

State of Idaho

Department of State.

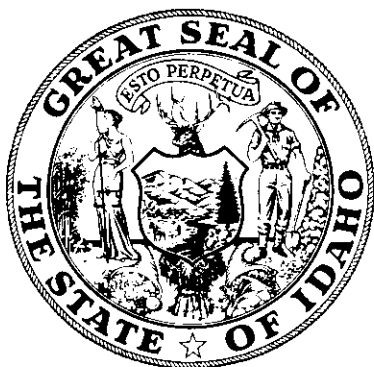
CERTIFICATE OF AUTHORITY OF U.S. BANCORP FINANCIAL, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of U.S. BANCORP FINANCIAL, 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 U.S. BANCORP FINANCIAL, INC.
to transact business in this State under the name U.S. BANCORP FINANCIAL, INC.
_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated September 24, 19 79.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

FILED

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:

9-24-79
10:22 am

1. The name of the corporation is U. S. Bancorp Financial, Inc.

2. *The name which it shall use in Idaho is _____

3. It is incorporated under the laws of Oregon

4. The date of its incorporation is September 15, 1977 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 309 S.W. Sixth Avenue, Portland, Oregon 97204

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 CT CORPORATION SYSTEM

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Lease personal property and equipment; and to engage in making, acquiring and servicing of loans and other forms of credit and financing, either secured or unsecured, for its own account or

for the account of others.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
SEE ATTACHMENT		

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
300,000	Common	\$10.00

(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
100,000	Common	\$10.00

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 September 13, 19 79

U. S. Bancorp Financial, Inc.

By

Merle K. Buck

Its Exec. Vice President

and

T. C. McCamey

Its Secretary

STATE OF Oregon)

COUNTY OF Multnomah) ss:

I, Martha S. Vogel

, a notary public, do hereby certify that on this 13th day of September, 19 79, personally appeared before

me Merle K. Buck, who being by me first duly sworn, declared that he is the Executive Vice President of U. S. Bancorp Financial, Inc.

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

Martha S. Vogel
Notary Public

Notary Expires: 6/25/83

*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.

OFFICERS AND DIRECTORS OF U. S. BANCORP FINANCIAL, INC.:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
E. P. Jensen	President	309 S.W. Sixth Ave. Portland, Oregon 97204
T. C. McCamey	Secretary	309 S.W. Sixth Ave. Portland, Oregon 97204
D. S. Davies	Treasurer	555 S.W. Oak Portland, Oregon 97204
John A. Elorriaga	Director	309 S.W. Sixth Ave. Portland, Oregon 97204
Carl W. Mays, Jr.	Director	309 S.W. Sixth Ave. Portland, Oregon 97204
Robert R. Mitchell	Director	309 S.W. Sixth Ave. Portland, Oregon 97204
Gerry B. Cameron	Director	309 S.W. Sixth Ave. Portland, Oregon 97204
P. A. Yasiello	Executive Vice President	One Wilshire Bldg., Suite 2500 624 South Grand Los Angeles, California 90017
O. E. Drummond	Senior Vice President	2001 Bryan Tower Dallas, Texas 75201
F. F. Lionetti	Senior Vice President	One Wilshire Bldg., Suite 2500 624 South Grand Los Angeles, California 90017
R. B. Page	Senior Vice President	One Wilshire Bldg. Suite 2500 624 South Grand Los Angeles, California 90017
Merle K. Buck	Executive Vice President	309 S.W. Sixth Ave. Portland, Oregon 97204

State of Oregon

Department of Commerce Corporation Division

I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, DO HEREBY CERTIFY:

That I have carefully compared the annexed copy of the Articles of Incorporation and all amendments thereto of U.S. BANCORP FINANCIAL, INC.

..... with the originals thereof now on file in my office; that the same are correct transcripts therefrom and of the whole thereof; that this authentication is in due form and by the proper officer; and

I FURTHER CERTIFY that the above corporation is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this office that are required by the laws of this state.

