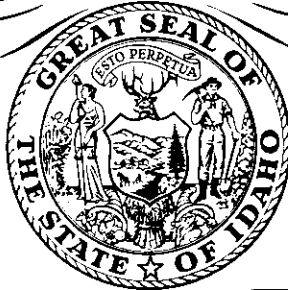


# State of Idaho



## 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

#### DIVERSIFIED INVESTMENT CORPORATION

was filed in the office of the Secretary of State on the **Thirty-first** day  
of **October,** A.D. One Thousand Nine Hundred **Sixty-one** and  
duly recorded on Film No. **114** 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  
**Blackfoot** in the County of **Bingham**

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 **31st** day of **October**,  
A.D., 1961 .

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
DIVERSIFIED INVESTMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS;

That the undersigned, all of whom are bona fide residents of the State of Idaho and citizens of the United States of America, and over the age of majority, do hereby associate ourselves for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify:

ARTICLE I. Name. The name of this corporation shall be:

DIVERSIFIED INVESTMENT CORPORATION

ARTICLE II. Objects and Purposes. The purposes for which this corporation is formed are as follows:

(a) To engage in, conduct and transact the general business of investing in or acquiring, and of selling or otherwise disposing of, the capital assets and liabilities of finance companies, financial institutions, insurance companies, or any part thereof, associations, agencies or businesses, or in connection therewith to contract for or arrange with other companies or businesses for the reinsurance of any risk undertaken, and for the assumption and guaranty of any liabilities acquired by such investment, all as provided by law and as deemed by the directors as advantageous to the best interests of this corporation, and

(b) To raise money by the issue of shares or otherwise, and to invest the money so raised in the purchase of, or otherwise to acquire and hold, any stock, bond, debenture, share, scrip, or securities issued or having any guaranty by any government, municipality, trust, local authority or other body incorporated or unincorporated, public or private, of the United States or any country or state under the protection of the United States or issue, or having any guaranty by any corporation or company incorporated, constituted or carrying on business in the United States or elsewhere. To acquire and hold or otherwise deal with, in or on behalf of or for others, any stock, bond, debenture, shares, scrip or securities of any government, state or authority, municipal, local or otherwise, and any bond, debenture, stock, scrip, obligation, shares, stocks or securities of any corporation or company.

To borrow or raise money for issue or sale of any bonds, mortgages, debentures or debenture stock of the company and to invest any money so raised in any such investments as aforesaid. To acquire any such investments as aforesaid by original subscription, underwriting, participation in syndicate or otherwise, and whether or not fully paid up, and to make payment thereon as called for, or in advance of call,

or otherwise, and to underwrite or subscribe for the same conditionally or otherwise, and either with a view to investment or for resale, or otherwise, and to vary the investments of the company and generally to sell, exchange or otherwise dispose of, deal with or turn to account any of the assets of the company. To negotiate loans, to offer for public subscription, or otherwise to aid or assist in placing any such investments as aforesaid. To give any guaranty in relation to any such investments issued by or acquired through or from the company. To offer for public subscription or shares of stock in the capital of, or debentures or debenture stock or other securities of, or otherwise to establish or promote or concur in establishing or promoting any company, association, undertaking or public or private body.

(c) To invest such money as may come into the possession of this corporation in the course of its business in real or personal property in any manner not inconsistent with or prohibited by the laws of the State of Idaho, and to loan such money upon mortgages or other security or securities upon any lawful terms as the Board of Directors may deem advantageous to the best interests of this corporation, and

(d) To acquire, hold, pledge, encumber, assign, lease or dispose of such real and/or personal property, including businesses of any nature, and including stocks and bonds of other companies as may be deemed advisable by the Board of Directors for the best interest of this corporation, either for the general administration of its business or in fulfillment of its investment purposes.

(e) To purchase, hold, sell, loan, discount or re-discount, or otherwise deal with notes, drafts, title retaining contracts on household appliances, furniture, fixtures, trucks, farm machinery and all other personal property, all forms of commercial papers or other evidences of indebtedness, contract, mortgages, both real and chattel, trust deeds, and to represent the buyer or seller in any such transaction or anyone else in or concerning the same.

