



Department of State.

**CERTIFICATE OF QUALIFICATION OF
FOREIGN CORPORATION**

LOUIS E. CLAPP
I, ~~ARTHUR J. HARRIS~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

NATIONWIDE CREDIT CARD CORPORATION,

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-ninth** day of **April** 19 **66**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-ninth** day of **April** 19**66**, a designation of **Shirley Kelley** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **29th** day of **April**, A.D. 19**66**.

Secretary of State.



CERTIFICATE No. **4504**

STATE OF WASHINGTON | DEPARTMENT OF STATE

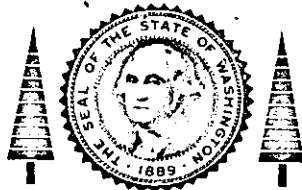
I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office the annexed are true and correct copies of the Articles of Incorporation and all amendments thereto of **NATIONWIDE CREDIT CARD CORPORATION**, which have been duly filed and recorded in my office in accordance with law; I further certify that **NATIONWIDE CREDIT CARD CORPORATION** has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1966; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation and all amendments to the Articles of said corporation.



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

April 26, 1966

A. LUDLOW KRAMER
SECRETARY OF STATE



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that

ARTICLES OF INCORPORATION

of NATIONWIDE CREDIT CARD CORPORATION
a domestic corporation of Kirkland, Washington,

were filed for record in this office at 4:50 o'clock P.M., on this date, and
I further certify that such Articles remain on file in this office.

Filed at request of _____
Nationwide Credit Card Corporation
5505 - 127th Avenue N.E.
Kirkland, Washington

Filing and recording fee \$ 50.00
License to June 30, 1966 \$ 30.00
Excess pages @ 25¢ \$ _____

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 20, 1965

Microfilmed, Roll No. 1088

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A. Ludlow Kramer
A. LUDLOW KRAMER
SECRETARY OF STATE

823

AUG 20 1965

ARTICLES OF INCORPORATION

of

A. LUDLOW KRAMER
SECRETARY OF STATE
BY M. M. Cady
ASSISTANT SUPERVISOR OF CORPORATIONSNATIONWIDE CREDIT CARD CORPORATION
A Washington Corporation

We, the undersigned, citizens of the United States of America, desiring to form a corporation under the laws of the State of Washington for the purposes herein mentioned, make and execute in triplicate the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be NATIONWIDE CREDIT CARD CORPORATION.

ARTICLE II.

The purposes for which this corporation is formed are to do any and all things hereinafter set forth, to the same extent as natural persons might or could do in any part of the world, namely:

1. To engage generally in the credit card business, including but not limited to:
 - (1) The purchase and sale of accounts receivables, notes, chattel mortgages, conditional sales contracts, pledges of security, personal property leases and options, securities, bills of lading, warehouse receipts, guarantees and letters of credit;
 - (2) The purchase of and the sale of real estate, real estate mortgages, real estate contracts and real estate options;
 - (3) As principal broker and agent to make loans and extend credit to individuals, companies and corporations secured by assignment of accounts receivable, notes, personal property, leases and options, bills of lading, warehouse receipts, guarantees and letters of credit, chattel mortgages, conditional sales contracts, pledges of security, and securities, real estate mortgages and assignments of real estate contracts and options.

- (4) To act as principal, agent and broker in all financial transactions.
 - (5) To purchase and sell operating businesses.
 - (6) To analyse, document and manage the financial affairs of individuals, companies and corporations.
-
- 2. To borrow money for corporate purposes, to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures, or other obligations from time to time, for the purchase of property, or for any purpose in or about the business of the corporation, and, if proper, to secure the payment of any such obligations by mortgage, pledge, deeds of trust or otherwise.
 - 3. To purchase, lease or otherwise hold, sell or dispose of real and personal property of all kinds, and in particular lands, buildings, business concerns or undertakings, shares of stock, mortgages, bonds, debentures, other securities, merchandise, book debts and claims, trade-marks, trade names and any interest in real or personal property.
 - 4. To acquire and take over the going concern and thereafter carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith to acquire the good will and any and all of the assets, and to assume, or otherwise provide for, any and all of the liabilities of any such business.
 - 5. To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the corporation.
 - 6. To carry on any business at any place or places within the jurisdiction of the United States, and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places.
 - 7. To engage in the business of exporting and importing goods, wares and merchandise from and into the United States of America or any territory or possession thereof.
 - 8. To engage generally in the business of manufacturing, mining, merchandising, both wholesale and retail, in the State of Washington, and elsewhere.
 - 9. To enter into, make, perform and carry out contracts of every sort, and kind, which may be necessary or convenient for the purposes and business of the corporation, or businesses of a similar nature, with

any person, firm, corporation, private, public or municipal body politic under the Government of the United States, or any state, or territory, so far and to the extent that the same may be done and performed by the corporations organized under the laws of the State of Washington.

