



Office of the  
Secretary of State

*I, David Mattson, Secretary of State of the State of Utah, do hereby certify that the attached is a full, true and correct copy of* A Certified Copy of the Amendment to Articles of Incorporation of UTAH ASSOCIATION OF CREDIT MEN, Filed in this Office March 18, 1913.

*as appears* on file *in my office.*

In Witness Whereof, I have hereunto set my hand and affixed the Great Seal of the State of Utah, this third day of April A. D. 1913

*David Mattson*  
Secretary of State.

*By - T. A. Hansen*  
*Deputy*

CERTIFICATE OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
THE UTAH ASSOCIATION OF CREDIT MEN.

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

The undersigned, Arthur Parsons, President, and P.L. Doran, Secretary, of that certain corporation heretofore known as "The Utah Association of Credit Men" do hereby certify as follows:

That due, regular and legal notice of a special meeting of the Stockholders of said corporation, stating the nature of certain proposed amendments to the Articles of Incorporation of said corporation, was given to each stockholder of said corporation in the manner provided by law and by the Articles of Incorporation and By-Laws, to-wit, by publication of such notice for more than twenty-one days next prior to the 18th day of February, A.D. 1913, being the date fixed for said meeting, also by mailing to each stockholder more than fifteen days before the said 18th day of February, A.D. 1913, a true and correct copy of said published notice, giving notice to each stockholder that upon the 18th day of February, A.D. 1913, at 1:30 o'clock in the afternoon of said day, in the Gold Room of the Commercial Club, in Salt Lake City, Utah, there would be a special meeting of the stockholders of said corporation for the purpose of considering and acting upon certain proposed amendments to the Articles of Incorporation as set forth in said notice, That a true and correct copy of said published and mailed notice and proof of publication thereof is hereto attached and made a part hereof.

We further certify that said special stockholders' meeting convened at the time and place aforesaid and organized with President Arthur Parsons in the chair and P.L. Doran acting as Secretary. That a canvass of the stock represented showed sixty-four shares present in person or by lawful proxy and that the shares represented constituted more than a majority of all of the outstanding capital stock of said corporation;

That at said Meeting the said proposed amendments to the Articles of Incorporation were duly considered and discussed and that upon motion duly made, seconded and unanimously carried, as shown by a roll-call vote of each share of stock represented at said meeting, the Articles of Incorporation of said corporation were amended in the following particulars:

I.

That Article One was amended so as to read as follows:

ARTICLE I. That said corporation shall be known and called by the name of "UTAH ASSOCIATION OF CREDIT MEN".

II.

That Article Five was amended so as to read as follows:

ARTICLE V. That the object, business and pursuit of said corporation is and shall continue to be to improve existing methods of obtaining and disseminating among its members and subscribers information in relation to the subject of credits and rates; to combine by any lawful means for protection against imposition, injustice and fraud; to advocate and effect such changes in existing laws as will best subserve the business interest of honest debtors and creditors; to promote greater security and uniformity in the customs and usages of trade; to establish and preserve such relations between its members that the welfare of all may be more highly conserved; to render more uniform and establish more firmly the basis upon which credits and rates are founded in every branch of commercial enterprise; to own and hold property both real and personal in

the State of Utah and elsewhere, either as agent, assignee, trustee or in the name of the corporation; to have full power and authority to convey title to the same; to institute suit for and on behalf of the corporation or in the capacity of agent, assignee or trustee, to establish a collection bureau or department for the collection of debts on commission; to establish a department or auxiliary requisite and necessary to carrying out of the purpose herein designated; to provide a fund for use in establishing and enforcing the objects and purposes herein set out. This corporation is not organized for the purpose of earning dividends to be paid upon the stock. All earnings not consumed in current operating expenses of the association will be kept in a fund to be disbursed from time to time upon the order of the Board of Directors to further the purposes of the Association.

### III.

That Articles Six was amended so as to read as follows:

Article Vi. That the amount of the capital stock of said corporation shall be \$2,500.00, which shall be divided into five hundred shares of the par value of \$5.00 each. No person or corporation shall hold more than one share. The shares shall be non-negotiable, and not transferable except by a vote of the majority of the board of Directors.

Such persons or corporations shall become members of this corporation and receive a certificate of membership evidenced by one share of stock in the corporation, as shall be deemed advisable by the Board of Directors. This corporation may make By-Laws as hereinafter provided for determining the qualifications of and manner of admission of members, and providing<sup>also</sup> for the dismissal of members, and when a membership is terminated, either by resignation, operation of the By-laws or action of the Board of Directors, all rights of such member shall cease, his certificate of membership shall be cancelled, and such member shall not longer have any interest whatever in the

corporation, or the property thereof, the understanding and agreement being that the benefits each member receives while holding membership in the corporation shall be full compensation for all dues, assessments or stock payments paid by such member. Memberships may be held by corporations, partnerships or individuals, but corporations or partnerships becoming members must designate a particular person in the employ of or a member of such corporation or partnership who may hold the certificate of stock, be entitled to vote at stockholders' meetings, and exercise generally the rights of membership in the corporation.

There may be two classes of members, namely; resident and non-resident members. Resident members are those who reside or conduct their business within certain territory conveniently reached from Salt Lake City, Utah, and the territory within which resident members may reside shall be determined from time to time by the Board of Directors. Non-resident members are those who reside or conduct their business outside of resident territory, as defined by the Board of Directors. Non-resident members shall have no voting power.

#### IV.

That Article Eight was amended so as to read as follows:-

Article VIII. The officers of said corporation shall be:

- First: A Board of eleven Directors.
- Second: A President.
- Third: A Vice-president.
- Fourth: A Treasurer.
- Fifth: A Secretary.

