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Designation of Agent and Acceptance of the Provisions of the Constitution of the State of Idaho

KNOW ALL MEN BY THESE PRESENTS:

That Rothschild Financial Corporation
a Corporation organized and existing under the laws of the state of Minnesota
having filed in the office of the Secretary of the State of Idaho a duly authenticated copy of its Articles of
Incorporation, does hereby, in pursuance of the laws of the State of Idaho, make this certificate, and does hereby
designate 910 Main Street, Suite 310, Sonna Bldg in Boise, Ada
County, in the State of Idaho, as the principal place of business of said Corporation in said State of Idaho shall be
located, and does hereby designate Paul B. Ennis
c/o Hawley Troxell Ennis & Hawley
residing at One Capital Center, Boise in Ada

County, as authorized Agent of said Corporation in said State of Idaho, upon whom process issued by authority of or
under any law of the State of Idaho may be served as provided by the Constitution and laws of said State of Idaho

And the said Rothschild Financial Corporation
desiring and intending to conform in all respects to the Constitution and laws of said State, and to
avail itself of the rights, privileges and immunities guaranteed by said Constitution and laws, does
hereby accept the provisions of the Constitution of the State of Idaho for all the intents and purposes
contemplated by the provisions thereof, relating to such acceptance by other than municipal
corporations.

IN WITNESS WHEREOF, The said Rothschild Financial Corporation

has caused this Certificate and Acceptance
to be executed, acknowledged and delivered in its name and on its be-
half, by its President, and to be attested by its Secretary, and has caused

its corporate seal to be hereunto affixed at St. Paul

in the County of Ramsey, State of Minnesota

this 16th day of June, 1978.

Attest:

Rothschild Financial Corporation
(Name of Corporation)

Lois Johnson
Assistant Secretary.

By Clyde D. Nelson
Senior Vice President.

STATE OF Minnesota } ss.
County of Ramsey

On this 16th day of June in the year 19 78, before
me E. MARTIN STAPLETON, a Notary Public in and for said

County, in the State aforesaid, personally appeared CLYDE D. NELSON
known to me to be the ^{SENIOR VICE} President of the Corporation that executed the within and foregoing instru-
ment, and acknowledged to me that such Corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my seal this 16th
day of June, A. D. 1978.



My commission expires on the _____ day of _____, 19____.

NOTE—One copy to be filed for record with the Secretary of State, Boise, Idaho; one copy duly certified by the
Secretary of State to be filed with the County Recorder in the county where the principal place of business is located.

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

ROTHSCHILD FINANCIAL CORPORATION

a corporation duly organized and existing under the laws of *Minnesota* has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the *29th* day of *June* 19 *78* a properly authenticated copy of its articles of incorporation, and on the *20th* day of *June* 19 *78*, a designation of *Paul B. Ennis* in the County of *Ada* as statutory 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 the State, as contained in Chapter 5 of Title 30, Idaho Code, 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 *29th* day of *June*, A.D., 19 *78*.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

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STATE OF
ARTICLES OF INCORPORATION

of

ROTHSCHILD FINANCE COMPANY

We, the undersigned, natural persons of full age for the purpose of forming a corporation under and pursuant to the provisions of the Minnesota Business Corporation Act, being Chapter 301 of the Minnesota Statutes, and laws amendatory thereof and supplementary thereto, adopt the following Articles of Incorporation.

ARTICLE I.

The name of this corporation is:

ROTHSCHILD FINANCE COMPANY

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

The purposes for which this corporation is organized are as follows:

- a) General business purposes.
- b) To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes set forth above, and to do all other things incidental thereto or connected therewith, which are not forbidden by the laws under which this corporation is organized, by other laws, or by these Articles of Incorporation.

c) To carry out the purposes set forth above in State, Territory, District or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the laws thereof; and, in the case of any State, Territory, District or possession of the United States, or any foreign country, in which one or more of such purposes are forbidden by law, to limit, in any certificate for application to do business, the purpose or purposes which the corporation proposes to carry on therein to such are not forbidden by the law thereof.

ARTICLE IV.

The location and post office address of the registered office of this corporation is 410 Degree of Honor Building, St. Paul, Minnesota 55101.

ARTICLE V.

This corporation shall have all the powers granted to corporations having general business purposes under the Minnesota Business Corporation Act, and in furtherance and not in limitation of the powers conferred by the laws of the State of Minnesota upon corporations organized for the foregoing purposes, this corporation shall have the power:

a) To acquire, hold, mortgage, pledge or dispose of the shares, bonds, securities or other evidence of indebtedness of the United States of America, or of any domestic or foreign corporation, and while the holder of such shares, to exercise all the privileges of ownership, including the right to

vote thereon, to the same extent as a natural person might or could do, by the President of this corporation or by proxy appointed by him, unless some other person, by resolution of the Board of Directors, shall be appointed to vote such shares.

b) To sell, lease, exchange or otherwise dispose of all, or substantially all, of its property and assets, including its good will, upon such terms and conditions and for such considerations, which may be money, shares, bonds, or other instruments for the payment of money or other property, as the Board of Directors deems expedient or advisable, when and as authorized by the vote of the holders of not less than a majority of the shares entitled to vote, at a shareholders' meeting called for that purpose, or when authorized upon the written consent of the holders of a majority of such shares.

