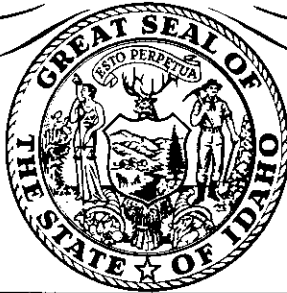


State of Idaho



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

DIAL FINANCE COMPANY OF POCA TELLO

was filed in the office of the Secretary of State on the **Twenty-fifth** day of **January,** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **122** 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 **perpetual existence** 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 **25th** day of **January**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
DIAL FINANCE COMPANY OF POCA TELLO

We, the undersigned natural persons of full age, at least two-thirds of whom are citizens of the United States, desiring to form a corporation under the Idaho Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: Dial Finance Company of Pocatello.

ARTICLE II

The purposes for which the corporation is organized are:

- A. To engage in, conduct, and carry on a general loan and finance business in all of its branches; to act as agent or broker in procuring money for loans; to loan money and funds, and to make advances to any corporation, partnership, firm, association, organization, or person upon security of its or his undertakings, property, estate, assets, securities and effects, or any part thereof, secured by mortgage on or pledge of real estate or personal property or both, and/or on assignments of salary or wages (earned or to be earned) and/or upon any other security whatsoever, or without any security, and to hold any security for any such loans or advances and to deal with and dispose of same.
- B. To engage in a general insurance agency or brokerage business, or both; to procure insurance for and on behalf of persons who borrow money from this corporation in connection with loans made, in order to insure the security for such loans and the borrower's ability to repay such loans.
- C. To buy, sell, cash, transfer, convey, endorse, assign, exchange, mortgage, pledge, hypothecate, hold, guarantee the payment of, and otherwise acquire, retain, dispose of, and deal in notes, bonds, checks, open accounts, certificates of indebtedness, contracts, choses in action, and other obligations and evidences thereof, whether issued by or constituting obligations of corporations, partnerships, firms, associations, organizations or natural persons.
- D. To do all things necessary, suitable or proper for the accomplishment, or attainment of any of the foregoing purposes or objects, either alone or in association with other corporations, firms, or individuals, and to do every other act or thing incidental to, or appurtenant to, or growing out of, or connected with the aforesaid purposes or objects, or any thereof, to the extent permitted by law.

The objects and purposes herein enumerated shall be construed as powers as well as objects and purposes, and except as otherwise expressly provided, shall not be deemed to exclude by inference any powers, objects or purposes conferred upon this corporation independently of the above enumeration, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or general purposes or powers of the corporation, nor shall the expression of one thing be deemed to exclude another although it be of like nature not expressed.

ARTICLE III

The duration of the corporation is: perpetual.

ARTICLE IV

The location and post office address of the registered office of the corporation in Idaho is: First Security Building, c/o Ralph R. Breshears, Boise, Idaho.

ARTICLE V

The total authorized number of par value shares is: 250 shares of common stock of the par value of \$100 per share, and their aggregate par value is \$25,000.

ARTICLE VI

The name and post office address of each of the incorporators and the number and class of shares subscribed by each are:

<u>Name</u>	<u>Address</u>	<u>Number of Shares Subscribed</u>	<u>Class</u>
Edwin G. Herring	3013 Terrace Dr. Des Moines, Iowa	84	Common
G. E. Ziehlke	4041 Ovid Des Moines, Iowa	83	Common
Robert L. Beneventi	4117 Clinton Ave. Des Moines, Iowa	83	Common

ARTICLE VII

As the corporation is one of the various subsidiaries affiliated with a parent corporation, it is contemplated that there will be relations between this corporation and its parent corporation, and associated companies and persons; therefore, no contract, act or other transaction between this corporation and any person or persons, co-partnership, corporation or association shall be affected or invalidated by the fact that any one or more of the stockholders, directors or officers of this corporation is interested in, or is a stockholder, director or officer of such other corporation or association, or is a party to or interested in such contract, act or other transaction, or in any way connected with such person or persons, co-partnership, association or corporation or that in any transaction between this corporation and another corporation either of them is a stockholder in the other. Any person who may become a director

of this corporation is hereby relieved from all disability or liability arising out of any contract in good faith with the corporation for the benefit of himself or any person or persons, co-partnership, association or corporation in which he may have or represent a financial interest.

Dated this 24th day of January, 1963.

Edwin G. Herring
Edwin G. Herring

G. E. Ziehlke
G. E. Ziehlke

Robert L. Beneventi
Robert L. Beneventi

STATE OF IOWA)
) SS.
COUNTY OF POLK)

On this 24th day of January, A.D. 1963, before me, the undersigned, a Notary Public in and for said County in said State, personally appeared Edwin G. Herring, G. E. Ziehlke and Robert L. Beneventi, to me known to be the identical persons named in and who executed the foregoing Articles of Incorporation, and they acknowledged that they executed the same as their voluntary act and deed.

Earl Holmes
Notary Public in and for Polk County, Iowa

My Commission Expires: July 4, 1963.

CONSENT TO USE NAME

I, John E. Peterson, certify that I am Executive Vice President of each of the following corporations, who, by these presents, give their consent to Dial Finance Company of Pocatello to use the name Dial Finance Company of Pocatello.

John E. Peterson
John E. Peterson, Executive Vice President

Dial Finance Company of Boise

Dial Finance Company of Idaho Falls

STATE OF IOWA)
) SS.
COUNTY OF POLK)

Subscribed and sworn to before me this 24th day of January, 1963.

Earl H. Adams
Notary Public in and for Polk County, Iowa

My Commission Expires: July 4, 1963.