

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

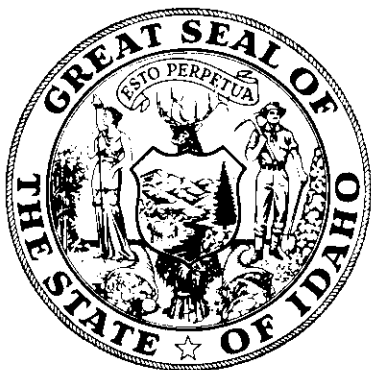
1ST FIDELITY FINANCIAL, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of 1ST FIDELITY FINANCIAL, INC.

duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 14, 1983



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
1st FIDELITY FINANCIAL, INC.

DEC 14 9 00 AM '83  
CLERK OF DISTRICT COURT

\* \* \* \* \*

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural citizens of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as

ARTICLE I

Name

The name of the corporation shall be "1st Fidelity Financial, Inc.

ARTICLE II

Purpose

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Idaho, as such laws may be amended from time to time.

ARTICLE III

Corporate Existence

The corporation is to have perpetual existence.

#### ARTICLE IV

##### Place of Business

The location and post office address of the corporation's registered office in this state shall be: 312 Shoshone Street East, Twin Falls, Idaho. That Gary Lucich shall be the registered agent, whose address is 312 Shoshone Street East, Twin Falls, Idaho.

#### ARTICLE V

##### Registered Agent

The total number of shares which the corporation is authorized to issue is 5,000,000 shares. The shares are to be of no par value.

#### ARTICLE VI

##### Incorporators

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

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Gary Lucich	312 Shoshone Street East, Twin Falls, Idaho 83301	850,000
Patricia I. Lucich	312 Shoshone Street East, Twin Falls, Idaho 83301	150,000
Marcae M. Lucich	312 Shoshone Street East, Twin Falls, Idaho 83301	850,000
Edward M. Lucich	312 Shoshone Street East, Twin Falls, Idaho 83301	150,000

The above named incorporators shall also be the initial Directors.

## ARTICLE VII

### The Board of Directors

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Gary Lucich	312 Shoshone Street East, Twin Falls, Idaho 83301	850,000
Patricia I. Lucich	312 Shoshone Street East, Twin Falls, Idaho 83301	150,000
Marcae M. Lucich	312 Shoshone Street East, Twin Falls, Idaho 83301	850,000
Edward M. Lucich	312 Shoshone Street East, Twin Falls, Idaho 83301	150,000

The Board of Directors shall consist of four Directors. During the term of their office, or thereafter, the number of Directors shall be increased or decreased from time to time as provided by the By-Laws; provided, however, that the number of Directors constituting the Board shall not be less than two nor more than fifteen.

## ARTICLE VIII

### By-Laws

The power to appeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as on the shareholders, to be exercised by such vote of the Directors or of the allotted shares, as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws.

## ARTICLE IX

### Stock

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration that the Board of Directors shall determine.

## ARTICLE X

### Meeting of the Shareholders

The annual and other meetings of shareholders shall be held at such time and place, within or without the State of Idaho, as stated in or fixed in accordance with the By-Laws.

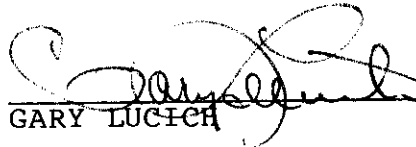
## ARTICLE XI

### Interests of Directors

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any Director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors

or the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this \_\_\_\_\_ day of September, 1983.

  
GARY LUCICH

  
PATRICIA I. LUCICH

  
MARCAE M. LUCICH

  
EDWARD M. LUCICH

STATE OF IDAHO                    )  
                                      :   ss.  
County of Twin Falls            )

On this \_\_\_\_\_ day of Sep., 1983, before me,  
Linda Parrott a Notary Public in and for said State,  
personally appeared GARY LUCICH, known to me or identified to  
me to be the person whose name is subscribed to the foregoing  
instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal the day and year in this certificate  
first above written.

Linda Parrott  
Notary Public for State of Idaho  
Residing at Twin Falls, therein.

STATE OF IDAHO                    )  
                                      :   ss.  
County of Twin Falls            )

On this \_\_\_\_\_ day of Sep., 1983, before me,  
Linda Parrott a Notary Public in and for said State,  
personally appeared PATRICIA L. LUCICH, known to me or identified  
to me to be the person whose name is subscribed to the foregoing  
instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal the day and year in this certificate  
first above written.

Linda Parrott  
Notary Public for State of Idaho  
Residing at Twin Falls, therein.

STATE OF IDAHO                    )  
                                      :   ss.  
County of Twin Falls        )

On this \_\_\_\_\_ day of Sep. , 1983, before me,  
Linda Parrott a Notary Public in and for said State,  
personally appeared MARCAE M. LUCICH, known to me or identified  
to me to be the person whose name is subscribed to the foregoing  
instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal the day and year in this certificate  
first above written.

Linda Parrott  
Notary Public for State of Idaho  
Residing at Twin Falls, therein.

STATE OF IDAHO                    )  
                                      :   ss.  
County of Twin Falls        )

On this \_\_\_\_\_ day of Sep., 1983, before me,  
Linda Parrott a Notary Public in and for said State,  
personally appeared EDWARD M. LUCICH, known to me or identified  
to me to be the person whose name is subscribed to the foregoing  
instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal the day and year in this certificate  
first above written.

Linda Parrott  
Notary Public for State of Idaho  
Residing at Twin Falls, therein.