(f) To purchase, hold and use from time to time as it may see fit, any part of its own stock, using for such purpose any part of its surplus. While this corporation holds the same it shall not be entitled to vote such stock or to receive dividends thereon.

(g) To purchase, hold, acquire, and sell stock in any other corporation or corporations.

(h) To borrow money and execute notes and mortgages therefor and to loan money and to take notes and mortgages to secure the repayment of the same.

(i) To do all things incident to or connected with any of the aforesaid purposes which might further or aid the purposes and objectives aforesaid.

(j) To build, sell, lease, rent and deal in bomb shelters of all kinds.

(k) To deal in, arrange for and issue credit cards of all types and covering every line of credit.

(l) To enjoy any and all powers granted generally by the laws of the State of Idaho to business corporations.

ARTICLE III. Existence. The period of existence of this corporation shall be perpetual.

ARTICLE IV. Registered Office. The location and post office address and the registered office of this corporation shall be Blackfoot, Bingham County, Idaho.

ARTICLE V. Directors. The business and prudential affairs of this corporation shall be managed by a Board of Directors. The number of Directors of this corporation shall be not less than three, nor more than eleven, the number to be determined from time to time by the Board of Directors. A Director shall own at least one share of stock in the corporation.

The names and post office addresses of the Directors until the first annual meeting of the stockholders are as follows:

NAME

POST OFFICE ADDRESS

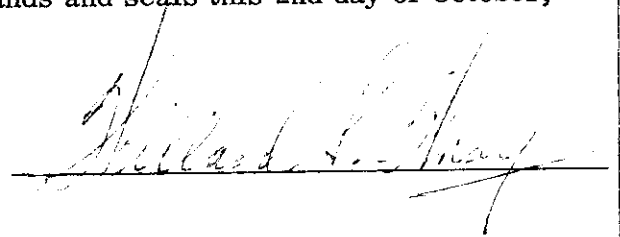
At the first ~~annual~~ meeting of the stockholders, and thereafter, the Board of Directors shall be selected from among the stockholders by the common stockholders. Each common stock holder shall have the right to vote in person or by proxy for the number of shares of stock owned by him for as many persons as there are directors to be elected or to cumulate said shares and give one candidate as many votes as the number of directors multiplied by the number of his shares of stock, shall equal, or to distribute them on the same principal among as many candidates as he shall think fit and such director shall not be selected in any other manner. No director, officer, agent or attorney of the corporation, in the absence of fraud, shall be disqualified by his office or his relationship with the corporation from dealing or contracting with the corporation as a vendor, purchaser, agent, employee or otherwise, nor, in the absence of fraud, shall any transaction or contract of the corporation be invalidated or rendered voidable or deemed improper by virtue of such pecuniary relationship; provided that at a meeting of the Board of Directors ratifying any such contract or transaction, the existence of such interest is disclosed and spread upon the records at a meeting to which a quorum of the Board of Directors shall be present and the transaction shall have been authorized or ratified by a majority of such quorum.

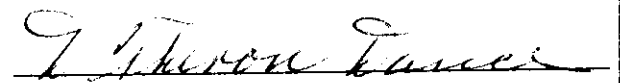
ARTICLE VI. Capitalization. The amount of capital stock of this corporation shall be \$2,000,000.00 divided into one million shares at the par value of \$2.00 per share. The amount of capital stock which has actually been subscribed and paid for is \$6,400.00 by the following named persons with the amount of stock of each, to-wit:

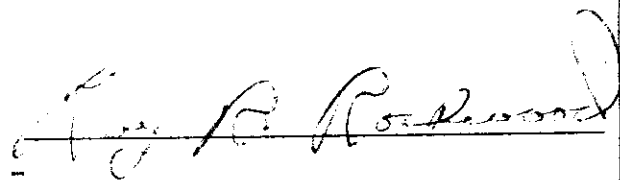
| <u>NAME</u>       | <u>P.O. ADDRESS</u>                   | <u>NO. OF<br/>SHARES</u> | <u>PAR VALUE</u> |
|-------------------|---------------------------------------|--------------------------|------------------|
| Willard S. Wray   | Moreland, Idaho                       | 200                      | \$400.00         |
| D. Theron Dance   | Thomas, Idaho                         | 200                      | \$400.00         |
| Ray R. Rockwood,  | 290 S. Adams<br>Blackfoot, Idaho      | 200                      | \$400.00         |
| Stephen G. Gheen, | N. E. Blackfoot,<br>Idaho             | 200                      | \$400.00         |
| George S. Brower  | N. Blackfoot, Idaho                   | 200                      | \$400.00         |
| Jack M. Christ    | 645 S. Fisher<br>Blackfoot, Idaho     | 200                      | \$400.00         |
| D. D. Watt        | Pingree, Idaho                        | 200                      | \$400.00         |
| Derrell Gneiting  | Moreland, Idaho                       | 200                      | \$400.00         |
| Blaine Ramey      | Rich Lane,<br>Blackfoot, Idaho        | 200                      | \$400.00         |
| Richard Dixey     | R.R., Blackfoot,<br>Idaho             | 200                      | \$400.00         |
| Darwin L. Young   | Moreland, Idaho                       | 200                      | \$400.00         |
| Weldon Young      | Shelley, Idaho                        | 200                      | \$400.00         |
| Walter G. Hoge    | 1035 Riverton Rd.<br>Blackfoot, Idaho | 200                      | \$400.00         |
| Elwin W. Murdock  | Rockford, Idaho                       | 200                      | \$400.00         |
| James E. Baird    | 515 E. Judicial<br>Blackfoot, Idaho   | 200                      | \$400.00         |
| J. Marvin Wray    | Moreland, Idaho                       | 200                      | \$400.00         |

ARTICLE VII. Stockholders' and/or Directors' Meeting. Meetings of the Board of Directors and/or meetings of the stockholders may be held at any place within or without the State of Idaho, but shall be held in such manner and upon such notice as by law provided and as determined specifically by the By-Laws of the corporation.

IN WITNESS WHEREOF, we, the undersigned, being of lawful age and citizens of the United States, have hereunto set our hands and seals this 2nd day of October, 1961.







Stephen G. Sheen

~~Geo. S. Bower~~

Jack M. Christ

D. D. Watt

Danell Smithing

Blaine Parkey

Leland Ripley

Verwin L. Young

Weldon Young

Walter G. Hoge

Edwin W. Murdock


James E. Baisel

J. Marvin Gray

STATE OF IDAHO )  
 : ss.  
County of Bingham )

On this 4th day of October, 1961, before me, the undersigned, a Notary Public in and for said county and state, personally appeared J. Marvin Wray, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

  
NOTARY PUBLIC for Idaho  
Residing at: Blackfoot, Idaho

(SEAL)

STATE OF IDAHO )  
 : ss.  
County of )

On this \_\_\_\_\_ day of September, 1961, before me, a notary public in and for said state, personally appeared \_\_\_\_\_, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

\_\_\_\_\_  
NOTARY PUBLIC for Idaho  
Residing at:

(SEAL)

STATE OF IDAHO )  
 : ss.  
County of )

On this \_\_\_\_\_ day of September, 1961, before me, the undersigned, a Notary Public in and for said county and state, personally appeared \_\_\_\_\_, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

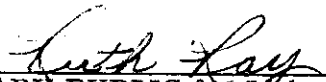
\_\_\_\_\_  
NOTARY PUBLIC for Idaho  
Residing at:

(SEAL)

STATE OF IDAHO     )  
                              : ss.  
County of Bingham    )

On this 22nd day of September, 1961, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Geo. S. Brower, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.