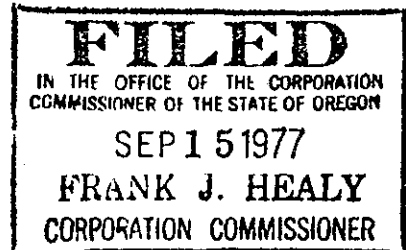
In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 18th day of September, 1979.



Frank J. Healy
Corporation Commissioner

By Shirley Smith

FIL No. 123596



ARTICLES OF INCORPORATION
OF
USUB, INC.

The undersigned natural person of the age of twenty-one years or more acting as incorporator under the Oregon Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation is Usub, Inc. and its duration shall be perpetual.

ARTICLE II

The purposes for which the corporation is organized are:

(1) To engage in making, acquiring and servicing of loans and other forms of credit and financing, either secured or unsecured, for its own account or for the account of others; and leasing of personal property and equipment.

(2) To engage in any lawful activity for which corporations may be organized under Chapter 57, ORS, the Oregon Business Corporation Act.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is 100 shares having a par value of \$10 per share for an aggregate par value of \$1,000.

No holder of any shares of any class of stock or other security of the corporation now or hereafter authorized shall have any preemptive right or be entitled as a matter of right as such holder to purchase, subscribe for or otherwise acquire any shares of any stock of the corporation of any class now or hereafter authorized or any securities convertible into or exchangeable for any such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire any such shares, whether such shares, securities, warrants or other instruments are now or hereafter authorized or issued or issued and thereafter reacquired by the corporation, other than such, if any, as may be fixed from time to time by the board of directors in its discretion.

ARTICLE IV

The address of the initial registered office of the corporation is 11th Floor, 309 S. W. Sixth Avenue, Portland, Oregon 97204, and the name of its initial registered agent at such address is T. C. McCamey.

ARTICLE V

The number of directors constituting the initial board of directors of the corporation is four and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

John A. Elorriaga	309 S. W. Sixth Avenue, Portland, OR	97204
Carl W. Mays, Jr.	309 S. W. Sixth Avenue, Portland, OR	97204
Robert R. Mitchell	309 S. W. Sixth Avenue, Portland, OR	97204
Thomas S. Prideaux	309 S. W. Sixth Avenue, Portland, OR	97204

Any directorship to be filled by reason of an increase in the number of directors of the corporation may be filled by the affirmative vote of a majority of the number of directors as provided in the Bylaws prior to such increase. Any such directorship not so filled by the directors may be filled by election at the next annual meeting of shareholders or at a special meeting of shareholders called for that purpose.

ARTICLE VI

The name and address of the incorporator is:

T. C. McCamey 11th Floor, 309 S. W. Sixth Avenue,
Portland, Oregon 97204.

ARTICLE VII

Any contract or other transaction or determination between the corporation and one or more of its directors, or between the corporation and another party in which one or more of its directors are interested, shall be valid notwithstanding the presence or participation of such director or directors in a meeting of the board of directors which acts upon or in reference to such contract, transaction or determination, if the fact of such interest shall be disclosed or known to the board of directors and it shall authorize or approve such contract, transaction or determination by a vote of a majority of the disinterested directors present and entitled to vote. Such interested director or directors may be counted in determining whether a quorum is present at any such meeting, but shall not be entitled to vote on such contract, transaction, or determination, and shall not be counted among the directors present for purposes of determining the number of directors constituting the majority necessary to carry such vote. If not authorized or approved by a majority of the disinterested directors as provided above, such contract, transaction, or determination shall nevertheless be valid if ratified or approved by vote of the shareholders. Such interested director or directors shall not be disqualified from voting as shareholders for ratification or approval of such contract, transaction, or determination. This Article shall not invalidate any transaction in the ordinary course of business nor any contract, transaction, or determination which would otherwise be valid under applicable law.

