

ARTICLES OF MERGER

FILED

CO 175365 12/29/99 09:54

SANDPOINT CREDIT BUREAU, INC.

TO: The Secretary of State of the State of Idaho

COEUR D'ALENE CREDIT BUREAU, INC., an Idaho corporation, whose name was changed to **CHAPMAN FINANCIAL SERVICES, INC.**, pursuant to the Plan of Merger ("Surviving Corporation"), pursuant to Section 30-1-1105 of the Idaho Business Corporation Act, hereby executes the following Articles of Merger for the purpose of merging **SANDPOINT CREDIT BUREAU, INC.**, an Idaho corporation ("Merging Corporation"), into the Surviving Corporation:

1. The Plan of Merger is attached hereto as Exhibit "A".
2. The merger was approved by the shareholders of the Merging Corporation and Surviving Corporation pursuant to Section 30-1-1103, Idaho Code. The total number of shares entitled to vote, which voted for and voted against the Plan are as follows:

Name of Corporation	Class of Shares	Number of Shares Entitled to Vote	Shares Voted For	Shares Voted Against
Coeur d'Alene Credit Bureau, Inc.	Voting Common	15,000	15,000	-0-
Sandpoint Credit Bureau, Inc.	Voting Common	5,000	5,000	-0-

3. These Articles of Merger shall be effective as of the close of business on December 31, 1999.

DATED this 27th day of December, 1999.

COEUR D'ALENE CREDIT BUREAU, INC.

By 

David L. Chapman, President of STATE

12/29/1999 09:00
 CK: 214565 SURVIVING CORPORATION
 1 @ 38.00 = 38.00 PROF DISSO # 2
 1 @ 20.00 = 20.00 EXPEDITE C # 11

C75365

PLAN OF MERGER

THIS PLAN OF MERGER, dated the 27th day of December, 1999, is by and between **COEUR D'ALENE CREDIT BUREAU, INC.**, an Idaho corporation (herein sometimes referred to as the "Surviving Corporation"), and **SANDPOINT CREDIT BUREAU, INC.**, an Idaho corporation (herein sometimes referred to as the "Merging Corporation").

A. Surviving Corporation is a corporation organized and existing under and by virtue of the laws of the state of Idaho, having an authorized capitalization of five hundred thousand (500,000) shares of common stock with a par value of One Dollar (\$1.00), of which fifteen thousand (15,000) shares are presently outstanding, and

B. Merging Corporation is a corporation organized and existing under and by virtue of the laws of the state of Idaho, having an authorized capitalization of five hundred thousand (500,000) shares of common stock with a par value of One Dollar (\$1.00), of which five thousand (5,000) shares are presently outstanding, and

C. The Board of Directors of the Surviving Corporation and the Merging Corporation, the parties hereto, deem it desirable and in the best interests of the corporations and their shareholders that Merging Corporation be merged into the Surviving Corporation.

NOW, THEREFORE, in consideration of the premises and the mutual promises and covenants, and subject to the conditions herein set forth, the merging corporations agree as follows:

1. The merging corporations shall be merged into a single corporation. The Merging Corporation shall merge with and into Surviving Corporation, which shall survive the merger pursuant to the provisions of Section 30-1-1105, *et seq.*, of the Idaho Business Corporation Act. Upon such merger, the separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall become the owner, without other transfer, of all the rights and property of Merging Corporation, and the Surviving Corporation shall become subject to all debts and liabilities of Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them.

2. The Articles of Incorporation of the Surviving Corporation, and any amendments thereto, shall be amended pursuant to this Plan of Merger as follows:

- Article I shall be amended to read as follows:

ARTICLE I Name

The name of this corporation shall be **CHAPMAN FINANCIAL SERVICES, INC.**

- Article VI shall be amended to read as follows:

ARTICLE VI
Directors

1. The number of directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

2. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except liability for (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

- A new Article VIII shall be added to read as follows:

ARTICLE VIII
Indemnification

The Corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents. Without limiting the generality of the foregoing, the Corporation shall indemnify its directors against all liability, damages, and costs or expenses (including attorney's fees) arising from or in connection with service for, employment by, or other affiliation with this Corporation to the maximum extent and under all circumstances permitted by law. No such indemnity shall indemnify any director from or on account of any liability for (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

3. The Directors of the Surviving Corporation, as of the effective date, shall remain the directors of the Surviving Corporation until their respective successors are elected.

4. Because the identity and proportionate shareholdings of shareholders in both the Merging Corporation and the Surviving Corporation is the same, all shares of stock of the Merging Corporation shall be canceled upon the merger and no additional shares of the Surviving Corporation shall be issued.

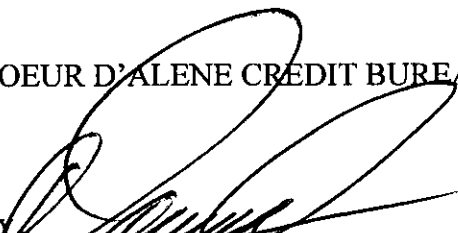
5. Neither the Merging Corporation nor the Surviving Corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Plan.

6. This Plan of Merger will be submitted to the shareholders of the merging corporations, if required, for approval in the manner provided by the applicable laws of the State of Idaho, by means of unanimous consent. After approval by the vote of the holders of at least a majority of the issued and outstanding shares of each corporation required to vote thereon, the Articles of Merger shall be filed as required by the laws of the State of Idaho. The merger shall be effective as of the close of business on December 31, 1999.

7. The directors of either merging corporation may, at their discretion, abandon this merger, subject to the rights of third parties under contracts relating thereto, without further action or approval by the shareholders of the corporations, at any time before the merger has been completed.

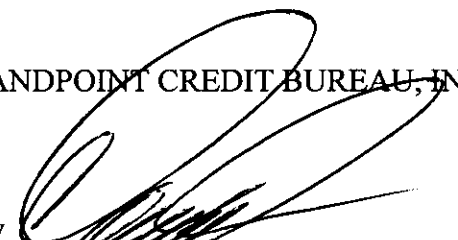
IN WITNESS WHEREOF, the parties have signed this Plan of Merger the day and year first above written.

COEUR D'ALENE CREDIT BUREAU, INC.

By 
David L. Chapman, President

"Surviving Corporation"

SANDPOINT CREDIT BUREAU, INC.

By 
David L. Chapman, President

"Merging Corporation"