

Department of State.

**CERTIFICATE OF AUTHORITY
OF
CITADEL MORTGAGE CO.**

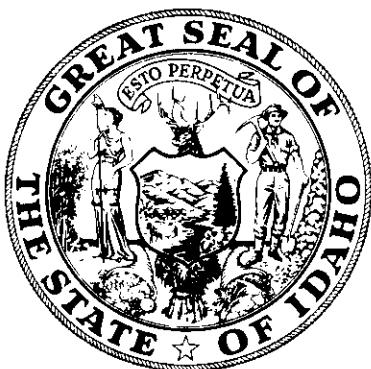
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CITADEL MORTGAGE CO.

_____ 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 **CITADEL MORTGAGE CO.**

to transact business in this State under the name CITADEL MORTGAGE CO.
_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated _____, June 14, 1982



Robt. C. Cavanaugh

SECRETARY OF STATE

Myron & Artach:

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED

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:

82 JUN 14 PM 1:43

1. The name of the corporation is CITADEL MORTGAGE CO.

SECRETARY OF
STATE

2. *The name which it shall use in Idaho is CITADEL MORTGAGE CO.

3. It is incorporated under the laws of UTAH

4. The date of its incorporation is September 18, 1981 and the period of its duration is continual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 11 E 200 North, Suite 201, Orem, Utah 84057

6. The address of its proposed registered office in Idaho is 9396 Maple Hill Drive, Boise, Idaho 83705, and the name of its proposed

registered agent in Idaho at that address is Zed W. Braden

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: 2nd Mortgages

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>John B. Ford</u>	<u>President</u>	<u>3645 N Littlerock W, Provo, UT 84601</u>
<u>John A. Ford</u>	<u>Vice-President</u>	<u>891 S Stubbs, Provo, UT 84601</u>
<u>Sam O. Crain</u>	<u>Vice-President</u>	<u>1175 E. 2620 North, Provo, UT 84601</u>
<u>Chris Feriante</u>	<u>Sec./ Treas.</u>	<u>4620 Mile High Drive, Provo, UT 84604</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>50,000</u>	<u>common</u>	<u>1.00</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

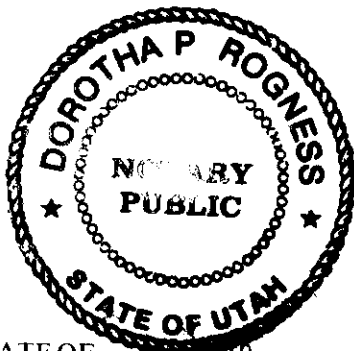
10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
50,000	common	1.00

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 8, 19 82



CITADEL MORTGAGE CO.

By

Its

President

and

Its

Secretary

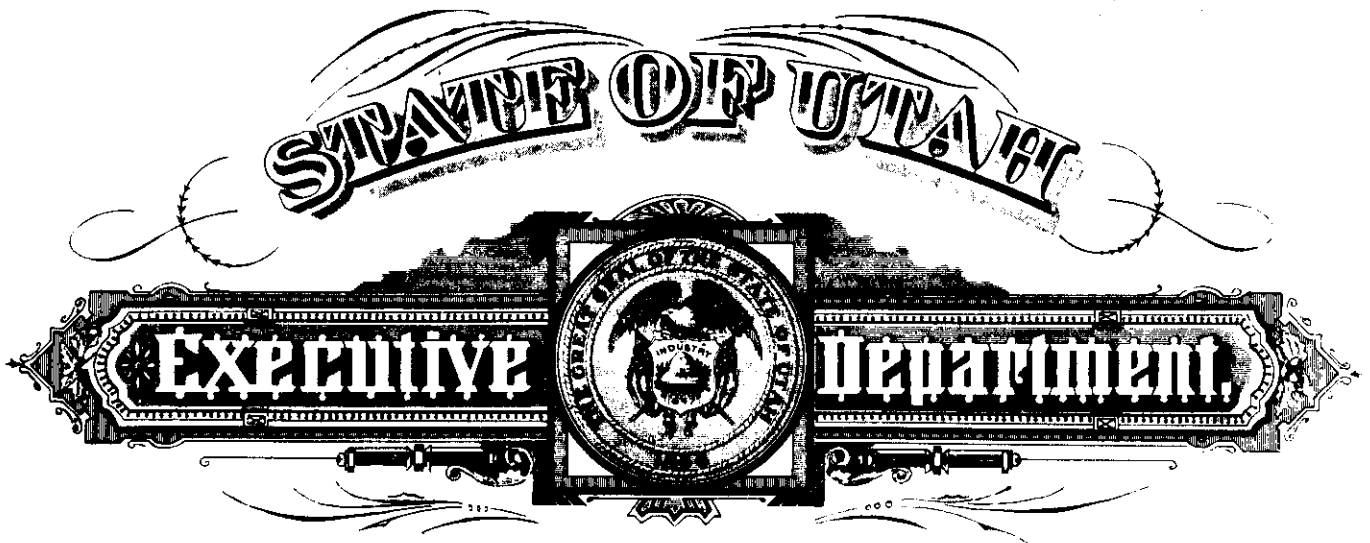
STATE OF Utah)
COUNTY OF Utah) ss:

I, Dorothea P. Rogness, a notary public, do hereby certify that on this 8th day of March, 19 82, personally appeared before me John B. Ford, who being by me first duly sworn, declared that he is the President of CITADEL MORTGAGE CO.

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

Dorothea P. Rogness
Notary Public

*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.