ARTICLE VIII

A. The corporation shall, in accordance with this Article, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed

to the best interests of the corporation, or, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

B. The corporation shall, in accordance with this Article, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

C. To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs A and B of this Article or in defense of any claim, issue, or matter therein, he shall be entitled to indemnification as of right against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith. Any other indemnification under paragraphs A and B of this Article, unless ordered by a court, shall be made by the corporation upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs A and B of this Article. Such determination shall be made (i) by the board of directors acting in accordance with Article VII hereof; (ii) by independent legal counsel for the corporation, who may be regular counsel, in a written opinion; or (iii) by the shareholders.


D. Expenses incurred in connection with an action, suit, or proceeding may be paid or reimbursed by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation.

E. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding an office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

* * * * *

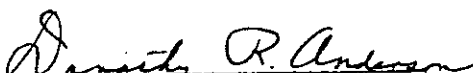
State of Oregon)
) ss.
County of Multnomah)

I, the undersigned, being the incorporator, herewith
execute the foregoing, and being first duly sworn, declare the
statements contained therein are true.



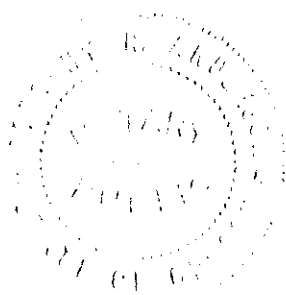
T. C. McCamey

Subscribed and sworn to before me this 14th day of September, 1977.



Notary Public for Oregon

My commission expires: 2-24-80

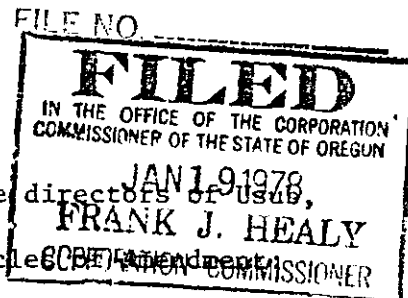


ARTICLES OF AMENDMENT

OF

USUB, INC.

Pursuant to ORS 57.360(2)(a) a majority of the directors of USUB, Inc. entitled to vote thereon adopted the following Articles of Amendment.



ARTICLE I

The name of this corporation is U. S. Bancorp Financial, Inc., and its duration shall be perpetual.

* * * * *

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is 300,000 shares having a par value of \$10 per share, for an aggregate par value of \$3,000,000.

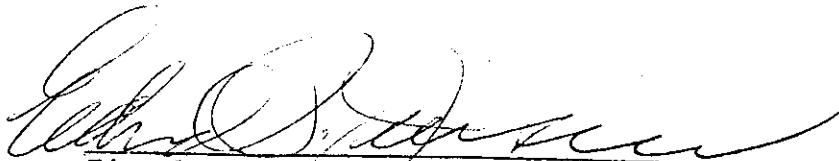
No holder of any shares of any class of stock or other security of the corporation now or hereafter authorized shall have any preemptive right or be entitled as a matter of right as such holder to purchase, subscribe for or otherwise acquire any shares of any stock of the corporation of any class now or hereafter authorized or any securities convertible into or exchangeable for any such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire any such shares, whether such shares, securities, warrants or other instruments are now or hereafter authorized or issued or issued and thereafter reacquired by the corporation, other than such, if any, as may be fixed from time to time by the board of directors in its discretion.


At the time of adoption of the above amendments, there were four (4) directors entitled to vote thereon and four (4) voted for the above amendments.

The above amendments are made pursuant to ORS 57.360(2)(a). No shares have been issued and there are no subscriptions. Accordingly the Articles of Incorporation can be amended by vote of a majority of the directors and ORS 57.360(2)(b) is not applicable.

The above amendment does not provide for an exchange, reclassification or cancellation of issued shares of beneficial interest of the corporation.

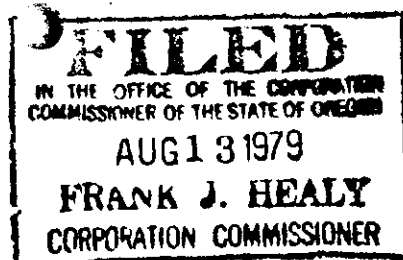
We, the undersigned, declare under the penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief it is true, correct and complete.


