

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

FINANCIAL SERVICES CORPORATION

was filed in the office of the Secretary of State on the **Fourteenth** day of **May**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** 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 **an unlimited period** from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada**

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 **14th** day of **May**, A.D., 19**63**.

Secretary of State.

ARTICLES OF INCORPORATION
of
FINANCIAL SERVICES CORPORATION

We, the undersigned, being three or more natural persons of full age and all citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under and pursuant to the laws of the State of Idaho (and amendments thereof at any times), and do hereby adopt these Articles of Incorporation and certify and declare as follows:

Article I.

The name of this Corporation is and shall be FINANCIAL SERVICES CORPORATION.

Article II.

The nature of the business and enterprise of this Corporation, and its objects and purposes, are and shall be as follows:

(1) To acquire, develop, establish, engage in, own, sell, dispose of, and be affiliated with, and to conduct, direct, manage, operate, supervise, advise upon, and otherwise to act and maintain, any and all businesses and entities for, and plans, projects, and types of, financing, property management, trustee ship and other fiduciary services, sales engineering, consulting, business management, coordinators, and manufacturers and other representatives; to act as correspondent for any and all lending agencies, facilities, and institutions in any capacity, and for such purposes to initiate, develop, and arrange financing and loans for any and all purposes; to purchase or discount commercial paper, warehouse receipts, accounts receivable, notes, drafts, acceptances, installment lien contracts, and other obligations, for any and all materials, products, merchandise, commodities, or other objects and things of value; and to guarantee, pledge, raise money for, or refinance any and all such activities, obligations and transactions.

(2) To acquire, develop, establish, engage in, own, sell, dispose of, and be affiliated with, and to conduct, direct, manage, operate, supervise, advise upon, and otherwise to act and maintain, any and all facilities and services for the design, development, installation, supervision, and management of any and all financial planning, investment planning, estate planning, insurance funding, inter vivos and testamentary trusts, retirement plans, pension, profit-sharing, deferred compensation, employer and/or employee compensation, stock options, and other benefits and plans, whether individual, business, corporate, estate, trust, or otherwise, of whatever kind or nature, now known or hereafter to be designed, determined, and developed.

(3) To acquire, own, manage, operate, buy, sell, exchange, lease as owner or tenant, plat, subdivide, construct, equip, erect, develop, improve, work, dismantle, remodel, maintain, repair, replace, and otherwise deal in and with real property and personal property and any combinations thereof, of every kind and description, and including as part thereof any and all buildings, equipment, materials, and structures, and manufacturing, transportation, processing, factory, laboratory, office, and other facilities; to supply, operate, engage in, transact, and otherwise conduct the same; and to do any and all things necessary or related thereto.

(4) To acquire, develop, establish, engage in, own, sell, dispose of, and be affiliated with, and to conduct, direct, manage, operate, supervise, advise upon, and otherwise to act and maintain, business as general investment, mortgage, securities, land, and other agents, brokers, dealers, and representatives; to act for and upon the sale, transfer, or exchange of every description of stocks, shares, debentures, bonds, mortgages, freehold, leasehold, life interests, reversions, or other securities or investments for money, and all transactions and negotiations on commission or otherwise relating to such business; to advance or negotiate the advance of money at interest on securities or otherwise; to hold or share in holding a seat or seats on any commodities and securities exchanges; and to hold memberships in associations relative thereto.

(5) To acquire, develop, establish, engage in, own, sell, dispose of, and be affiliated with, and to conduct, direct, manage, operate, supervise, advise upon, and otherwise to act and maintain, a general insurance agency and insurance brokerage business in soliciting and receiving applications for fire, casualty, property, life, accident and sickness, compensation, credit, and all other types of insurance; the business of indemnifying others against damage, liability, or loss, and of issuing bonds and undertakings of all kinds; the collection and disbursement of premiums for all thereof; and the performance of such other business and transactions as may be delegated to agents and brokers for such purposes.