10. To do all and everything necessary, suitable or proper, for the accomplishment of any of the purposes, the attainment of any of the objectives or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms or individuals, either as principals or as agents, and to do every other act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid objects, purposes or powers of any of them.
11. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Washington upon corporations organized under and by virtue of its laws.

ARTICLE III.

The duration of this corporation shall be perpetual.

ARTICLE IV.

The location and post office address of the corporation's registered office in the State of Washington shall be 5505 - 127th Ave. N.E., Kirkland, Washington.

ARTICLE V.

This corporation shall be authorized to issue five hundred shares of capital stock (500), each share having a par value of One Hundred Dollars (\$100.00), and each share entitling the owner thereof to one vote (1) in the management and affairs of the corporation, and in all respects all shares of stock shall be deemed to entail equal rights and privileges one with the other.

ARTICLE VI.

The amount of paid-in capital with which the corporation will begin ✓

business if Five Hundred Dollars (\$500.00).

ARTICLE VII.

The number of directors and the terms of their office may be, from time to time, fixed by the By-Laws of the corporation, adopted by a vote of a majority of the shares represented at a duly constituted meeting of the shareholders called for such purpose. Until otherwise provided by a vote of the shareholders, the number of directors shall be three (3), and the first directors, their post office addresses and terms of office are as follows:

J. Elliott Cousins	5505 - 127th Ave.N.E. Kirkland, Washington	1 year
Barbara M. Cousins	5505 - 127th Ave.N.E. Kirkland, Washington	1 year
Reginald L. Clarke	1000 Union St. Seattle, Washington	1 year

ARTICLE VIII.

The names and post office addresses of each of the incorporators, and the number of shares of capital stock subscribed by each are as follows:

J. Elliott Cousins	5505 - 127th Ave.N.E. Kirkland, Washington	2 shares
Barbara M. Cousins	5505 - 127th Ave.N.E. Kirkland, Washington	2 shares
Reginald L. Clarke	1000 Union St. Seattle, Washington	1 share

ARTICLE IX.

The management, control and operation of the corporation shall be vested in the Board of Directors under such rules and regulations as may be provided in the By-Laws of the corporation. The shareholders of the corpor-

ation may make and alter By-Laws not consistent with the law or these Articles in Incorporation. In addition, the directors of the corporation shall have authority to make and adopt By-Laws which are not inconsistent with the laws, the Articles of Incorporation, or any By-Laws made or adopted by the shareholders, and subject further to the power of the shareholders to change or repeal any By-Laws made or adopted by the Board of Directors; provided, however, that in no event shall the Board of Directors make or alter any By-Laws fixing their qualifications, classifications, terms of office or compensation.

ARTICLE X.

The time and place of shareholder's meetings shall be fixed by the By-Laws of the corporation; provided, however, that the first meeting of the shareholders shall be called by the Board of Directors within thirty (30) days of approval of these Articles of Incorporation by the Secretary of State.

Special meetings of the shareholders may be called by the Board of Directors upon two (2) weeks prior written notice being given to the shareholders of record of the corporation, such notice to be given by letter addressed to each shareholder at his address, as shown by the books of the corporation, and such notice shall be deemed completed upon the posting of the letter, duly addressed to the shareholder with the postage prepaid.

CORPORATE RESOLUTION

A special meeting of the shareholders of Nationwide Credit Card Corporation was held on the 21st day of January, 1966, at the registered office of the Corporation, 215 Sixth Avenue North, Seattle, Washington, at which meeting all of the shareholders were present. The following Resolutions were unanimously adopted by the shareholders, to-wit:

BE IT HEREBY RESOLVED that this Corporation shall be recapitalized at One Hundred Fifty Thousand Dollars (\$150,000.00) consisting of One Hundred Fifty Thousand (150,000) shares of capital stock, each share having no par value and each share entitling the owner thereof to one vote in the management of the affairs of the Corporation and in all respects all shares of stock shall be deemed to entail equal rights and privileges, one with the other.

