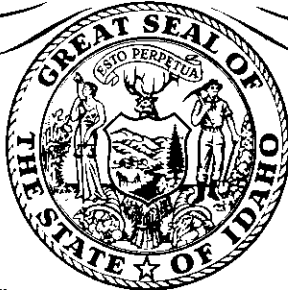


State of Idaho



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

WHITCO, INC.

was filed in the office of the Secretary of State on the **Fifteenth** day of **May**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** 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 **15th** day of **May**, A.D., 19**63**.

Secretary of State.

ARTICLES OF INCORPORATION OF
WHITCO, INC.

We, the undersigned, being three natural persons of full age, all of whom are citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho.

1. The name of the corporation shall be WHITCO, INC.

2. The purposes of the corporation are to engage in the business of brokering and exchange of mortgages, real estate contracts, Deeds of Trust and other evidences of indebtedness secured by Idaho real estate; to engage in the general real estate business, including sale of real estate, the acquiring and re-sale of real estate, appraisals, property management and escrowing; and to do all and everything necessary, suitable, and proper for the accomplishment of any of said purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, or provided by law, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects and purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

3. The duration of this corporation is perpetual.

4. The location and post office address of the registered office of the corporation in the State of Idaho is 2508 Hayden Way, Boise, Idaho.

5. The total authorized number of par value shares is FIVE THOUSAND (5,000). The aggregate par value of the total authorized number of par value shares is FIVE THOUSAND DOLLARS (\$5,000.00).

6. The stock of this corporation shall be of only one class, to be known as common stock, and each share shall have full voting power.

7. The name and post office address of each of the incorporators and the number of shares of common stock for which each subscribes is:

<u>Number of Shares</u>	<u>Name</u>	<u>Post Office Address</u>
1	Stanley E. Whitman	2508 Hayden Way Boise, Idaho
1	Lila B. Whitman	2508 Hayden Way Boise, Idaho
1	Fred K. O'Brien	722 Vista Avenue Boise, Idaho

8. The Board of Directors of this corporation shall consist of at least three members, but not more than seven members, to be fixed by the by-laws. The officers of this corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by one person. The duties of the officers shall be as prescribed in the by-laws and not otherwise.

9. The shareholders of this corporation shall adopt by-laws at their first meeting, and such by-laws so adopted may

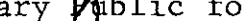
10. The private property of the shareholders of the corporation shall not be subject to payment of corporate debts or obligations and the shares of the corporation shall not be subject to assessment.

Stanley E. Whitman

Lila B. Whitman

Fred K. O'Brien

On this 15th day of May, in the year 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared STANLEY E. WHITMAN, LILA B. WHITMAN, and FRED K. O'BRIEN, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.


Notary Public for the State of Idaho
Residing at Boise, Idaho