



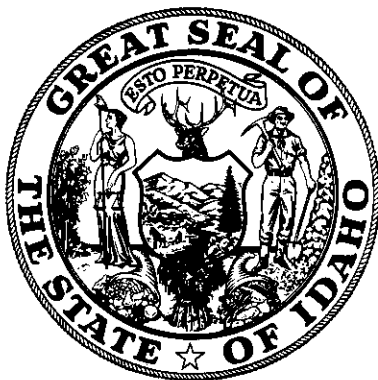
**CERTIFICATE OF INCORPORATION  
OF**

**AFFILIATED FINANCIAL SERVICES, INC.**

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: *June 4, 1986*



*Pete T. Cenarrusa*

\_\_\_\_\_  
SECRETARY OF STATE

by: \_\_\_\_\_

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# ARTICLES OF INCORPORATION

1. The name of the corporation is Affiliated Financial Services, Inc.
2. The period of its duration is perpetual.
3. Its purpose is to transact the business of a Credit Union Service Organization as defined in section 107(5)(D) and 107(I) of the Federal Credit Union Act and regulation 701.27 of the National Credit Union Administration as such laws and regulations may from time to time be amended.
4. It shall have authority to issue 1,000,000 shares, all in one class, no par value.
5. The address of its initial registered office is 683 N. Capital Avenue, P. O. Box 501, Idaho Falls, Idaho 83402. The name of its initial registered agent at such address is Winston V. Beard.
6. The number of directors constituting its initial board of directors is one, whose name and address is:  
  
Winston V. Beard  
683 N. Capital Avenue  
P. O. Box 501  
Idaho Falls, ID 83402
7. The name and address of the incorporator is:  
  
Winston V. Beard  
683 N. Capital Avenue  
P. O. Box 501  
Idaho Falls, ID 83402
8. The following provisions shall regulate the internal affairs of the corporation:
  - a. The corporation shall only provide services associated with the routine or daily operations of credit unions served by the corporation.
  - b. The corporation shall primarily (50% or more) serve credit unions. Up to 50% of its activities may be services for the membership of affiliated credit unions.
  - c. The corporation shall not acquire control, directly or indirectly, of another financial institution.

- d. The corporation shall not invest in shares, stocks, or obligations of an insurance company, trade association, liquidity facility or other similar organization.
- e. It is specifically anticipated this corporation will contract with its shareholders and lenders and will have directors, officers and employees who are simultaneously directors, officers or employees of its shareholders or lenders. Idaho Code section 30-1-41 as amended from time to time shall govern the effect of all such potential conflicts of interest.
- f. Except as provided in this subparagraph, individuals who serve as officials of, or are employed by, an affiliated credit union and immediate family members of such individuals, may not receive any salary, commission, investment income, or other income or compensation from this corporation, either directly or indirectly, or from any person being served through this corporation. This does not prohibit an official or employee of a credit union from assisting in the operation of this corporation so long as he is not compensated by this corporation. This corporation may reimburse a credit union for the services provided by such individuals.
- g. The services of this corporation shall be provided on a nondiscriminatory basis to all credit unions to the extent required under Idaho Code Section 26-2148.
- h. An affiliated credit union is a credit union that has invested in or made a loan to this corporation.

Dated this 3rd day of June, 1986

Winston V. Beard  
Winston V. Beard - Incorporator

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