The President, Vice-President, Secretary and Treasurer shall be directors.

#### V.

That Article Ten was amended so as to read as follows:-

ARTICLE X. The president, vice-president, secretary,

Treasurer and directors shall hold their respective offices until

the second Saturday in May, 1913, and until their successors shall be elected and qualified.

VI.

That Article Eleven was amended so as to read as follows:

ARTICLE XI. The term of office of all officers of said corporation except Directors shall be one year and until their successors shall have been duly elected and shall have duly qualified, and all officers and directors shall hold office until their successors shall have been duly elected and shall have duly qualified unless sooner resigned or removed as hereinafter provided.

At the annual election in May, 1913, there shall be elected eleven directors, six of whom shall serve for a term of two years, and five for a term of one year, and thereafter at each annual election there shall be elected five directors or six directors respectively as their terms may expire, to hold office for two years and until their successors are duly elected and qualified.

VII.

That Article Twelve was amended so as to read as follows:

ARTICLE XII. The Annual Stockholders' Meeting of said corporation for the election of directors and for the transaction of any other business that may lawfully come before said meeting shall be held at two o'clock in the afternoon of the second Saturday in May of each year at such place in Salt Lake City, Utah, as the Board of Directors may determine and give notice of, and if a quorum be not present, those present may adjourn from time to time without further notice until a quorum be present. A representation of a majority of the capital stock of said corporation issued and outstanding shall be necessary to lawfully hold same or any stockholders' meeting. The directors of said corporation shall be elected by ballot by a majority vote of the stock represented at such meeting. All stockholders' meetings shall be called by mailing

to each stockholder written or printed notice ten days prior to the day of said meeting, specifying the purpose for which such meeting is called. The Board of Directors immediately after election and qualification shall convene and elect all other officers of the corporation.

#### VIII.

That Article Thirteen was amended so as to read as follows:

ARTICLE XIII. Any director of this corporation may be removed at a stockholders' meeting, duly called and held to consider the question of such removal, by the affirmative vote of a majority of all of the outstanding capital stock of the corporation, either in person or by proxy, voting for such removal, and any vacancy caused by such removal shall be filled at the same meeting by a majority vote of the stock represented at such meeting. Any officer may resign by filing a written resignation in the general offices of the corporation. Vacancies caused by death or resignation of any officer or director shall be filled by the Board of Directors until the next annual meeting. A vacancy in any other office shall be filled by the board. A majority vote of the capital stock represented at any stockholders' meeting, either in person or by proxy, shall be required for the transaction of business.

#### IX.

That Article Fifteen was amended so as to read as follows:

ARTICLE XV. The fully paid stock of this corporation shall be non-assessable. This provision, however, shall not prevent the Board of Directors from providing for monthly or annual dues to be paid by each member in consideration of benefits received from such membership, and it shall be the duty of the Board of Directors or stockholders to provide By-Laws regulating the amount of monthly or annual dues as the consideration for the services rendered by the corporation to its members.

#### X.

That Article Sixteen was amended so as to read as follows:

ARTICLE XVI. This corporation shall adopt such form of corporate seal as shall be determined by the Board of Directors.

XI.

That Article Eighteen was amended so as to read as follows:

ARTICLE XVIII. The Board of Directors of this corporation may make By-Laws for the government of the corporation, and such By-Laws may prescribe qualifications of and conditions for admission of members. The Board of Directors may also prescribe monthly or annual dues of members which shall not be considered assessments, but shall be paid for the privileges and benefits of membership in the corporation, and such By-Laws may also provide penalties for infractions of rules provided by the By-Laws for conduct of members, and such penalties may include termination of membership of the offending member. By a majority vote of the members of the corporation present at any regular or special meeting, By-Laws made by the Board of Directors may be repealed or altered or amended.

IN WITNESS WHEREOF we have hereunto signed our names and President and Secretary of said corporation and caused the corporate seal thereof to be hereto affixed this 15th day of March, A.D. 1913.

ARTHUR PARSONS,  
President,

R.L. DORAN,  
Secretary.

(SEAL)

ENDORSED: No. 3268 Amendments to the Articles of Incorporation of "THE UTAH ASSOCIATION OF CREDIT MEN" changing the name to "UTAH ASSOCIATION OF CREDIT MEN" etc. Filed in the Clerk's Office, Salt Lake County, Utah, Mar 18, 1913, L.P. PALMER, County Clerk, By Wm. Groesbeck, Deputy Clerk.



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

I, L.P. PALMER, County Clerk in and for the county of Salt Lake in the State of Utah, do hereby certify that the foregoing is a full true and correct copy of the original amendments to the articles of incorporation of THE UTAH ASSOCIATION OF CREDIT MEN, changing the name to "UTAH ASSOCIATION OF CREDIT MEN" as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 18th day of March, A.D. 1913.

L.P. PALMER, County Clerk,

(SEAL)

By Wm. Groesbeck, Deputy Clerk

ENDORSED: Amendment ~~THE~~ UTAH ASSOCIATION OF CREDIT MEN name chg. to UTAH ASSOCIATION OF CREDIT MEN. Filed and certificate issued this 18th day of Mch. 1913.

DAVID MATTSON,  
Secretary of State,

J.

STATE OF IDAHO,

County of Bonneville

ss.

I HEREBY CERTIFY that the within is a full, true and correct copy of ~~the~~ a certified copy of the Amendment to the Articles of Incorporation of The Utah Association of Credit Men, duly filed in my office on the 31st day of May, A. D. 1913

as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Idaho Falls, Idaho, this

31st

day of

May

1913

By

*Geol. D. Riches*

Deputy

F. W. Jordan,

Clerk and Ex-Officio Recorder