Edmund P. Jensen, President


T. C. McCamey, Secretary

DATED January 17, 1978

RESTATED ARTICLES OF INCORPORATION
OF
U. S. BANCORP FINANCIAL, INC.



Pursuant to ORS 57.385(1), a majority of the shareholders of the corporation entitled to vote thereon adopted the following Restated Articles of Incorporation.

ARTICLE I

The name of this corporation is U. S. Bancorp Financial, Inc., and its duration shall be perpetual.

ARTICLE II

The purposes for which the corporation is organized are:

- (1) To engage in making, acquiring and servicing of loans and other forms of credit and financing, either secured or unsecured, for its own account or for the account of others; leasing of personal property and equipment; and acting as agent, broker, or adviser in the leasing of such property, and incidental activities necessary thereto; and acting as insurance agent or broker with regard to credit life and disability insurance relating only to extension of credit by this corporation.
- (2) To engage in any lawful activity for which corporations may be organized under Chapter 57, ORS, the Oregon Business Corporation Act.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is 300,000 shares having a par value of \$10 per share for an aggregate par value of \$3,000,000.

No holder of any shares of any class of stock or other security of the corporation now or hereafter authorized shall have any preemptive right or be entitled as a matter of right as such holder to purchase, subscribe for or otherwise acquire any shares of any stock of the corporation of any class now or hereafter authorized or any securities convertible into or exchangeable for any such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire any such shares, whether such shares, securities, warrants or other instruments are now or hereafter authorized or issued or issued and thereafter reacquired by the corporation, other than such, if any, as may be fixed from time to time by the board of directors in its discretion.

ARTICLE IV

Any directorship to be filled by reason of an increase in the number of directors of the corporation may be filled by the affirmative vote of a majority of the number of directors as provided in the Bylaws prior to such increase. Any such directorship not so filled by the directors may be filled by election at the next annual meeting of shareholders or at a special meeting of shareholders called for that purpose.

ARTICLE V

Any contract or other transaction or determination between the corporation and one or more of its directors, or between the corporation and another party in which one or more of its directors are interested, shall be valid notwithstanding the presence or

participation of such director or directors in a meeting of the board of directors which acts upon or in reference to such contract, transaction or determination, if the fact of such interest shall be disclosed or known to the board of directors and it shall authorize or approve such contract, transaction or determination by a vote of a majority of the disinterested directors present and entitled to vote. Such interested director or directors may be counted in determining whether a quorum is present at any such meeting, but shall not be entitled to vote on such contract, transaction, or determination, and shall not be counted among the directors present for purposes of determining the number of directors constituting the majority necessary to carry such vote. If not authorized or approved by a majority of the disinterested directors as provided above, such contract, transaction, or determination shall nevertheless be valid if ratified or approved by vote of the shareholders. Such interested director or directors shall not be disqualified from voting as shareholders for ratification or approval of such contract, transaction, or determination. This Article shall not invalidate any transaction in the ordinary course of business nor any contract, transaction, or determination which would otherwise be valid under applicable law.

ARTICLE VI

A. The corporation shall, in accordance with this Article, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, or, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

B. The corporation shall, in accordance with this Article, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

C. To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs A and B of this Article or in defense of any claim, issue, or matter therein, he shall be entitled to indemnification as of right against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith. Any other indemnification under paragraphs A and B of this Article, unless ordered by a court, shall be made by the corporation upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs A and B of this Article. Such determination shall be made (i) by the board of directors acting in accordance with Article V hereof; (ii) by independent legal counsel for the corporation, who may be regular counsel, in a written opinion; or (iii) by the shareholders.

D. Expenses incurred in connection with an action, suit, or proceeding may be paid or reimbursed by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation.

E. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding an office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

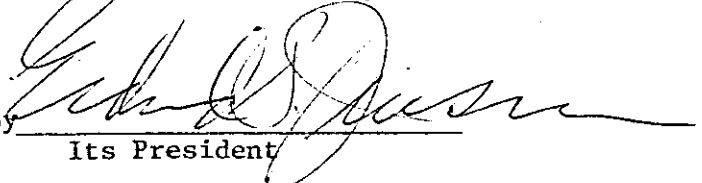
ARTICLE VII

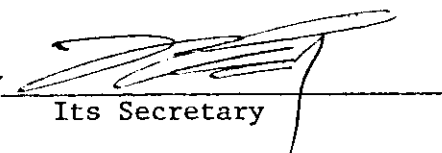
The stated capital of the corporation at the time of adoption of these Restated Articles of Incorporation is \$3,000,000.

ARTICLE VIII

These Restated Articles of Incorporation supersede the heretofore existing Articles of Incorporation and all amendments thereto.

U. S. BANCORP FINANCIAL, INC.

By 
Its President

By 
Its Secretary

Dated August 8, 1979

U.S. Bancorp Financial

A commercial finance subsidiary of U.S. Bancorp

309 Southwest Sixth Avenue
Portland, Oregon 97204

The undersigned corporation, having restated its Articles of Incorporation pursuant to ORS 57.385, makes the following statement in compliance with ORS 57.385(3).

1. The name of the corporation now and prior to the restatement of its Articles of Incorporation is U. S. Bancorp Financial, Inc.
2. The attached Restated Articles of Incorporation were adopted by the sole shareholder on August 8, 1979.
3. The total number of shares of the corporation which were outstanding at the time of adoption of the Restated Articles of Incorporation and the total number of shares of the corporation which were entitled to vote on adoption of the Restated Articles of Incorporation were 100,000. The number of shares voted for restatement were 100,000; no shares were voted against restatement.
4. The Restated Articles of Incorporation make no provision for exchange, reclassification or cancellation of the corporation's issued shares and the Restated Articles of Incorporation effect no change in the amount of stated capital.

Executed this 8th day of August , 1979.

U. S. BANCORP FINANCIAL, INC.

By [Signature]
Its President

By [Signature]
Its Secretary

STATE OF OREGON)
) ss.
County of Multnomah)

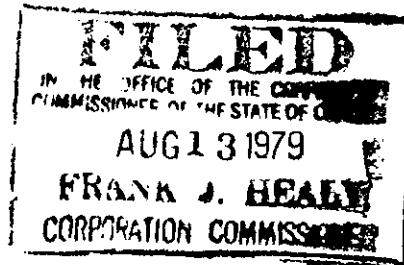
I, T. C. McCamey, being first duly sworn, depose and say that I am the Secretary of U. S. Bancorp Financial, Inc., a corporation, who signed the foregoing as such Secretary; that I have read the foregoing instrument and know the contents thereof; and that the statements therein contained are true as I verily believe.

[Signature]
T. C. McCamey

Subscribed and sworn to before me this 8 day of August , 1979.

[Signature]
Notary Public for Oregon

ARTICLES OF MERGER
OF
U. S. COMMERCIAL CORP.,
an Oregon corporation
and
BANCORP LEASING, INC.,
an Oregon corporation
into
U. S. BANCORP FINANCIAL, INC.,
an Oregon corporation



Pursuant to the applicable provisions of the Oregon Business Corporation Act the undersigned corporations adopt the following articles of merger:

1. The Agreement and Plan of Merger approved and entered into by said corporations is attached hereto and by this reference is incorporated herein.
2. The number of shares of U. S. Commercial Corp. outstanding at the time of the adoption of said Agreement and Plan of Merger was 50,000, and the number of shares entitled by law to vote thereon was 50,000; the number of shares voted for such adoption was 50,000, and no shares were voted against such adoption.
3. The number of shares of Bancorp Leasing, Inc. outstanding at the time of the adoption of said Agreement and Plan of Merger was 2500, and the number of shares entitled by law to vote thereon was 2500; the number of shares voted for such adoption was 2500, and no shares were voted against such adoption.
4. The number of shares of U. S. Bancorp Financial, Inc. issued at the time of the adoption of said Agreement and Plan of Merger was 100,000, and the number of shares entitled by law to vote thereon was 100,000; the number of shares voted for such adoption was 100,000, and no shares were voted against such adoption.

