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of WESTMARK  
FINANCIAL SERVICES, INC.

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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated April 4, 19 88.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AFFILIATED FINANCIAL SERVICES, INC.

8 19

A. Pursuant to the provisions of I.C. §30-1-59 and §30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Article of Amendment to its Articles of Incorporation:

The Articles of Incorporation filed with the Idaho Secretary of State are amended by changing Article 1 to read as set forth below. This amendment was adopted by the incorporator of the corporation prior to the issuance of any shares.

B. Pursuant to the provisions of Idaho Code §30-1-59 and §30-1-64 of the Idaho Business Corporation Act and resolutions duly adopted by its incorporator, Westmark Financial Services, Inc., adopts the following restated articles of incorporation:

1. The name of the corporation is Westmark Financial Services, Inc.
2. The period of its duration is perpetual.
3. Its purpose is to transact the business of:
  - A. A general lines agent, broker and/or consultant transacting any one or more of the following kinds of insurance under license issued pursuant to Idaho Code Title 41: property, casualty, surety, marine and transportation, and/or disability.
  - B. A life agent, broker and/or consultant transacting one or more of the following items: items under license issued pursuant to Idaho Code Title 41: Life insurance, annuity business and/or disability insurance.
  - C. A Credit Union Service Organization, servicing only one or more federal credit unions, as defined in section 107(5)(D) and 107(I) of the Federal Credit Union Act and regulation 701.27 of the National Credit Union Administration as such laws and regulations may from time to time be amended.
  - D. All other purposes not forbidden by law.
4. It shall have authority to issue 1,000,000 shares, all in one class, no par value.

5. The address of its initial registered office is 683 N. Capital Avenue, P. O. Box 501, Idaho Falls, Idaho 83405-0501. The name of its initial registered agent at such address is Winston V. Beard.

6. The number of directors constituting its initial board of directors is one, whose name and address is:

Winston V. Beard  
683 N. Capital Avenue  
P. O. Box 501  
Idaho Falls, ID 83405-0501

7. The name and address of the incorporator is:

Winston V. Beard  
683 N. Capital Avenue  
P. O. Box 501  
Idaho Falls, ID 83405-0501

8. The following provisions shall regulate the internal affairs of the corporation:


- a. The corporation shall only provide services associated with the routine or daily operations of credit unions served by the corporation.
- b. The corporation shall primarily (50% or more) serve credit unions. Up to 50% of its activities may be services for the membership of affiliated credit unions.
- c. The corporation shall not acquire control, directly or indirectly, of another financial institution.
- d. The corporation shall not invest in shares, stocks, or obligations of an insurance company, trade association, liquidity facility or other similar organization.
- e. It is specifically anticipated this corporation will contract with its shareholders and lenders and will have directors, officers and employees who are simultaneously directors, officers or employees of its shareholders or lenders. Idaho Code section 30-1-41 as amended from time to time shall govern the effect of all such potential conflicts of interest.
- f. Except as provided in this subparagraph, individuals who serve as officials of, or are employed by, an affiliated credit union and immediate family members of such individuals, may not receive any salary,

g. The services of this corporation shall be provided on a nondiscriminatory basis to all credit unions to the extent required under Idaho Code Section 26-2148.

h. An affiliated credit union is a credit union that has invested in or made a loan to this corporation.

3 - AMENDED AND RESTATED ARTICLES OF INCORPORATION

Subscribed and sworn to before me this 30 day of  
March, 1988.

  
\_\_\_\_\_  
Notary Public for State of Idaho  
Residing at Idaho Falls, Idaho  
My commission expires 12-13-92

(SEAL)

West:8000  
KTS:pt:88-088  
2612h:090.02