



Department of State.

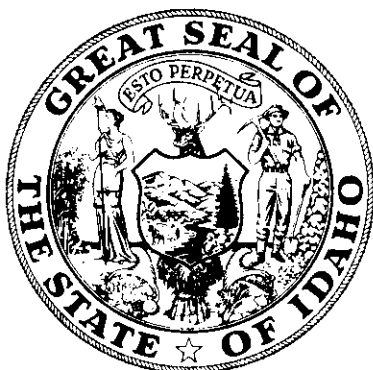
**CERTIFICATE OF AUTHORITY
OF**

FIRST CITY INVESTMENTS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **FIRST CITY INVESTMENTS, INC.** 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 **FIRST CITY INVESTMENTS, INC.** to transact business in this State under the name **FIRST CITY INVESTMENTS, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **July 23**, 19 **80**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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:

1. The name of the corporation is FIRST CITY INVESTMENTS, INC.
SECRETARY OF STATE
2. *The name which it shall use in Idaho is FIRST CITY INVESTMENTS, INC.
3. It is incorporated under the laws of Washington
4. The date of its incorporation is August 7, 1978 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 3201 Bank of California Center, Seattle, WA 98164
6. The address of its proposed registered office in Idaho is 300 North 6th Street, Boise Idaho, and the name of its proposed registered agent in Idaho at that address is CT Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Investment
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Michael Cytrynbaum</u>	<u>President</u>	<u>P.O. Box 11151 - Royal Centre</u> <u>1200 - 1055 W. Georgia St. Vancouve</u> <u>#103, 1601 - 116th Ave. B.C. V6E3</u>
<u>Thomas R. J. Bracken</u>	<u>Vice-President</u>	<u>N.E., Bellevue, WA 98004</u>
<u>David A. Alderdice</u>	<u>Sec./Treas.</u>	<u>P.O. Box 11151 - Royal Centre</u> <u>1200 - 1055 W. Georgia St. Vancouve</u> <u>3201 Bank of California B.C V6E</u>
<u>Raymond C. Swanson</u>	<u>Asst. Sec.</u>	<u>Seattle, WA 98164 3S6</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>500</u>	<u>Common</u>	<u>\$1.00 par value</u>
<u>99,500</u>	<u>Preferred</u>	<u>\$1.00 par value</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
500	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 July 8, 1980.

FIRST CITY INVESTMENTS, INC.

By Michael Cytrynbaum

Its President

and Raymond C. Swanson

Its Assistant Secretary

STATE OF Washington)

)ss:

COUNTY OF King)

I, BARBARA L. VAN VORST, a notary public, do hereby certify that on this 8th day of July, 19 80, personally appeared before me RAYMOND C. SWANSON, who being by me first duly sworn, declared that he is the Assistant Secretary of First City Investments, Inc.

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

Barbara L. Van Vorst

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.

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE
BRUCE K. CHAPMAN
CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

SF-79

RECORDED
JUN 23 1964
OFFICIAL CERTIFICATION OF THIS DOCUMENT, AS PREPARED
BY THE OFFICE OF THE SECRETARY OF STATE, APPEARS ON
THE BACK OF THE LAST PAGE
SECRETARY OF
STATE



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that

ARTICLES OF INCORPORATION

of FIRST CITY INVESTMENTS, INC.
a domestic corporation of Seattle, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain
on file in this office.

Filed at request of
Ryan, Swanson, Hendel & Cleveland
3201 The Bank of California Center
Seattle, WA 98164

Filing and recording fee \$

License to June 30, 19 \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. **1440**

Page **352-358**

In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capital,
August 7, 1978

BRUCE K. CHAPMAN
SECRETARY OF STATE

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FILED

AUG 7 1978

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF INCORPORATION

OF

FIRST CITY INVESTMENTS, INC.

WILLIAM A. BECKER, being over the age of 18 years, and for the purpose of forming a corporation under the Washington Business Corporation Act hereby certifies and adopts in duplicate the following Articles of Incorporation:

ARTICLE I.

Name and Period of Duration

The name of this corporation shall be "FIRST CITY INVESTMENTS, INC." and its existence shall be perpetual.

ARTICLE II.

