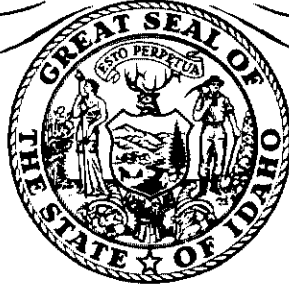


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

CONSUMER CREDIT COUNSELING SERVICE OF IDAHO, INC.

was filed in the office of the Secretary of State on the **TWENTY-THIRD** day of **MAY** A.D., One Thousand Nine Hundred **Sixty-Nine** and ~~will be~~ duly recorded on ~~Film No.~~ **microfilm** 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, Idaho** 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 **23rd.** day of **May**, A.D., 19 **69**.

Pete T. Cenarrusa
Secretary of State.

Asst. Corporation Clerk.

ARTICLES OF INCORPORATION
of
CONSUMER CREDIT COUNSELING SERVICE OF IDAHO, INC.

BE IT KNOWN, that we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and in particular Section 30-117(a), Idaho Code, and the acts amendatory thereof and supplemental thereto, do hereby associate ourselves, together with such other persons as may associate themselves, and their successors, for the purpose of incorporation, and do hereby certify as follows:

ARTICLE I.

The name of the corporation is CONSUMER CREDIT COUNSELING SERVICE OF IDAHO, INC.

ARTICLE II.

The purposes and objects for which the corporation is formed are:

A. To provide a community counseling service through which individuals and families can obtain guidance, education and direct assistance in the avoidance and solution of debt problems and to engage in any lawful activity for which corporations may be organized pursuant to Chapters 10 and 11, Title 30, Idaho Code.

B. To carry out the things hereinabove set forth and matters similar thereto which are now or may hereafter be considered to be in furtherance of these purposes and objects.

ARTICLE III.

The corporation shall have the following powers:

A. To do all acts as are necessary or convenient to obtain the objects and purposes herein set forth to the same

extent and as fully as any natural person could or might do, and as are not forbidden by law or by these articles of incorporation, and, without limiting the generality of the foregoing, the corporation shall have the power to:

1. To take and hold, directly or indirectly, by bequest, devise, gift, purchase or lease, either absolutely or in trust, for any of its purposes, any property, real or personal, without limitation as to the amount or value.

2. To sell, convey, mortgage, grant, assign, lease or otherwise, for any purposes, any property, real or personal, without limitation as to amount or value.

3. To borrow money, draw, make, accept, endorse, transfer, assign, execute and issue, bonds, debentures, notes and other evidences of debts, and for the purpose of securing indebtedness or contracts can assign, deliver, convey, mortgage or pledge any property, real or personal, without limitation as to amount or value, for any of its purposes; to buy, sell, trade and deal in, stocks, bonds and securities of every nature, on margin or otherwise; and, in connection therewith, to borrow money and to pledge any and all stocks, bonds, securities, commodities and contracts for the future delivery thereof.

4. To solicit, collect and receive moneys from public authority or private donors for use for any of its purposes, or in accordance with the requirements of the public authority or wishes of the private donor, if any.

5. To invest and reinvest any principal, and deal with and expend the income and principal of the corporation in such manner as in the judgment of the board of

directors will best promote its purposes; the power of investment and reinvestment shall not be subject to the trust principal prohibiting the mingling of assets from various donors' gifts for investment purposes, whether such gifts are absolute or in trust, nor shall the directors in managing the assets of the corporation be held to a higher fiduciary standard of care than that applicable to directors of commercial corporations.

ARTICLE IV.

In no event shall any income or assets of this corporation be distributed to or inure to the benefit of any member, director, or officer of this corporation, either directly or indirectly, other than as bona fide expenses in carrying out the directions and authorities of the board of directors and officers hereof in carrying out the purposes of the association. In event of dissolution, except upon merger with a corporation with similar purposes, the assets shall be distributed for any purpose in Article II above. No provision of this article shall be amended without unanimous consent of the members and board of directors of this corporation.

ARTICLE V.

This corporation shall have perpetual existence.

ARTICLE VI.

The location and address of the registered office of this corporation is 711-1/2 Bannock Street, Boise, Idaho.

ARTICLE VII.

There shall be no capital stock of this corporation, but there shall be issued membership certificates to each member hereof, and the by-laws of the corporation may establish the classes of membership which shall be represented by the membership certificates which cannot be assigned so that the transferee

thereof can become a member of the association, except upon approval of the board of directors and under such regulations as the by-laws may prescribe. The rights and interests of all members shall be equal.

ARTICLE VIII.

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

R. B. Kading, Jr., 711-1/2 Bannock Street, Boise, Idaho;
William C. Roden, Room 606, Idaho Building, Boise, Idaho;
John L. Runft, 711-1/2 Bannock Street, Boise, Idaho;
Dale O. Morgan, 711-1/2 Bannock Street, Boise, Idaho;
Stanley D. Crow, 711-1/2 Bannock Street, Boise, Idaho.

ARTICLE IX.

The private property of any member of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the membership certificates shall not be subject to assessment for any purpose of paying expenses, conducting business or paying debts of the association.

ARTICLE X.

The number of directors of the association shall be specified in the by-laws and such number may, from time to time, be increased or decreased in such manner as may be prescribed in the by-laws, provided that the number of directors shall not be less than five. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the membership and until their successors are elected and qualified. The officers of the association shall be elected by the members at the annual meeting of said association, and the officers shall be elected for a term of one year or until their successors are elected and qualified.

ARTICLE XI.

The by-laws of the corporation may be altered, amended or new by-laws adopted at any regular meeting or at any special meeting

of the members called for that purpose by the affirmative vote of two-thirds of the members present at such meeting, provided, however, that a quorum, as specified in the by-laws of the corporation or the laws of the State of Idaho, be present.

ARTICLE XII.

The authorized number and qualification of members of this corporation, the different classes of membership, if any, voting and other rights and privileges of each class of membership, and the liability of each and all classes of members for dues and assessments, if any, and the method of collection thereof, shall be set forth in the by-laws of the corporation.

ARTICLE XIII.

No contract or other transaction between the corporation and any other corporation, and no act of the corporation, shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors of a majority thereof; and any director of this corporation who is also a director or officer of another such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction as may any other director; provided, nevertheless, that this thirteenth article is to be construed to allow the corporation to have the advantage of the financial, business and social contacts and

positions of the directors with the only measure of the propriety of such contract or transaction being its fairness to the corporation, as if in the normal transaction of business between disinterested parties.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 23rd day of May, 1969.

R. B. Kading, Jr.
Dale O. Morgan
John L. Runft
William C. Roden
Stanley D. Crow

STATE OF IDAHO }
County of Ada } ss.

On this 23rd day of May, 1969, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared R. B. KADING, JR., WILLIAM C. RODEN, JOHN L. RUNFT, DALE O. MORGAN and STANLEY D. CROW, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same, and that they are persons over the age of twenty-one years and citizens of the United States of America.

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

Ellen C. Moore
Notary Public for Idaho
Residence: Boise, Idaho