

State of Idaho



Department of State.

I, FRED E. LUKENS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State, do hereby certify that the

PACIFIC FINANCE CORPORATION

a corporation duly organized and existing under the laws of the State of California has fully complied with Section 10 of Article XI of the Constitution, and with Sections 4772 and 4773 of the Idaho Compiled Statutes, by filing in this office on the 6th day of October, 1922, a properly authenticated copy of its articles of incorporation, and on the 6th day of October, 1922, a certificate of appointment of

EUGENE COX residing at Lewiston in the County of Nez Perce, State of Idaho, as agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho relating to corporations not created under the laws of this State, as contained in Chapter 187 of the Idaho Compiled Statutes, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 sixth day of October, in the year of our Lord one thousand nine hundred and twenty-eight, and of the Independence of the United States of America the One Hundred and Fifty-third.

Secretary of State.

Frank C. Jordan, Secretary of State

Frank H. Cory, Deputy
Charles J. Hagerty, Deputy
Robert V. Jordan, Deputy.

STATE OF CALIFORNIA
DEPARTMENT OF STATE

I, FRANK C. JORDAN, Secretary of State of the State of California, do hereby certify that I have carefully compared the transcript, to which this certificate is attached, with the record on file in my office of which it purports to be a copy, and that the same is a full, true and correct copy thereof. I further certify that this authentication is in due form and by the proper officer.

IN WITNESS WHEREOF, I have hereunto set my hand and have caused the Great Seal of the State of California to be affixed hereto this 25th day of September A.D. 1928.

Frank C. Jordan,

Secretary of State

By Frank H. Cory,

Deputy.

(The Great Seal of the
State of California.)

ARTICLES OF INCORPORATION

OF

PACIFIC FINANCE CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, a majority of whom are citizens and residents of the State of California, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California, and we hereby certify:

FIRST

That the name of the said corporation shall be "PACIFIC FINANCE CORPORATION."

SECOND

That the purposes for which it is formed are:

(1st) To own, buy, or otherwise acquire, hold, manage, subdivide, convey, lease, sell, mortgage, hypothecate, bond, dispose of and deal in real property within the State of California or elsewhere, for any of the purposes set forth herein, or in any way related thereto;

(2nd). To own, buy, or otherwise acquire, hold, manage, convey, lease, sell, mortgage, hypothecate, bond, dispose of and deal in personal property within the State of California or elsewhere, including franchises, for any of the purposes set forth herein or in any way related thereto;

(3rd). To issue bonds secured by mortgage or otherwise, upon any of its property or properties, or to execute deeds of trust conveying its property or any part thereof to a Trustee or Trustees, and to transact such other business in and about the premises as the Board of Directors of this corporation shall deem necessary or proper for any or all of the purposes set forth in these Articles of Incorporation;

(4th). To purchase, own, hold, sell, mortgage, lease, rent, assign, transfer and hypothecate real and personal property, bonds, choses in action, capital stock of other corporations and all classes of evidence of indebtedness.

THIRD

That the place where the principal business of said Corporation is to be transacted is in the City of Los Angeles, in the County of Los Angeles, State of California.

FOURTH

That the term for which said corporation is to exist is fifty (50) years from and after the date of its incorporation.

FIFTH

That the number of Directors of said corporation shall be fifteen(15), and that the names and residences of those appointed for the first year and to serve until a Board of Directors is selected by the stockholders, are:

<u>NAMES</u>	<u>WHOSE RESIDENCE IS:</u>
S. F. McGlunz	Los Angeles, Cal.
R.S. Hoagland	Los Angeles, Cal.
Douglas E.C.Moore	Los Angeles, Cal.
E. J. Winings	Los Angeles, Cal.
Blake Franklin	Glendale, Cal.
W.C.Green	Los Angeles, Cal.
E.C.Potter	Los Angeles, Cal.
J.W. Shaffer	Pasadena, Cal.
E. L. Lawrence	Glendale, Cal.
E. W. Fuller	Los Angeles, Cal.
B. L. Fredenbur	Los Angeles, Cal.
B. McClure	Los Angeles, Cal.
B.A.N. Grant	So. Pasadena, Cal.