(6) To subscribe for, acquire, underwrite, hold, sell, exchange, assign, mortgage, pledge, and otherwise deal in and with the shares of any class of stock, bonds, debentures, mortgages, script, securities, or other obligations or evidences of indebtedness of any corporation, joint stock company, association, partnership, syndicate, trust, or other persons, public or private, and of any government, municipality, or public authority; to vote and exercise any other rights, powers, and privileges thereof; to act in the same and similar manner relative to its own stock, bonds, mortgages, or other securities, and to reissue the same; and to do any other thing permitted by law for the preservation, protection, improvement, or enhancement of the value of any thereof.

(7) To make, enter into, and perform contracts, agreements, and obligations of every kind and description, for any lawful purposes, without limit as to time, place, or amount, by and with any person, firm, partnership, association, corporation, syndicate, or other entity, or division thereof, either private or public, and any government, commission, territory, or sovereign, or any agency thereof.

(8) To lend money on such terms, and to borrow money or otherwise in any lawful manner contract indebtedness on the credit of the Corporation, and to draw, make, accept, endorse, transfer, assign, execute, and issue bonds, debentures, promissory notes, and other evidences of indebtedness, with or without real or personal security, and for the purposes of securing any of its obligations or contracts to assign, convey, deliver, mortgage, transfer, and/or pledge all or any part of the assets or property, real or personal, at any time owned or held by the Corporation, upon such conditions and terms as the Board of Directors shall authorize.

(9) To apply for, acquire, purchase, take by grant or assignment or otherwise, exercise, comply with, manage, develop, and dispose of any and all rights, privileges, franchises, authority, license, or power by and from any government, state, municipality, commission, or other public authority or body, or any agency thereof.

(10) To apply for, acquire, purchase, own, hold, amend, register, use, develop, operate, sell, assign, grant any licenses or other rights, lease, mortgage, or otherwise deal with and dispose of letters patent of the United States or any foreign country or government, patents, patent rights, licenses, copyrights, trademarks, brands, labels, distinctive names and marks, symbols, trade names, inventions, formulae, improvements, and processes, of every kind and description.

(11) To acquire, preserve, analyze, coordinate, prepare, and distribute information on resources, business, commerce, industries, markets, trade, transportation, finance, developing potentials, opportunities, and any other subjects selected, and their status and needs; and to provide facilities for markets, trade, transportation, and the exchange of products, services, ideas, and statistical, business, financial, and other information, between individuals, firms, companies, governments, and agencies throughout the State of Idaho, and other states, nations, and countries all over the world.

(12) To engage in analysis, data and statistical comparison, research, experiment, scientific investigation, design, laboratory, and development work, and any and all applications thereof, whether basic analysis or science or the applications thereof, related to and desirable for any activity, power, or purpose of the Corporation.

(13) To have and maintain one or more offices for the transaction of any corporate business, and for the holding of meetings of shareholders, directors, or officers, at any place within or without the State of Idaho, as may be provided by the By-Laws of the Corporation or ordered by its Board of Directors from time to time.

(14) To conduct business, to carry out any and every object and purpose and exercise any and every power, and to do any and all acts and things, to the same extent as could a natural person, in the State of Idaho, or in any part of the world, as principals, factors, agents, contractors, trustees, or otherwise, and either alone or with any corporation, association, individual, or partnership, or combinations thereof, without limitations as to time, place, or amount.

(15) To engage in, carry on, and do any other lawful activity, business, enterprise, service, transaction, or thing which the Board of Directors may deem necessary, proper, convenient, or beneficial for any object, purpose, or power of the Corporation, and to have and exercise any and all objects, purposes, rights, privileges, and powers conferred upon corporations of this kind and nature by the laws (and any amendment thereof) of the State of Idaho or any other state or of the United States of America or of any nation or country where this Corporation may act, do business, or have any interest.

