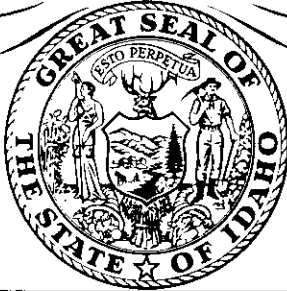


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

GUARANTY TITLE & TRUST COMPANY

was filed in the office of the Secretary of State on the **Sixteenth** day of **October,** A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

St. Anthony

in the County of

Fremont

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **16th** day of **October**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
GUARANTY TITLE & TRUST COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States of legal age, have this day voluntarily associated ourselves together for the purpose of forming a general business corporation under the laws of the State of Idaho, and

WE HEREBY CERTIFY:

FIRST

That the name of this corporation is

"GUARANTY TITLE & TRUST COMPANY".

SECOND

That the nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz:

(a) To examine, certify, guarantee and insure title to real and personal property; to make abstracts of public records, documents, files, books, charts, maps, indexes and the like; and to do and perform all other acts which pertain to the transaction of the business of examining, certifying, guaranteeing and insuring title to real and personal property, and making, continuing, certifying and selling abstracts of title to real and personal property, in Fremont County, Idaho, and in any other county in the State of Idaho, or elsewhere.

(b) To act as trustee in trust deeds and otherwise

under the laws of the State of Idaho and other states; to act as receiver, administrator, or executor, or guardian, and in general to do all things that a trustee would or could do, having the powers granted to it by the laws of the State of Idaho and other states.

(c) To conduct a credit bureau and an escrow department.

(d) To make audits of accounts for and of individuals, proprietors, sole partnerships, corporations and governmental units and municipalities; the investigations of fiduciaries and stewardships; the compilation of commercial and industrial data and statistics, balance sheets, income, operating, profit and loss, and statement of affairs; the designing of accounting systems, methods and forms; devising the proper procedure, modus operandi and organizations of business of all kinds; in giving counsel and advice relative to and preparing the necessary forms for federal and state income taxes, and other taxes; and all such work and services as may be considered within the scope of public accountants.

(e) To engage in any business pursuit, or endeavor, or engage in any activity of whatever kind and nature which may be of a benefit to the shareholders of this corporation.

(f) To do all and everything necessary, suitable and proper for and incident to the powers enumerated above and for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of, or connected with the aforesaid business or powers, or any

part or parts thereof, and to comply with the provisions of the individual state laws in which it does business, and to comply with any and all other applicable laws and regulations appertaining thereto.

IN FURTHERANCE AND NOT IN LIMITATION Of the general powers conferred by the laws of the State of Idaho, especially the laws pertaining to this type of a corporation, and of the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

(a) To make, enter into and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, county, state, or the federal government.

(b) To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of real and personal property of every kind and nature and wherever situate.

(c) To have one or more offices to conduct its business and promote its objects within and without the State of Idaho, in other states and territories of the United States, or other countries; subject, however, to the laws and limitations of such state, territory or country.

THIRD

That the existence of this corporation is to be perpetual after the time of its incorporation unless sooner dissolved or disincorporated pursuant to law.

FOURTH

That the principal place of business and the registered office of this corporation in this state shall be in St. Anthony, Fremont County, State of Idaho.

FIFTH

(a) That the amount of the capital stock of this corporation shall be \$25,000.00, divided into 250 shares of common stock of the par value of \$100.00 per share; all of said stock to be held, sold, and paid for at such time and in such manner as provided for in these Articles, and in the By-Laws of this corporation, and as the Board of Directors may from time to time determine. All capital stock, when fully paid, shall be non-assessable.

(b) Before any stockholder shall sell or transfer any of his shares, he shall first offer to sell the same to the corporation at book value according to the last annual audit, or at the price for which the stockholder has a bona fide offer of purchase, whichever is higher, and in the event the corporation does not purchase said stock, he shall then offer such stock for sale to the remaining stockholders, or any of them; it being the intention hereof to give the corporation first preference, and the remaining stockholders, or any of them, second preference, in the purchase of the same, and any attempted sale or transfer in violation of this provision shall be null and void; provided, however, that no restriction upon the transfer of stock herein provided shall apply to any gift of such stock to a member of the immediate family of the stockholder, or the transfer thereof to a corporation in which the stockholder has not less than a fifty per cent interest; and provided further that in the event of the death of a stockholder, such restriction shall not apply to the transfer of such stock under the terms of the will of any stockholder or under the laws of descent and distribution. This provision shall be binding upon the heirs, administrators and executors of any

deceased stockholder. A stockholder desiring to sell his stock shall file notice in writing of his intention with the Secretary of the corporation, stating the terms of sale; and unless his terms are accepted by the corporation within thirty days, then the stock shall be offered for sale to the remaining stockholders; and unless his terms are accepted by the said remaining stockholders, or any one or more of them, within thirty days thereafter, the corporation and said stockholders shall be deemed to have waived their privilege of purchasing, and he shall be at liberty to sell his stock to anyone else by complying with the other provisions of these Articles, the By-Laws, and the laws in such cases made and provided.

SIXTH

That the amount of the capital stock which has been actually subscribed and paid for is the sum of three shares of common stock for the sum of \$300.00, and following are the names and addresses of the persons and number of shares by whom the same have been subscribed, and the amount paid thereon, to-wit:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount Paid</u>
Harry J. Lewies	St. Anthony, Idaho	1	\$100.00
Lillian L. Lewies	St. Anthony, Idaho	1	\$100.00
Fred Lewies	St. Anthony, Idaho	1	\$100.00

SEVENTH

That the Board of Directors, subject to the laws of the State of Idaho, shall have the power to repeal and amend the By-Laws and adopt new By-Laws for this corporation. This power may be revoked by a two-thirds majority of the allotted shares of this corporation at any regular meeting of the shareholders or at any meeting specially called for that purpose. By-Laws made

by the directors under power so conferred may be altered or repealed either by a two-thirds vote of the Board of Directors or by vote of two-thirds of the allotted shares. The Board of Directors shall not make or alter any by-law fixing their qualifications, classification, term of office, or compensation.

Whenever any amendment or any by-law is adopted, it shall be recorded in the Book of By-Laws immediately after them, and shall not take effect until so recorded.

EIGHTH

That the management of this corporation shall be vested in a Board of not less than three nor more than fifteen Directors, as may be fixed by the By-Laws. The Directors shall be elected at the annual meeting of the shareholders to be held at the general office of this corporation in said St. Anthony, Fremont County, Idaho, on a day and at the time to be specified in the By-Laws; and until the first election of Directors to be held within three months of the filing of these Articles, the Directors of this corporation shall be: Harry J. Lewies, President; Fred Lewies, Vice-President, and Lillian L. Lewies, Secretary-Treasurer.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 16th day of October, 1959.

Harry J. Lewies
Fred Lewies

STATE OF IDAHO,)
COUNTY OF Madison.) SS.

On this 16th day of October, 1959, before me, the undersigned, a Notary Public in and for said State, personally appeared HARRY J. LEWIES, FRED LEWIES, and LILLIAN L. LEWIES,

known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

Ray W. Reilly
Notary Public for Idaho
Residing at

My commission expires:

1-26-63