BE IT HEREBY RESOLVED that the location and post office address of the Corporation as the registered office in the State of Washington shall be 215 Sixth Avenue North, Seattle, King County, Washington.

BE IT HEREBY RESOLVED that the number of Directors shall be not less than three nor more than nine and that each term of office for a Director shall be for a period of one year.

APPROVED
AS TO FORM AND FILED

FEB 17 1966

A. LUDLOW KRAMER
SECRETARY OF STATE

BY Maria Cody
ASSISTANT SUPERVISOR OF CORPORATIONS

ATTEST:

Barbara Cousins, Secretary

J. Elliott Cousins, President

STATE OF WASHINGTON)
COUNTY OF KING) ss

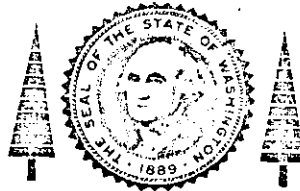
On this day personally appeared before me J. Elliott Cousins and Barbara Cousins, the President and Secretary respectively of the above corporation, to me known to be the individuals described in and who executed the within and foregoing instrument, and acknowledged that they signed the same as their free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 21st day of January, 1966.

[Signature]
NOTARY PUBLIC in and for the State
of Washington, residing at Seattle

177818

FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, A. LUDLOW KRAMER, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

AMENDED

ARTICLES OF INCORPORATION

of NATIONWIDE CREDIT CARD CORPORATION
a domestic corporation of Kirkland Washington,
(Increasing capital to \$150,000.00, changing address of registered office to 215
Sixth Avenue North, Seattle, and changing number of directors)

were filed for record in this office at 1:37 o'clock P. M., on this date, and
I further certify that such Articles remain on file in this office.

Filed at request of Kempton, Savage & Gossard
Attorneys at Law
615 Lyon Bldg.
Seattle, Washington 98104

Filing and recording fee \$ 100.00License to June 30, 19 \$ Excess pages @ 25¢ \$

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

February 17, 1966Microfilmed, Roll No. 1098Page 255 - 257

A. Ludlow Kramer
A. LUDLOW KRAMER
SECRETARY OF STATE

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MINUTES OF SPECIAL MEETING OF STOCKHOLDERS OF
NATIONWIDE CREDIT CARD CORPORATION

A special meeting of the shareholders of Nationwide Credit Card Corporation was held on the 1st day of January, 1966, at the office of said Corporation, 215 Sixth Avenue North, Seattle, Washington. That the meeting was called to order by the President, J. Elliott Cousins and all of the shareholders were present.

That Reginald L. Clarke submitted in writing his resignation as a Director of the Corporation effective January 1, 1966.

That the first order of business was to elect a new Director to fill the unexpired term of said Reginald L. Clarke. That the name of *JAMES STIRRAT, III* was placed in nomination by the President, J. Elliott Cousins, which was duly seconded and said *JAMES STIRRAT, III* was elected as Director of said corporation by the unanimous vote of the shareholders to fill the unexpired term of Reginald L. Clarke. That said *JAMES STIRRAT, III* duly signed his oath as Director of the Corporation.

It was moved, seconded and unanimously carried that the following resolution be adopted amending the Articles of Incorporation:

That Article V be amended increasing the capitalization from Fifty Thousand Dollars (\$50,000.00) to One Hundred Fifty Thousand Dollars (\$150,000.00) and changing the par value of each share thereof from One Hundred Dollars (\$100.00) a share to shares having no par value. The Resolution shall read as follows, to-wit:

"This Corporation shall be recapitalized at One Hundred Fifty Thousand Dollars (\$150,000.00) consisting of One Hundred Fifty Thousand (150,000) shares of capital stock, each share having no par value and each share entitling the owner thereof to one vote in the management of the affairs of the corporation and in all respects all shares of stock shall be deemed to entail equal rights and privileges, one with the other."

It was moved, seconded and carried that the Corporation offer to exchange the three shares of stock presently held by J. Elliott Cousins for thirty thousand (30,000) shares of the new issue, and that the two shares of capital stock presently held by Barbara Cousins be exchanged for twenty thousand (20,000) shares of the new issue. That said J. Elliott Cousins and Barbara Cousins in consideration of said exchange relinquish Nationwide Credit Card Corporation from all claims of indebtedness by them as of this date.