The foregoing objects and purposes shall always be construed as powers, as well as objects and purposes, and shall not be in anywise limited or restricted by reference to or inference from the terms of any other clause in this or any other Article hereof, but the objects, purposes, and powers specified in each of the foregoing clauses shall be regarded as independent objects, purposes, and powers. The foregoing enumeration of specific objects, purposes, and powers shall not be construed to limit or restrict in any manner the general powers of this Corporation or the meaning of general terms, nor shall the expression of one thing be deemed to exclude another although of like nature but not expressed.

Article III.

The duration of this Corporation is unlimited.

Article IV.

The location of the post office address of the registered office of this Corporation in the State of Idaho shall be Postoffice Box 852, Boise, Idaho, until changed by vote of its Board of Directors.

Article V.

The total authorized number of shares of this Corporation is Two Thousand (2,000) shares of Common Stock of the par value of One Hundred Dollars (\$100.00) per share, amounting in the aggregate to Two Hundred Thousand Dollars (\$200,000.00). These shares shall have all voting power of this Corporation. Each share of said stock shall be in all respects equal to every other share. These shares may be issued from time to time by the Corporation for such consideration, labor, services, money, or property as may be fixed by the Board of Directors; and shares so issued,

the full consideration for which has been paid or performed, shall be deemed fully paid shares, and the holders of such shares shall not at any time be liable for any further payment thereon and shall not be subject to assessment thereon or liability upon their private property or rights for any corporate purposes or liabilities.

Article VI.

The shareholders of this Corporation shall have pre-emptive and preferential right of subscription to any shares of this Corporation, whether now or hereafter authorized, or to any obligations convertible into shares of this Corporation, issued or sold, and the Board of Directors, in issuing shares or obligations of the Corporation convertible into stock, shall first offer such issue of shares or obligations to the shareholders of this Corporation.

Article VII.

The number of directors of this Corporation shall be as specified in the By-Laws, and may from time to time be increased or decreased as prescribed in the By-Laws; Provided, However, that the number of directors of this Corporation shall not be less than three. In case of an increase in the number of directors, the additional directorships created may be filled by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the shareholders and until their successors are elected and qualified. A director need not be a shareholder.

The names and postoffice addresses of the first directors, who shall hold office and manage this Corporation until the first annual meeting of shareholders and until successors are elected and qualified, are as follows:

A. R. Spaulding, 411 Spaulding Building, Pocatello, Idaho;
Philip H. Talbert, 6955 Hummel Drive, Boise, Idaho; and
Paul R. Roesch, 203 Jones Building, Walla Walla, Washington.

Directors other than said first directors shall be elected by the shareholders (except as above provided) and shall hold office and manage this Corporation and

have and exercise powers and duties pursuant to By-Laws to be made and adopted therefor and altered from time to time.

Article VIII.

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter, amend, and repeal By-Laws of this Corporation not inconsistent with law or these Articles of Incorporation, subject always to the power of the shareholders to change or repeal By-Laws made, altered, or amended by the Board of Directors.

Article IX.

The name and postoffice address of each of the incorporators and a statement of the number of shares of Common Stock, with par value of One Hundred (\$100.00) each, being the only class of stock of the Corporation, subscribed by each are as follows:

A. R. Spaulding, 411 Spaulding Bldg., Pocatello, Idaho, 10 shares;
Philip H. Talbert, 6955 Hummel Drive, Boise, Idaho, 10 shares; and
Paul R. Roesch, 203 Jones Bldg., Walla Walla, Washington, 10 shares.

Article X.

In the absence of fraud, no contract or other transaction between this Corporation and any other corporation or any association, firm, partnership, or other organization, and no act or transaction of this Corporation, shall in any way be affected or invalidated in whole or in part by the fact that any director or officer of this Corporation is pecuniarily or otherwise interested in or is a director, member, or officer of such other corporation or of such association, firm, partnership, or organization. Any director or officer individually, or any association, firm, partnership, or other organization of which any director or officer may be a director, member, or officer may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact of such interest or relationship shall be disclosed or shall have been known to the Board of Directors of this Corporation or a majority thereof.