CERTIFICATE OF INCORPORATION
OF

CITADEL MORTGAGE CO.

I, DAVIDS. MONSON, Lieutenant Governor of the State of Utah, hereby
certify that duplicate originals of Articles of Incorporation for the
incorporation of

CITADEL MORTGAGE CO.

duly signed and verified pursuant to the provisions of the Utah Business
Corporation Act, have been received in my office and are found to conform
to law.

ACCORDINGLY, by virtue of the authority vested in me by law, I hereby
issue this Certificate of Incorporation of

CITADEL MORTGAGE CO.

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

FILE # 94446

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State of Utah, at Salt Lake City, this 18th day
of September, 19 81

David S. Monson

LIEUTENANT GOVERNOR

RECEIVED
JUN 14 PM 1 15
SECRETARY OF
STATE

FILED IN THE OFFICE OF THE
CLERK OF THE STATE OF UTAH, ON THE
21st 81
September
BS 20th

ARTICLES OF INCORPORATION
OF
CITADEL MORTGAGE CO.

10:11 SEP 21 PM 12:21

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Utah Business Corporations Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE 1

NAME. The name of the corporation is Citadel Mortgage Co.

ARTICLE 11

PERIOD OF DURATION. The period of duration of the corporation is perpetual.

ARTICLE 111

PURPOSES AND POWERS. This corporation is organized for the following purposes.

SECTION 1. To own, buy, sell and develop real property. To engage in any and all transactions pertaining to mortgage and lease financing.

SECTION 2. To engage in any business, trade, or activity which may lawfully be conducted by a corporation organized under the Utah Business Corporations Act.

SECTION 3. To engage in any business, trade, or activity which may lawfully be conducted by a corporation organized under the Utah Business Corporations Act.

SECTION 4. To engage in such activities as are incidental or conductive to the attainment of the purposes of this corporation and to exercise any and all powers authorized or permitted to be done by a corporation under any laws that may be now or hereafter applicable or available to this corporation.

ARTICLE IV

AUTHORIZED SHARES. The aggregate number of shares which the corporation shall have the authority to issue is fifty (50,000) Thousand shares of Common Stock having a par value of One Dollar (\$1.00) per share. There shall be no other class or shares of stock in this corporation.

ARTICLE V

COMMENCEMENT OF BUSINESS. This corporation shall not commence business until at least one thousand (\$1,000.00) Dollars has been received by it as consideration for the issuance of shares.

ARTICLE VI

PRE-EMPTIVE RIGHTS. The owners of shares of stock of this corporation shall not be entitled to pre-emptive rights to acquire additional unissued shares.

ARTICLE VII

VOTING OF SHARES. Each shareholder entitled to vote at any election for directors 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 or cumulate his votes by giving as many votes as the number of such directors multiplied by the number of his shares equal, or by distributing such votes on the same principle among any number of candidates.

ARTICLE VI11

SECTION 1. The Board of Directors shall have full power to adopt, alter, amend, or repeal the Bylaws or adopt new Bylaws. Nothing herein shall deny the con-current power of the shareholders to adopt, alter, amend, or repeal the Bylaws.

SECTION 2. This corporation reserves the right to amend, alter, change, repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by status. All rights of shareholders of this corporation are granted subject to this reservation.

SECTION 3. This corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers, and shareholders and with corporations, associations, firms, and entitles in which they are or may be or become interested as directors, officers, shareholders, 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 shareholder may be necessary to obligate the corporation upon such contracts or transaction; and in the absence of fraud, no such corporation upon such contracts or transactions shall be avoided and no such director, officer or shareholder 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 of 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 shareholders who are not directors or officers), the nature of the interest of such director or officer, though not necessarily the details or

extend 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.

ARTICLE 1X

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT.

SECTION 1. Registered Office. The address of the initial registered office of the corporation is 91 South Mountain Way Drive, P.O. Box 985, Orem, Utah 84057.

SECTION 2. Registered Agent. The name of the initial registered agent at such address is Kenneth Myers.

ARTICLE X

DIRECTORS. Initial Board of Directors. The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the Bylaws, but the number of first directors shall be (5) five, and they shall serve until the first meeting of shareholders and until their successors are elected and qualified, and their names and post office addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John B. Ford	150 E. 400 North, Bountiful, Utah
Kenneth Myers	186 E. 1825 S., Orem, Utah
John A. Ford	891 S. Stubbs, Provo, Utah 84601
Chris Feriante	4620 Mile High Dr., Provo, Utah 84604

Sam O. Crain

1175 E. 2620 North, Provo, Utah 84601

ARTICLE XI

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
John B. Ford	150 East 400 North, Bountiful, Utah
John A. Ford	891 South Stubbs, Provo, Utah 84601
Kenneth Myers	186 E. 1825 S., Orem, Utah

Executed this 17 day of September, 1981.

John B. Ford
JOHN B. FORD

John A. Ford
JOHN A. FORD

Kenneth Myers
KENNETH MYERS

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

I, Diana I. Nielsen, a Notary Public, hereby certify that on the 17 day of September, 1981, personally appeared before me John B. Ford, John A. Ford, and Kenneth Myers, who being by me duly sworn, severally declare that they are the persons who signed the foregoing document as incorporators and that the statements herein contained are true.

IN WITNESS WHEREOFF, I have hereto set my hand and seal this 17 day of September, 1981.

Diana I. Nielsen
Residing in Salt Lake County, Utah

My commission expires:

June 17, 1985