Dated August 8, 1979.

U. S. BANCORP FINANCIAL, INC.

By Edmund P. Jensen, President

By T. C. McCamey, Secretary

U. S. COMMERCIAL CORP.

By Merle K. Buck, President

By T. C. McCamey, Secretary

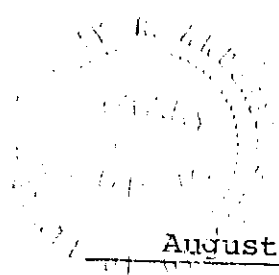
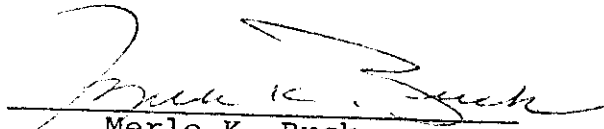
BANCORP LEASING, Inc.

By Merle K. Buck, President


By T. C. McCamey, Secretary

STATE OF OREGON)
) ss
County of Multnomah)

I, MERLE K. BUCK, being first duly sworn, depose and say that I am the president of U. S. Commercial Corp., a corporation, who signed the foregoing as such president; that I have read the foregoing instrument and know the contents thereof; and that the statements therein contained are true as I verily believe.

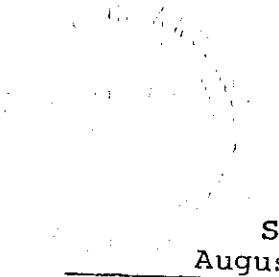
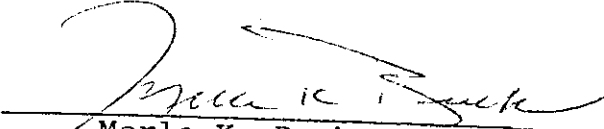


Merle K. Buck

Subscribed and sworn to before me this 8th day of August, 1979.



Notary Public for Oregon
My commission expires: 2-24-80

STATE OF OREGON)
) ss.
County of Multnomah)

I, MERLE K. BUCK, being first duly sworn, depose and say that I am the president of Bancorp Leasing, Inc., a corporation, who signed the foregoing as such president; that I have read the foregoing instrument and know the contents thereof; and that the statements therein contained are true as I verily believe.

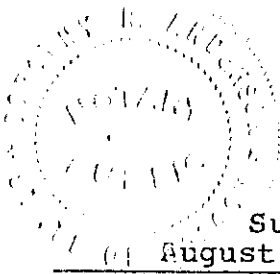


Merle K. Buck

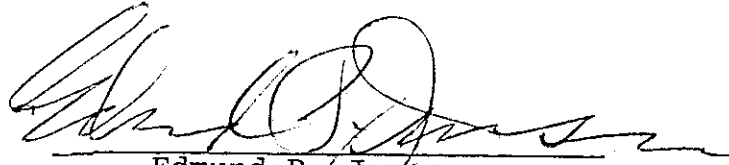
Subscribed and sworn to before me this 8th day of August, 1979.


Notary Public for Oregon
My commission expires: 2-24-80

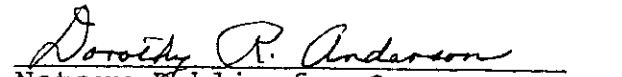
STATE OF OREGON)
) ss.
County of Multnomah)

I, EDMUND P. JENSEN, being first duly sworn, depose and say that I am the president of U. S. Bancorp Financial, Inc., a corporation, who signed the foregoing as such president; that I have read the foregoing instrument and know the contents thereof; and that the statements therein contained are true as I verily believe.




Edmund P. Jensen

Subscribed and sworn to before me this 8th day of August, 1979.


Notary Public for Oregon
My commission expires: 2-24-80