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State of Idaho

Department of State

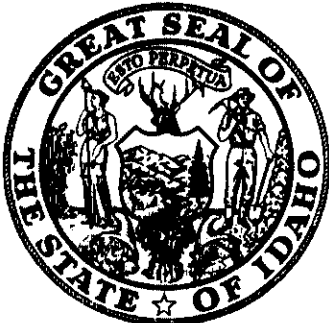
CERTIFICATE OF INCORPORATION OF

THE MORTGAGE EXCHANGE, 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 the above named corporation, 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: February 15, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

Anna Seibel

☐ **

ARTICLES OF INCORPORATION
OF
THE MORTGAGE EXCHANGE, INC.

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SECRETARY OF STATE

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The undersigned hereby establishes a general business

corporation pursuant to the Idaho Business Corporation Act and
adopts the following charter:

1. The name of the corporation is The Mortgage Exchange,
Inc.

2. The corporation shall commence on February 15, 1994, and
the period of its duration is perpetual.

3. The purposes for which the corporation is organized
includes the transaction of any or all lawful business, including,
but not limited to: loan brokering for residential real estate
financing.

4. The address of the initial registered office is 877 N.
Liberty, Suite 205, Boise, Idaho 83704.

5. The name of the initial registered agent at such address
is Stephen Major.

5. The initial Board of Directors who are to serve as
directors until the first annual meeting of shareholders or until
their successors are elected and shall qualify are as follows:

Stephen Major
Patricia Major

6. The Board of Directors shall consist of two persons, all
of whom need to be shareholders of the corporation.

7. Each director shall hold office until the next annual
meeting of the corporation or until his successor shall have been
duly elected and qualified.

1 8. The officers of the corporation shall be a president,
2 vice-president, secretary and treasurer, and such other officers as
3 the Board of Directors shall designate from time to time.

4 9. The officers of the corporation shall be elected by the
5 Board of Directors and shall hold office until their successors
6 shall have been duly elected and qualified.

7 10. The duties and powers of the officers shall be such as
8 are normal and customary for their respective positions and as are
9 further designated by the Board of Directors.

10 11. The aggregate number of shares which the corporation
11 shall have authority to issue is 100,000 shares of common voting
12 stock with no par value per share. The amount of money or property
13 to be paid for each share will be determined by the Board of
14 Directors as to the consideration to be paid for such shares.

15 12. Shares shall be voted only by the holder of record or
16 another shareholder of the corporation in accordance with a written
17 proxy executed by a holder of record.

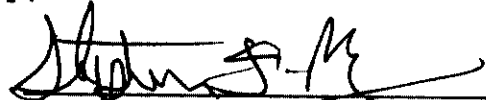
18 13. The shares of the corporation held by a deceased or
19 retired shareholder shall be either redeemed or canceled by the
20 corporation, or transferred to another shareholder within six (6)
21 months after the date of death or retirement. Shares shall not be
22 transferred to non-shareholders without first being offered at
23 their fair market value to the remaining shareholders of the
24 corporation in proportion to their respective share holdings.
25 Shares not so redeemed or transferred within the required period of
26 time shall be canceled at the end of such period.

1 14. The name and address of the incorporator is as follows:

2 Stephen Major
3 5677 Woodcross Drive
4 Boise, Idaho 83712

5 The undersigned applies to the State of Idaho, by virtue of
6 the laws of the land, for a charter for the proposes and with the
7 powers, etc., declared in the foregoing instruments.


8 DATED this 11th day of February, 1994.

9 
10 Stephen Major, Incorporator

11 STATE OF IDAHO } ss.
12 County of Ada

13 On this 11th day of February, 1994, before me, the undersigned,
14 a Notary Public in and for said state, personally appeared Stephen
15 Major, known to me to be the person whose name is subscribed to the
16 within and foregoing instrument, and acknowledged to me that he
17 executed the same.

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

21 
22 Notary Public for Idaho
23 Residing at: Boise
24 My Commission expires: 6-29-94