  
\_\_\_\_\_  
NOTARY PUBLIC for Idaho  
Residing at: Blackfoot, Idaho

(SEAL)

STATE OF IDAHO     )  
                              : ss.  
County of Bingham    )

On this 22nd day of September, 1961, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Jack M. Christ, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

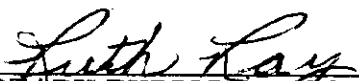
  
\_\_\_\_\_  
NOTARY PUBLIC for Idaho  
Residing at: Blackfoot, Idaho

(SEAL)

STATE OF IDAHO     )  
                              : ss.  
County of Bingham    )

On this 30th day of September, 1961, before me, the undersigned, a Notary Public in and for said county and state, personally appeared D. Theron Dance, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

  
\_\_\_\_\_  
NOTARY PUBLIC for Idaho  
Residing at: Blackfoot, Idaho


(SEAL)



STATE OF IDAHO     )  
                              : ss.  
County of Bingham    )

On this 30th day of September, 1961, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Ray R. Rockwood, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

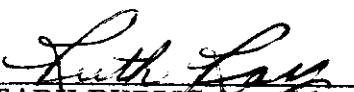
  
NOTARY PUBLIC for Idaho  
Residing at: Blackfoot, Idaho

(SEAL)

STATE OF IDAHO     )  
                              : ss.  
County of Bingham    )

On this 30th day of September, 1961, before me, the undersigned, a Notary Public in and for said county and state, personally appeared D. D. Watt, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.


  
NOTARY PUBLIC for Idaho  
Residing at: Blackfoot, Idaho

(SEAL)

STATE OF IDAHO     )  
                              : ss.  
County of Bingham    )

On this 30th day of September, 1961, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Derrell Gneiting, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

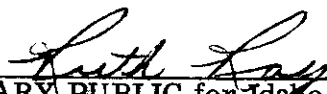
  
NOTARY PUBLIC for Idaho  
Residing at: Blackfoot, Idaho

(SEAL)

STATE OF IDAHO )  
 : ss.  
County of Bingham )

On this 30th day of September, 1961, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Blaine Ramey, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

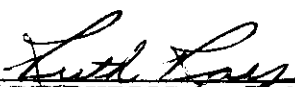
  
NOTARY PUBLIC for Idaho  
Residing at: Blackfoot, Idaho

(SEAL)

STATE OF IDAHO )  
 : ss.  
County of Bingham )

On this 2nd day of October, 1961, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Stephen G. Gheen, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

  
NOTARY PUBLIC for Idaho  
Residing at: Blackfoot, Idaho

(SEAL)

STATE OF IDAHO )  
 : ss.  
County of Bingham )

On this 2nd day of October, 1961, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Richard Dixey, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

  
NOTARY PUBLIC for Idaho  
Residing at: Blackfoot, Idaho

(SEAL)

STATE OF IDAHO     )  
                              : ss.  
County of Bingham    )

On this 2nd day of October, 1961, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Darwin L. Young, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.


  
NOTARY PUBLIC for Idaho  
Residing at: Blackfoot, Idaho

(SEAL)

STATE OF IDAHO     )  
                              : ss.  
County of Bingham    )

On this 2nd day of October, 1961, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Weldon Young, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

  
NOTARY PUBLIC for Idaho  
Residing at: Blackfoot, Idaho

(SEAL)

STATE OF IDAHO     )  
                              : ss.  
County of Bingham    )

On this 2nd day of October, 1961, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Walter G. Hoge, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

  
NOTARY PUBLIC for Idaho  
Residing at: Blackfoot, Idaho

(SEAL)

STATE OF IDAHO     )  
                              : ss.  
County of Bingham    )

On this 3rd day of October, 1961, before me, the undersigned, a Notary Public in and for said county and state, personally appeared James E. Baird, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.


  
NOTARY PUBLIC FOR IDAHO  
Residing at Blackfoot, Idaho

(SEAL)

STATE OF IDAHO     )  
                              : ss.  
County of Bingham    )

On this 4th day of October, 1961, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Willard S. Wray, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.


  
NOTARY PUBLIC for Idaho  
Residing at: Blackfoot, Idaho

(SEAL)

STATE OF IDAHO     )  
                              : ss.  
County of Bingham    )

On this 4th day of October, 1961, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Elwin W. Murdock, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

  
NOTARY PUBLIC For Idaho  
Residing at: Blackfoot, Idaho

(SEAL)