



Department of State.

**CERTIFICATE OF AUTHORITY
OF
INDUSTRY CAPITAL, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of INDUSTRY CAPITAL, INC.

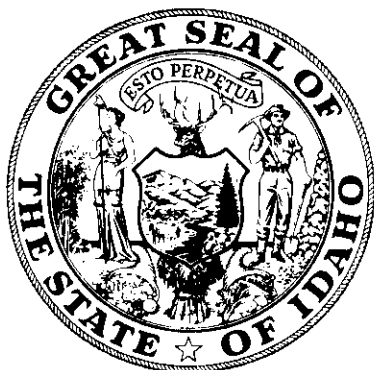
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to INDUSTRY CAPITAL, INC.

to transact business in this State under the name INDUSTRY CAPITAL, INC.

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated May 27, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Mervin E. Artisch

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 Industry Capital, Inc.
2. *The name which it shall use in Idaho is Industry Capital, Inc.
3. It is incorporated under the laws of Minnesota
4. The date of its incorporation is January 5, 1962 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 444 Lafayette Road, St. Paul, Minnesota 55101
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Secured Commercial Financing
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>H. G. McNeely, Jr.</u>	<u>President</u>	<u>444 Lafayette Road</u> <u>St. Paul, Minnesota 55101</u>
<u>J. Fred McCandless</u>	<u>Vice President</u>	<u>444 Lafayette Road</u> <u>St. Paul, Minnesota 55101</u>
<u>R. S. Johnsen</u>	<u>Secretary</u>	<u>444 Lafayette Road</u> <u>St. Paul, Minnesota 55101</u>
<u>C. A. Cover</u>	<u>Treasurer</u>	<u>444 Lafayette Road</u> <u>St. Paul, Minnesota 55101</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>5000</u>	<u>Common</u>	<u>NPV</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
2800	Common	NPV

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 May 21, 19 80.

Industry Capital, Inc.

By

H. G. McNeely, Jr.

Its President

and

R. S. Johnsen

Its Secretary

STATE OF Minnesota)
COUNTY OF Ramsey) ss:

I, Dawn C. Wille, a notary public, do hereby certify that on this 21st day of May, 19 80, personally appeared before me H. G. McNeely, Jr., who being by me first duly sworn, declared that he is the President of Industry Capital, Inc.

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

DAWN C. WILLE
NOTARY PUBLIC - MINNESOTA
DAKOTA COUNTY

My Commission Expires July 7, 1982

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.

ARTICLES OF INCORPORATION

of

INDUSTRY CAPITAL, INC.

We, the undersigned, desiring to form a corporation under and pursuant to the provisions of Chapter 301, Minnesota Statutes 1955, known as the Minnesota Business Corporation Act, and Laws amendatory thereof and supplementary thereto, do hereby make, subscribe and acknowledge these Articles of Incorporation for that purpose as follows:

ARTICLE I

The name of this corporation shall be Industry Capital, Inc.

ARTICLE II

The nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted or carried on by it, are as follows, to-wit:

(a) To buy, sell, lease and otherwise acquire or dispose of, pledge, mortgage and generally deal and trade in property of every kind, and description, including real estate, personal property, chattels, stocks, bonds, mortgages, notes or other evidences of indebtedness, installment contracts, accounts and receivables of all kinds, of individuals, firms, co-partnerships, associations or corporations.

(b) To borrow or raise money without limit as to amount, for any of the purposes of this corporation, and from time to time to draw, make, endorse, execute, and issue promissory notes, drafts, bonds, and other negotiable or non-negotiable evidences of indebtedness, and secure the payments thereof by mortgages upon or pledge or conveyance or assignment in trust of the whole or any part of the property of this corporation, real or personal, and to have and exercise all the powers conferred by the Laws of Minnesota upon corporations formed under the Act pursuant to and under which this corporation is formed.

ARTICLE III

The period of duration of this corporation shall be perpetual.

ARTICLE IV

The location and post office address of the registered office of this corporation in Minnesota is 424 East Eighth Street, St. Paul 1, Minnesota.

ARTICLE V

The total authorized number of shares which the corporation shall have authority to issue is Five Thousand (5000) Common Shares with no nominal or par value. Shareholders shall not have any pre-emptive rights to subscribe for any shares of the corporation. The board of directors shall have authority to accept and reject subscriptions for and to allot shares.

ARTICLE VI

The amount of stated capital with which this corporation shall begin business shall be One Thousand (\$1,000.00) Dollars.

ARTICLE VII

The names, principal office addresses and terms of office of the first directors are as follows:

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E. H. Anderson	St. Paul, Minnesota	Term of Office One Year
R. F. Strong	St. Paul, Minnesota	Term of Office One Year
Robert S. Johnsen	St. Paul, Minnesota	Term of Office One Year

ARTICLE VIII

The name and post office address of each of the incorporators is as follows:

E. H. Anderson, St. Paul, Minnesota
 R. F. Strong, St. Paul, Minnesota
 Robert S. Johnsen, St. Paul, Minnesota

ARTICLE IX

The Board of Directors may from time to time by vote of a majority of its members, make, alter, amend or rescind all or any of the bylaws of this corporation, subject to the power of the shareholders to change or repeal such bylaws.

ARTICLE X

The holders of a majority of the outstanding shares shall have power to authorize the Board of Directors to sell, lease, exchange or otherwise dispose of all or substantially all of the property and assets of this corporation including its good will, upon such terms and conditions and for such consideration, which may be money, shares, bonds, or other instruments for the payment of money, or other property as the Board of Directors deems expedient; to amend the Articles of Incorporation of this corporation; and adopt or reject an agreement of consolidation or merger.

In Witness Whereof, We have hereunto set our hands this 4th day of January, 1919.

E. H. Anderson
 E. H. Anderson

R. F. Strong
 R. F. Strong

Robert S. Johnsen
 Robert S. Johnsen

STATE OF MINNESOTA)
 COUNTY RAMSEY (ss

On this 4th day of January, 1919, before me a notary public within and for said County personally appeared E. H. Anderson, R. F. Strong and Robert S. Johnsen, to me known to be the persons named as incorporators and who executed the foregoing Articles of Incorporation, and each acknowledged that he executed the same as his free act and deed for the uses and purposes therein expressed.

STATE OF MINNESOTA
 DEPARTMENT OF COMMERCE
 DIVISION OF CORPORATIONS
 RECEIVED
 JAN 10 1919
 SECRETARY OF STATE

APPROVED & FORWARDED
 R. HANCOCK ALTMAN,
 Notary Public, Ramsey County, Minn.
 My Comm. Expires Oct. 25, 1920