ARTICLE VI.

Any agreement for consolidation or merger with one or more foreign or domestic corporations may be authorized by vote of the holders of a majority of the shares entitled to vote, at a shareholders' meeting called for that purpose, or when authorized upon the written consent of the holders of a majority of such shares.

ARTICLE VII.

The aggregate number of shares which this corporation shall have authority to issue is Twenty-five thousand (25,000) shares, with a par value of One (\$1.00) Dollar per share, having an aggregate par value of Twenty-five thousand (\$25,000.00) Dollars which shall be known as "common stock."

a) The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, out of earnings or surplus legally available therefor, dividends, payable either in cash, in property or in shares of the capital stock of the corporation.

b) No holder of stock of the corporation will be entitled to any cumulative voting rights.

c) No holder of stock of this corporation shall have any preferential, pre-emptive or other rights of subscription to the shares of this corporation allotted or sold or to be allotted or sold and now or hereafter authorized, or to any obligations or securities convertible into stock of this corporation.

ARTICLE VIII.

The Board of Directors shall have the power to accept or reject any subscription for the shares of this corporation, whether such subscription be made before or after incorporation.

ARTICLE IX.

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

ARTICLE X.

The names and post office addresses of the incorporators of this corporation are as follows:

<u>Name</u>	<u>Address</u>
K. E. Schumacher	780 Northwestern National Bank Bldg. Saint Paul, Minnesota 55101
Joseph M. Nemo, Jr.	780 Northwestern National Bank Bldg. Saint Paul, Minnesota 55101
Richard J. Chrysler	780 Northwestern National Bank Bldg. Saint Paul, Minnesota 55101

ARTICLE XI.

The names and post office addresses of the first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
K. E. Schumacher	780 Northwestern National Bank Bldg. Saint Paul, Minnesota 55101
Joseph M. Nemo, Jr.	780 Northwestern National Bank Bldg. Saint Paul, Minnesota 55101
Richard J. Chrysler	780 Northwestern National Bank Bldg. Saint Paul, Minnesota 55101

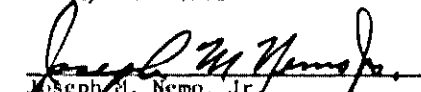
whose terms of office shall continue until the first meeting of shareholders, annually, or until their successors are duly elected and have qualified.

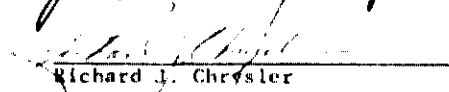
ARTICLE XII.

All or any portion of these Articles of Incorporation may be amended solely by the affirmative vote of the holders of a majority of the stock entitled to vote.

IN WITNESS WHEREOF, we have hereunto set our hands this 30 day of August, 1971.


K. E. Schumacher


Joseph M. Nemo, Jr.


Richard J. Chrysler

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STATE OF MINNESOTA),
COUNTY OF RAMSEY)

ss

On this 30 day of August, 1971

before me, a notary public within and for said county, personally appeared K. E. Schumacher, Joseph M. Nemo, Jr. and Richard J. Chrysler, to me know to be the persons named in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed the same as their own free act and deed for the uses and purposes therein expressed.

William A. Peterson
Notary Public

WILLIAM A. PETERSON
Notary Public, Ramsey County, Minn.
My commission expires February 1, 1973

STATE OF MINNESOTA
NOTARY PUBLIC
My commission expires
on <u>Sept. 1, 1973</u>
at <u>St. Paul, Minn.</u>
My name is <u>William A. Peterson</u>
and I am a <u>Notary Public</u>



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CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
ROTHSCHILD FINANCE COMPANY

We, the undersigned, Milton S. Olson, Jr. and Joseph M. Semo, Jr., being respectively the President and Secretary of Rothschild Finance Company, a Minnesota Corporation organized under the provisions of the Minnesota Business Corporations Act, due hereby certify that in accordance with Section 301.26 of the Minnesota Statutes, all of the shareholders of the said Corporation who would be entitled to Notice of Meeting did adopt the following Resolutions:

RESOLVED, that Article I of the Articles of Incorporation be and hereby are amended to read as follows:

ARTICLE I

The name of this Corporation shall be: ROTHSCCHILD FINANCIAL CORPORATION

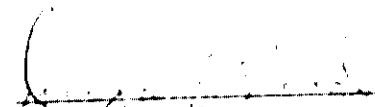
BE IT FURTHER RESOLVED, that a Certificate setting forth the aforesaid amendment to the Articles of Incorporation, certifying said amendment was duly adopted in accordance with the provisions of the By-Laws and with the Articles of Incorporation of this Corporation, and containing such other statements as may be necessary or advisable to be made by the Corporation, to be signed and acknowledged by the President and Secretary and by them duly filed for record in the office of the Secretary of State of Minnesota and a copy thereof duly certified by said Secretary of State, filed for record in the office of the Register of Deeds of Ramsey County, Minnesota in which county the original Articles of Incorporation are recorded.