A. S. Nickerson

Los Angeles, Cal.

M. W. McLeod

Los Angeles, Cal.

SIXTH

That the amount of the capital stock of the corporation is Four Million Dollars (\$4,000,000) divided into Forty Thousand (40,000) shares of the par value of One Hundred Dollars (\$100) each; of such total capital stock Twenty-Thousand (20,000) shares amounting to Two Million Dollars (\$2,000,000) par value are and shall be Preferred stock, and Twenty Thousand (20,000) shares amounting to Two Million Dollars (\$2,000,000) par value are and shall be Common stock;

That the holders of the Preferred stock shall be entitled to receive, when and as declared from the surplus or net profits of the corporation, yearly dividends at the rate of and limited to eight per centum (8%) per annum. The dividends on the Preferred stock shall be cumulative, and shall be payable before any dividends on the Common stock shall be paid or set apart, so that if in any year dividends amounting to eight per centum (8%) shall not have been paid thereon, the deficiency shall be payable before any dividends shall be paid upon or set apart for the Common stock. Whenever all cumulative dividends on the Preferred stock, for all previous years shall have been paid, the Board of Directors may declare dividends on the Common stock payable out of any remaining surplus or net profits;

That in the event of any liquidation, dissolution or winding up, whether voluntary or involuntary, of the corporation, the holders of the Preferred stock shall share equally and be entitled to be paid in full, both the par amount of their shares and the unpaid accrued dividends thereon, before any amount shall be paid to the holders of the Common stock, and after the payment to the holders of the Preferred stock, of its par value, and all of the unpaid or accrued dividends thereon, the remaining assets and funds shall be divided and paid to the holders of the Common stock equally and pro-rata according to their respective shares.

SEVENTH

That the amount of said capital stock which has been actually subscribed is Fifteen Hundred Dollars (\$1,500), consisting of fifteen (15) shares of said Preferred stock of the par value of One Hundred Dollars (\$100) each, and the following are the names of the persons by whom the same has been subscribed, to-wit:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT</u>
S. F. McClung	1	\$100.00
R.S.Hogland	1	\$100.00
Douglas E.C.Moore	1	\$100.00
E.J.Winings	1	\$100.00
Blake Franklin	1	\$100.00
W. C. Green	1	\$100.00
E. C. Potter	1	\$100.00
J. W. Shaffer	1	\$100.00
E. W. Fuller	1	\$100.00
B. L. Fredenbur	1	\$100.00
B. McClure	1	\$100.00
B.A.M.Grant	1	\$100.00
A. S. Nickerson	1	\$100.00
M. W. McLeod	1	\$100.00

IN WITNESS WHEREOF, we have hereunto set our hands and seals this Eighth day of January, 1920.

S. F. McClung	(SEAL)
R. S. Hogland	(SEAL)
Douglas E.C.Moore	(SEAL)
E. J. Winings	(SEAL)
Blake Franklin	(SEAL)
W. C. Green	(SEAL)
E.C.Potter	(SEAL)
J. W. SHAFFER	(SEAL)
E. L. Lawrence	(SEAL)
E. W. Fuller	(SEAL)
B. L. Fredenbur	(SEAL)
B. McClure	(SEAL)
B. A.N. Grant	(SEAL)
A.S.Nickerson	(SEAL)
M. W. McLeod	(SEAL)

STATE OF CALIFORNIA)
)SS
COUNTY OF LOS ANGELES)

On this Eighth day of January, in the year of our Lord One Thousand Nine Hundred Twenty, before me, Rose C. Miller, a Notary Public in and for the said County of Los Angeles, State of California, residing therein, duly commissioned and sworn, personally appeared S.F.McClung, R. S. Hoagland, Douglas E.C. Moore, E.J.Winings, Blake Franklin, W.C.Green, E.C. Potter, J. W. Shaffer, E.L.Lawrence, E.W.Fuller, B.L.Fredenbur, B. McClure, B.A.N.Grant, A.S.Nickerson and M.W.McLeod, known to me to be the persons whose names are subscribed to the within instrument, and they acknowledged to me that they executed the same.

