

State of Idaho

Department of State

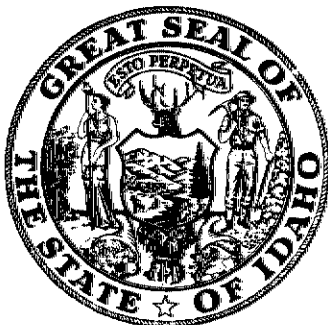
CERTIFICATE OF INCORPORATION OF

FIRST AMERICAN MORTGAGE CORPORATION
File number C 119441

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: May 8, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl B. Davis*

ARTICLES OF INCORPORATION

OF

MAY 8 4 34 PM '97

FIRST AMERICAN MORTGAGE CORPORATION OF STATE STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, being a natural person of full age, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Idaho Business Corporation Act, Idaho Code §30-1-1, et seq., and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

I.

The name of the corporation shall be FIRST AMERICAN MORTGAGE CORPORATION.

II.

The corporation shall have a perpetual existence.

III.

The purpose for which this corporation is formed is to engage in such lawful business endeavors as the Board of Directors may from time to time determine to be in the best interests of the corporation, including but not limited to acting as a mortgage broker.

IV.

The location and post office address of the registered office of the corporation shall be 5004 N. Rivervista Way, Boise, Idaho. The name of the registered agent of the corporation who may be found at that address is Sarah L. Jorgensen.

V.

The aggregate number of shares that the corporation is authorized to issue is two million (2,000,000), divided into two (2) classes. The designation of each class, the number of shares of each class, and the par value, if any, of the shares of each class or a statement that the shares of any class are without par value, are as follows:

IDAHO SECRETARY OF STATE
DATE 05/08/1997
0900 90995 2
CK #: 4036 CUST# 1423
CORP 1@ 100.00= 100.00

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Class A	Common	1,000,000	No Par
Class B	Common	1,000,000	No Par

Shares of both Class A and Class B shall not be issued until fully paid for and once so issued shall be nonassessable.

VI.

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

<u>NAME</u>	<u>ADDRESS</u>
Sarah L. Jorgensen	5004 N. Rivervista Way Boise, Idaho 83703

VII.

The names and post office addresses of the initial directors of the corporation, appointed by the incorporator to serve until the first election of directors, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sarah L. Jorgensen	5004 N. Rivervista Way Boise, Idaho 83703
Richard D. Critser	600 E. Watertower Lane, Ste. F Meridian, Idaho 83642
Richard H. Way	600 E. Watertower Lane, Ste. F Meridian, Idaho 83642
Scott P. Neumann	113 Apple House Lane Missoula, Montana 59802

VIII.

The property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assignment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

IX.

The number of directors of the corporation shall be as specified in the Bylaws, provided that the number of directors of the corporation shall not be fewer than the number required by the provisions of the Idaho Business Corporation Act, Idaho Code Section 30-1-1, et seq. In case the board of directors amends the Bylaws of the corporation so as to increase the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until their successors, as elected at the next annual meeting of the stockholders, are qualified.


X.

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchise, may be made by the board of directors after authorization by the shareholders upon such terms and conditions as the Board may deem expedient and for the best interests of the corporation.

XI.

The board of directors is expressly authorized to repeal and amend the Bylaws of the corporation and to adopt new Bylaws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles, in the manner now or hereafter prescribed by law, by a vote of the stockholders at any stockholder meeting except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, I have hereunto set my hand this 8 day of May, 1997.

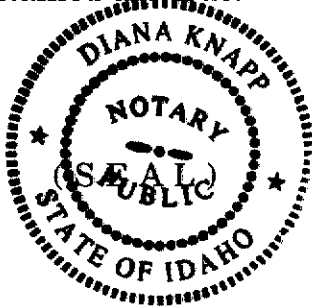


SARAH L. JORGENSEN

VERIFICATION

STATE OF IDAHO)
) ss.
County of Ada)

I, Diana Knapp, a Notary Public, do hereby certify that on this 8 day of May, 1997, personally appeared before me SARAH L. JORGENSEN, who, being by me first duly sworn, declared that she is a person over the age of eighteen (18) years, that she signed the foregoing Articles of Incorporation as the Incorporator of the corporation, and that the statements therein contained are true.



Diana Knapp
NOTARY PUBLIC For Idaho
Residing at Boise, therein.
My Commission Expires 7-26-2002