Purpose

The purpose and objects of this corporation are as follows:

First: To engage in the business of investments and any other business, and to do any and all things necessary, suitable, convenient and proper for, or in connection with, or incidental to, the accomplishment of any object or purpose designed directly or indirectly to promote the interests of the corporation or enhance the value of any of its assets; in general to carry on and undertake any lawful business, either within or without the United States of America, which may from time to time appear to the directors of the corporation capable of being carried on conveniently in connection with such objects and purposes.

Second: To have and exercise all the powers now or hereafter conferred by the laws of the State of Washington upon corporations.

ARTICLE III.

Registered Office and Agent

The location and post office address of the initial registered office of the corporation in this State shall be 3201 Bank of California Center, Seattle, WA 98164, and the initial registered agent of the corporation shall be WILLIAM A. BECKER.

ARTICLE IV.

Capital Stock

The total number of shares of stock authorized and which may be issued by this corporation is 100,000 shares, 500 shares of common stock with a par value of One Dollar (\$1.00) per share and 99,500 shares of redeemable 7% non-cumulative preferred stock with a par value of One Dollar (\$1.00) per share.

All of such stock may be issued from time to time for such consideration in property, labor, services, money or profits of any kind as shall be fixed by the Board of Directors, and each share when issued shall be fully paid and forever nonassessable.

The holders of shares of the corporation shall have no preemptive rights to subscribe or purchase from the corporation any shares authorized but unissued, or any newly authorized shares.

ARTICLE V.

Paid-In Capital

The amount of paid-in capital with which the corporation shall begin business shall be Five Hundred Dollars (\$500.00).

ARTICLE VI.

Officers and Directors

The number of directors of the corporation shall be fixed as provided by the by-laws and may be changed from time to time by amending the by-laws as therein provided.

No contract or other transaction between the corporation and any other corporation and no acts of the corporation shall be in any way affected or invalidated by the fact that any of the directors or officers of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

Any contract, transaction or act of the corporation or of the directors or any committee which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meeting or at any special meeting called for such purpose, shall, insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation.

The corporation agrees to indemnify and save harmless any and all officers or directors of the corporation against any and all liabilities, judgments, sums of money and expenses (including herein any and all amount or amounts paid in settlement) reasonably incurred by them or any of them in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether in law, equity, or otherwise, to which they or any of them may be a party, or may be threatened by reason of being or having been an officer or director of the corporation, or by reason of serving or having served at the request of the corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The corporation agrees to make such indemnification for all such expenses incurred regardless of the results of the action, suit or proceeding.

The name and post office address of the first director of the corporation who shall hold office until the first annual meeting of shareholders or until his successor shall have been elected is as follows:

Michael Cytrynbaum 3201 Bank of California
Center
Seattle, WA 98164

ARTICLE VII.

Incorporator

The name and post office address of the incorporator is WILLIAM A. BECKER, 3201 Bank of California Center, Seattle, WA. 98164.

ARTICLE VIII.

Stockholders' Meeting

The annual meeting of stockholders of this corporation shall be fixed by the by-laws and may be changed from time to time by amending the by-laws as therein provided.

ARTICLE IX.

By-Laws

The authority to make, alter and repeal the By-laws of the corporation is hereby expressly vested in its Board of Directors, subject to the power of the stockholders of the corporation to change or repeal such By-laws.

IN WITNESS WHEREOF, the incorporator has hereunto set
his hand on the 1st day of August, 1978.



WILLIAM A. BECKER

RECEIVED

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CONSENT TO USE OF CORPORATE NAME

SECRETARY OF
STATE

We, the undersigned, hereby certify:

That, in our opinion, the name: FIRST CITY INVESTMENTS, INC. is not deceptively similar to the name of our corporation;

That FIRST CITY INVESTMENTS OF IDAHO (WESTPARK), INC. hereby consents to the use of FIRST CITY INVESTMENTS, INC. as a corporate name in the state of Idaho.

IN WITNESS WHEREOF, we have set our hands this 15 day of July, 1980.

FIRST CITY INVESTMENTS OF IDAHO
(WESTPARK), INC.

By Michael Cytrynbaum, President

Attest Raymond C. Swanson
Raymond C. Swanson, Assistant
Secretary