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

ROSE C. MILLER
Notary Public in and for Los Angeles
County, State of California.

(NOTARIAL SEAL)

STATE OF CALIFORNIA)
)ss
COUNTY OF LOS ANGELES)

No. 22047

L. E. Lampton, County Clerk and ex-officio Clerk of the Superior Court, do hereby certify the foregoing to be a full, true and correct copy of the original Articles of Incorporation of PACIFIC FINANCE CORPORATION on file in my office, and that I have carefully compared the same with the original.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Superior Court this 8 day of Jany 1920.

L.E.Lampton, Clerk

By C.C.Crippen,
Deputy Clerk.

(SEAL)

ENDORSED.

ARTICLES OF INCORPORATION OF PACIFIC FINANCE CORPORATION

Filed Jan 8 - 1920, L.E.Lampton County Clerk by C.C.Crippen Deputy.

ENDORSED FILED in the office of the Secretary of State of the State of California, Jan. 14 - 1920 FRANK C. JORDAN, Secretary of State, by Frank H. Cory, Deputy.
Recorded in Book 378 at Page 431.

Frank C. Jordan, Secretary of State

Frank H. Cory, Deputy
Charles J. Hagerty, Deputy
Robert V. Jordan, Deputy.

STATE OF CALIFORNIA

DEPARTMENT OF STATE

I, FRANK C. JORDAN, Secretary of State of the State of California, do hereby certify that I have carefully compared the transcript, to which this certificate is attached, with the record on file in my office of which it purports to be a copy, and that the same is a full, true and correct copy thereof. I further certify that this authentication is in due form and by the proper officer.

IN WITNESS WHEREOF, I have hereunto set my hand and have caused the Great Seal of the State of California to be affixed hereto this 20th day of August, A.D. 1923.

Frank C. Jordan

Secretary of State

By Frank H. Cory, Deputy.

(The Great Seal of the
State of California).

CERTIFICATE OF INCREASE OF CAPITAL STOCK
OF
PACIFIC FINANCE CORPORATION

WE, the undersigned, Lee A. Phillips, President, and Preston Hotchkis, Secretary of PACIFIC FINANCE CORPORATION, a corporation organized and existing under the laws of the State of California, and Lee A. Phillips, O. Ray Rule, W. P. Jeffries, Arthur C. Parsons, Howard S. Dudley, Geo. I. Cochran, John B. Miller and Reese Llewellyn, comprising a majority of the Board of Directors of said corporation, do hereby certify that the following is a full, true and correct report of the proceedings had by said corporation regarding the matter of increasing its capital stock.

That upon Tuesday, the 17th day of July, 1928, a Regular Meeting of the Board of Directors of said corporation, regularly called and noticed, was held, at which a majority of said Board was present and acting.

That at said meeting the following resolution was unanimously adopted, to-wit:

"RESOLVED, that the capital stock of this company be and it is hereby increased from Eleven Million Dollars (\$11,000,000) divided into Two Hundred Forty Thousand (240,000) shares of Preferred stock of the par value of Twenty-five Dollars (\$25) each and Two Hundred Thousand (200,000) shares of common stock of the par value of Twenty-five Dollars (\$25) each, to Twelve Million Dollars (\$12,000,000) divided into Two Hundred Eighty Thousand (280,000) shares of Preferred stock of the par value of Twenty-five Dollars (\$25) each and Two Hundred Thousand (200,000) shares of common stock of the par value of Twenty-five Dollars (\$25) each."