It was moved, seconded and unanimously carried that the balance of One Hundred Thousand shares (100,000) be offered to subscribers for no less than One Dollar (\$1.00) per share, in blocks of not less than Five Thousand shares (5,000).

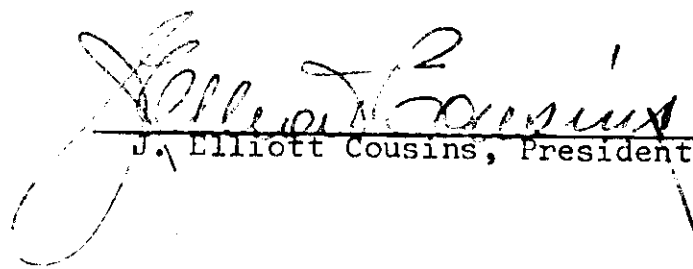
It was moved, seconded and unanimously carried that a Resolution amending Article IV of the Articles of Incorporation be adopted reading as follows:

"That the location and post office address of the Corporation as the registered office in the State of Washington shall be 215 Sixth Avenue North, Seattle, King County, Washington."

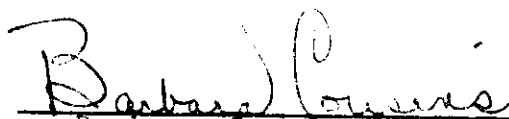
It was moved, seconded and unanimously carried that the following Resolution be adopted amending Article VI of the Articles of Incorporation and Article IV of the By-Laws, to-wit:

"That the number of Directors shall be not less than three nor more than nine and that each term of office for a Director shall be for a period of one year."

There being no further business, the meeting was adjourned.


J. Elliott Cousins, President

ATTEST:


Barbara Cousins, Secretary

AFFIDAVIT AS TO VALUE OF NO PAR STOCK

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)


J. ELLIOTT COUSINS, being first duly sworn, on oath
deposes and says:

That he is the President of Nationwide Credit Card Corporation, a Washington corporation, and pursuant to a Resolution passed at a Special Meeting of the Stockholders on the 21st day of January, 1966, at which all of the Stockholders were present, the Articles of Incorporation were amended. That he makes this affidavit in support of said Resolution amending the Articles of Incorporation, to-wit:

Changing the capitalization of Nationwide Credit Card Corporation from FIFTY THOUSAND DOLLARS (\$50,000.00) with Five Hundred (500) shares of stock having a par value of One Hundred Dollars (\$100.00) per share, to ONE HUNDRED FIFTY THOUSAND DOLLARS (\$150,000.00) divided into One Hundred Fifty Thousand (150,000) shares of stock having no par value.


That he and the Secretary of the Corporation have exchanged their five (5) shares of par value stock for Fifty Thousand Shares (50,000) of no par stock and that said valuation of the stock exchanged does not in any way exceed the total sum of FIFTY THOUSAND DOLLARS (\$50,000.00) in services and cash actually received by the corporation from he and the Secretary of said Corporation.

That it is the intent of the Corporation to sell the remaining One Hundred Thousand (100,000) shares of stock and receive for said shares monies or services which do not exceed One Dollar (\$1.00) per share of the stock sold.


J. Elliott Cousins

Subscribed and sworn to before me this 21st day of January, 1966.

(SEAL)


NOTARY PUBLIC in and for the State
of Washington, residing at Seattle

CONSENT TO USE OF CORPORATION NAME

Acknowledgement of sale of corporation name 20th August, 1965. The undersigned President and Secretary, respectively of the NATIONWIDE CREDIT CARD CORPORATION do hereby acknowledge of said corporate name has for a valuable consideration been assigned to J. Elliott Cousins for his use and he is authorized to form the corporation using the name of NATIONWIDE CREDIT CARD CORPORATION and the undersigned do further certify that NATIONWIDE CREDIT CARD CORPORATION has changed its name to CREDIT SALES CORPORATION and all of the foregoing has been approved at a stockholders meeting at which the holders of all capital stock of said corporation were present.

Robert H. Lankford
PRESIDENT

William H. Lankford
SECRETARY

SUBSCRIBED AND SWORN to before me this 21 day of August, 1965.

Notary Public
NOTARY PUBLIC in and for the State of
Washington, residing at Seattle