AND BE IT FURTHER RESOLVED, that the President and Secretary of the Corporation be and they are hereby fully authorized and empowered and directed to take any and all further proceedings that they may deem necessary and proper to effectuate resolutions amending the Articles of Incorporation.

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IN WITNESS WHEREOF, we have subscribed our names hereto this
11th day of March, 1972.


Milton S. Olson, Jr.

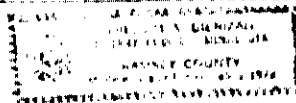

Joseph W. Nemo, Jr.

STATE OF MINNESOTA)
COUNTY OF RAMSEY)

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On this 28 day of March, 1972, before me, a Notary Public,
within and for said County, personally appeared Milton S. Olson, Jr., and
Joseph M. Semo, Jr., to me personally known, being each by me duly sworn
did say that they are respectively the President and Secretary of the
Corporation named in the foregoing instrument and that said instrument
was signed on behalf of said corporation by authority of its Board of
Directors and said Milton S. Olson, Jr., and Joseph M. Semo, Jr., acknowledged
said instrument to be their free act and deed and the free act and deed of
said Corporation.

William A. Semo



STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within
instrument was filed and recorded in this
office on the 31 day of March,
A.D. 1972, at 8:00 A.M.
and was duly recorded in Book 11, Page 38
of the Corporation's
John D. Erdahl
Secretary of State

APPROVED
NOTARY
WILLIAM A. SEMO
JUN. 1972
DEC. 31, 1974

CERTIFICATE OF AMENDMENT OF ARTICLES OF
INCORPORATION OF ROTHSCHILD FINANCIAL CORPORATION

We, the undersigned, Milton S. Olson, Jr. and Robert B. Wilson, respectively the President and Secretary of Rothschild Financial Corporation, a corporation subject to the provision of Chapter 301 of Minnesota Statutes, known as the Minnesota Business Corporation Act, do hereby certify that the following resolutions were authorized by each shareholder entitled to vote thereon by unanimous writing on the 4th day of May, 1978.

Resolved that Article VII of the Articles of Incorporation of Rothschild Financial Corporation be, and it hereby is, amended by the deletion of the present Article VII and the insertion therein of a new Article VII as follows:

ARTICLE VI

The aggregate number of shares which the Corporation shall be authorized to issue is 25,000, which said capital stock shall be paid by money or property or both, in the manner, at such times and in such amounts as the Board of Directors shall order. The authorized shares of stock of this corporation and its value are as follows:

Subdivision 1: Two thousand (2,000) shares of Preferred Stock with a par value of Three Hundred Fifty Dollars (\$350.00) per share.

Subdivision 2: Twenty-three thousand (23,000) shares of Common Stock with a par value of One Dollar (\$1.00) per share.

The relative rights, preferences and limitations of the shares of each class shall be as follows:

(a) Dividends.

The holders of the Preferred Stock shall be entitled to receive or to have set apart out of surplus or net profits of the corporation, when declared by the Board of Directors out of the funds legally available therefor, a dividend of Twenty-one Dollars (\$21.00) per annum, noncumulative, which dividend shall be payable as the Board of Directors may from time to time fix and determine, and before any dividend shall be set apart for or paid upon the Common Stock. The holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of earnings or surplus legally available therefor, dividends, payable either in cash, in property or in shares of the capital stock of the corporation.

(b) Liquidation.

In the event of a liquidation, dissolution or winding up of the corporation, or the sale of all of its assets, whether voluntary or involuntary or in the event of insolvency, there shall be paid to the holders of the Preferred Stock the sum of Three Hundred Fifty Dollars (\$350.00) per share before any sum shall be paid or any assets distributed among the holders of the Common Stock. The foregoing provision shall not, however, be deemed to require the distribution of assets in the event of a consolidation, merger, lease or sale, which does not in fact result in the liquidation or winding up of the corporation.

(c) Voting.

Except as otherwise expressly required by law, the Preferred Stock shall have one vote per share and the Common Stock shall have one vote per share. No holder of stock of the corporation will be entitled to any cumulative voting rights.

Only a vote of a majority of the shareholders shall be required for actions which must be approved by the shareholders. Notwithstanding anything to the contrary in this Article, any alteration, modification or conversion of any class of stock of the corporation or of any of the rights, preferences and limitations of any class of stock shall require the approval of the holders of a majority in interest of each class of stock. No holder of stock of this corporation shall have any preferential, pre-emptive or other rights of subscription to the shares of this corporation allotted or sold or to be allotted or sold and now or hereafter authorized, or to any obligations or securities convertible into stock of this corporation.