That at said meeting the following resolution was unanimously adopted, likewise, to-wit:

"RESOLVED, that the President or Executive Vice President and Secretary, or an Assistant Secretary, be, and they are hereby authorized to take such steps and to make such publication and give such notices as are required by law to call a Special Meeting of the stockholders to be held on Monday, July 30, 1928, at 11:30 A.M. of said day, at the Executive Office of the Company, in Room #1122 Pacific Finance Building, #621 South

Hope Street, Los Angeles, California, for the purpose of considering and voting upon and deciding upon the proposition of increasing the capital stock of the company from Eleven Million Dollars (\$11,000,000) divided into Two Hundred Forty Thousand (240,000) shares of Preferred stock of the par value of Twenty-five Dollars (\$25) each and Two Hundred Thousand (200,000) shares of Common stock of the par value of Twenty-five Dollars (\$25) each, to Twelve Million Dollars (\$12,000,000) divided into Two Hundred Eighty Thousand (280,000) shares of Preferred stock of the par value of Twenty-five Dollars (\$25) each and Two Hundred Thousand (200,000) shares of Common stock of the par value of Twenty-five Dollars (\$25) each, and to amend the Articles of Incorporation accordingly; publication to be made in the Los Angeles Daily Journal."

That the By-Laws of said corporation do not prescribe the paper in which notice of meeting of directors or stockholders is to be published.

That in accordance with said resolution, notices of said stockholders meeting was published in the Los Angeles Daily Journal, a newspaper published in the County of Los Angeles, which is the County where the principal place of business of said corporation is located. That said notice was published daily for at least ten days prior to the time set for such meeting, to-wit: On July 18th, 19th, 20th, 21st, 23rd, 24th, 25th, 26th, 27th, 28th and 30th, all in 1928.

That a similar notice was mailed by the Secretary of said corporation, to each of the stockholders of said corporation whose names appear on the books of said corporation as sufficiently addressed or identified, at his place of residence, if known, and if not known, then at the place in which the principal place of business of the corporation is situated, to-wit: Los Angeles, California, at least ten(10) days before the date appointed for such meeting, to-wit: upon the 18th day of July, 1928.

That said stockholders meeting was duly and regularly called in the manner required by the By-Laws of said corporation.

That the notice so published and mailed was in the following words and figures, to-wit:

* NOTICE OF SPECIAL MEETING OF THE STOCKHOLDERS

OF

PACIFIC FINANCE CORPORATION

Notice is hereby given that, pursuant to a resolution and order of the Board of Directors of Pacific Finance Corporation, a corporation organized and existing under the laws of the State of California, unanimously adopted at a meeting of said Board duly and regularly held on the 17th day of July, 1928, a special meeting of the stockholders of said corporation is hereby called and will be held at the office of said corporation, in Room 1122 Pacific Finance Building, 621 South Hope Street, Los Angeles, California, (said place of meeting being at the principal place of business of said corporation, and at the building and in the room where the Board of Directors usually meet), upon Monday, the 30th day of July, 1928, at the hour of 11:30 A.M. of said day.

The object of said meeting is to consider and vote upon and decide upon the proposition of increasing the capital stock of said corporation from eleven million dollars (\$11,000,000) divided into two hundred forty thousand (240,000) shares of preferred stock of the par value of Twenty-five Dollars (\$25) each and two hundred thousand (200,000) shares of common stock of the par value of Twenty-five Dollars (\$25) each to twelve million dollars (\$12,000,000) divided into two hundred eighty thousand (280,000) shares of the preferred stock of the par value of Twenty-five Dollars (\$25) each and two hundred thousand (200,000) shares of common stock of the par value of Twenty-five Dollars (\$25) each, and to amend the Articles of Incorporation accordingly.

Dated July 17, 1928.

LEE A. PHILLIPS

President

PRESTON HOTCHKIS

Secretary*

Date of first publication July 18, 1928.

That room #1122 Pacific Finance Building, 621 South Hope Street, Los Angeles, California, is the principal place of business of said corporation and the building and room where the Board of Directors usually meet.

That in accordance with said resolution and notice, a meeting of the stockholders was held upon Monday, the 30th day of July, 1928, at the hour of 11:30 o'clock A.M. at room 1122 Pacific Finance Building, 621 South Hope Street, Los Angeles, California.

That at the time of said meeting, the entire capital stock of said corporation was Eleven Million Dollars (\$11,000,000) divided into Four Hundred Forty Thousand (440,000) shares, Two Hundred Forty Thousand (240,000) shares of which was Preferred stock of the par value of Twenty-

five Dollars (\$25) each and Two Hundred Thousand (200,000) shares of which was Common stock of the par value of Twenty-five Dollars (\$25) each. That at the time of said meeting, the subscribed or issued capital stock was, is now, and at all times herein mentioned has been Four Hundred Thousand (400,000) shares, Two Hundred Forty Thousand (240,000) shares of which was Preferred stock, and One Hundred Sixty Thousand (160,000) shares of which was Common stock. That there were represented at said meeting Three Hundred Forty-eight Thousand Four Hundred Thirty-two (348,432) shares of the subscribed or issued capital stock of said corporation, Two Hundred Eleven Thousand Four Hundred Twenty (211,420) shares of which was Preferred stock, and One Hundred Thirty-seven Thousand Twelve (137,012) shares of which was Common stock.

That the following resolution was at said meeting unanimously adopted by the vote of Three Hundred Forty-eight Thousand Four Hundred Thirty-two (348,432) shares of the subscribed or issued capital stock present as aforesaid, there being no vote in the negative.

"RESOLVED, by the stockholders of PACIFIC FINANCE CORPORATION, representing more than two-thirds of all of the subscribed or issued capital stock of said corporation, both Preferred and Common, in meeting duly assembled and called by the Board of Directors of said corporation, that the following resolution heretofore adopted by the Board of Directors of Pacific Finance Corporation, at a Regular Meeting thereof duly called and held on July 17, 1928, and which is in words and figures as follows, to-wit:

RESOLVED, that the capital stock of this company be and it is hereby increased from Eleven Million Dollars (\$11,000,000) divided into Two Hundred Forty Thousand (240,000) shares of Preferred stock of the par value of Twenty-five Dollars (\$25) each and Two Hundred Thousand (200,000) shares of the Common stock of the par value of Twenty-five Dollars (\$25) each, to Twelve Million Dollars (\$12,000,000) divided into Two Hundred Eighty Thousand (280,000) shares of Preferred stock of the par value of Twenty-five Dollars (\$25) each and Two Hundred Thousand (200,000) shares of Common stock of the par value of Twenty-five Dollars (\$25) each."

be and the same is hereby ratified and approved, by the stockholders of this corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed
the corporate seal this 7th day of August, 1928.

LEE A. PHILLIPS

President of Pacific Finance
Corporation.

(Corporate Seal)

PRESTON HOTCHKIS

Secretary of Pacific Finance
Corporation.

LEE A. PHILLIPS

O. REY RULÉ

W. P. JEFFRIES

ARTHUR C. PARSONS

HOWARD S. DUDLEY

GEO. I. COCHRAN

JOHN B. MILLER

REESE LLEWELLYN

Being and constituting a majority of
the Board of Directors of Pacific Finance
Corporation.

STATE OF CALIFORNIA)
)SS
COUNTY OF LOS ANGELES)

LEE A. PHILLIPS and PRESTON HOTCHKIS, being first duly sworn,
depose and say:

That they are now, and for over four months last past they have
been, respectively, the President and the Secretary of Pacific Finance
Corporation, the corporation mentioned in the foregoing certificate.

That they have read the foregoing certificate and the same is true
of their own knowledge.

LEE A. PHILLIPS

PRESTON HOTCHKIS

Subscribed and sworn to before me,
this 7th day of August, 1928.

LUCILLE V. WILKING

Notary Public in and for the County
of Los Angeles, State of California.

ENDORSED.

CERTIFICATE OF INCREASE OF CAPITAL STOCK OF PACIFIC FINANCE
CORPORATION.

ENDORSED - FILED in the office of the Secretary of State of
the State of California Aug. 11, 1928 FRANK C. JORDAN,
Secretary of State, by Robert W. Jordan, Deputy.