

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

FRIENDLY FINANCE CO.

was filed in the office of the Secretary of State on the **Fourteenth** day of **August,** 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

Burley

in the County of

Cassia

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 **14th** day of **August**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
FRIENDLY FINANCE CO.

The undersigned natural persons of the age of twentyone years or more, acting as incorporators of a corporation (hereinafter referred to as the "Corporation") under the provisions of the Idaho Business Corporations Act (hereinafter referred to as the "Act"), adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is FRIENDLY FINANCE CO.

ARTICLE II

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III

Purposes and Powers

The objects and purposes for which this corporationn is formed are: as principal, agent or otherwise, to do in any part of theworld any and all things hereinafter set forth to the same extent as natural persons might or could do in furtherance thereof, but not in limitation of the general powers conferred by the laws of the State of Idaho. We expressly provide that this Corporation shall have power:

(a) To act as agent for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, boiler, elevator, accident, health, burglary, rent, marine, credit, and life insurance, and all other

kinds of insurance, the collection of premiums, and doing such other business as may be delegated to agents by such companies, and to conduct a general insurance agency and insurance brokerage business; to act as agent for insurance companies soliciting and receiving applications for life insurance and to exercise all powers permitted corporations pursuant to Section 41-1001, Idaho Code.

(b) To act as agents, trustees, receivers, liquidators, managers, brokers, attorneys or referees or in other station of trust or confidence in respect to the establishment and promotion of corporations or associations; to acquire, prosecute and execute undertakings, businesses, works, and enterprises of any description in Idaho or elsewhere; to guarantee and investigate the statements by the owners as to the standing, profits, assets and conduct of undertakings, businesses, works, and enterprises of every description in the United States of America or elsewhere; to examine and inquire into, search for, prospect, explore and obtain information with respect to any business, property or undertaking, mines or property and report on the same, in the United States of America or elsewhere; to establish and promote or assist in establishing or promoting companies or associations for the acquisition, prosecution, and execution of undertakings, business, works, projects, and enterprises of any and every description in the United States of America and elsewhere, and to acquire or dispose of and deal in shares and interests in such companies and associations and in any other companies or associations or undertakings thereof; to purchase or take on lease or in exchange, hire or otherwise acquire any real or personal property, rights, franchises or privileges which this Corporation may think suitable or convenient for any of the purposes of its business; to pay out of the funds of the

corporation all expenses of or incidental to the examination and information in respect to any property, business or undertaking of this or any corporation and the issue of its shares, stocks, obligations, or securities including brokerage and commission for obtaining such property or undertaking or for placing its shares or underwriting shares, bonds, debentures or otherwise under the laws of Idaho or of any other state or country, jointly or severally; to promote or establish and in anyway to assist in promoting and establishing agencies; to establish and promote and bring out or issue any company, syndicate, association, or partnership whether public or private in the United States of America, Canada, or England; to enter into any arrangement with any government or authorities, supreme, local, municipal or otherwise, that may seem conducive to the company's objects or any of them, and to obtain from any such government or authorities any rights, privileges and concessions which the company may think desirable to obtain and which may seem conducive to any objects of the company. Generally to undertake and transact any of the business of merchants, capitalists, financial agents, trustees or promoters which seem conducive to any of the objects of the company; to engage in underwriting of securities of any type or nature and to enter in the contracts with other persons, firms or corporations for such purposes as may be authorized by the Board of Directors of this Corporation.

(c) To conduct a general brokerage, agency and commission business for others in the purchase, sale and management of real estate for others and the negotiation of loans thereon; to purchase and sell for others personal property, stocks, bonds, and notes, and to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property or

any evidences of value to secure them, and to act as agents for letting houses, lands, and the collection of rents and the payment of taxes, and exercise all of the rights, powers and duties permitted a corporation pursuant to Chapter 20, Title 54, Idaho Code.

(d) To have the capacity to act possessed by natural persons. To carry on the business of the Corporation in any state of the United States and in foreign countries.

(e) To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.

(f) To act in the State of Idaho and in any state, territory, district, or possession of the United States, or in any foreign country, in the capacity of agent or representative for any individual association, corporation, or other legal entity, respecting any business.

(g) To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(h) To acquire (by purchase, exchange, lease, hire or otherwise) hold, own, manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(i) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests

in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or of any instrumentality thereof.

(j) To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of the shares of the Corporation, but it shall not purchase, either directly or indirectly, its own shares except out of its earned surplus or, with the affirmative vote of the holders of at least two-thirds of all shares entitled to vote thereon, out of its capital surplus, except as otherwise permitted by the Act, by other law, or by these Articles of Incorporation.

(k) To acquire (by application, assignment, purchase, exchange, lease, hire, or otherwise), hold, own, use, license, lease, sell, convey or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits, whether indeterminate or otherwise, certificates of convenience and necessity, certificates of authority, memberships, and other authorizations.

(l) To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications therefor, licenses, formulas, privileges, processes, copyrights and applications therefor, trademarks and applications therefor, trade names and applications therefor.

(m) To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either alone or in

conjunction with others, the rights, property and business of any person, entity, partnership, association, or corporation heretofore or hereafter engaged in any business.

(n) To enter into any lawful arrangements for sharing profits, union of interest, reciprocal association, or co-operative association with any corporation, association, partnership, individual, or other legal entity, for the carrying on of any business.

(o) To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

(p) To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any individual, partnership, association, corporation, or other entity.

(q) To borrow funds, to borrow or raise moneys for any of the purposes of the Corporation, and, from time to time, without limit to an amount; to execute, accept, endorse and deliver, as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(r) To have and exercise all powers necessary or convenience to effect any or all of the purposes for which the Corporation is organized.

(s) To enter into contracts with persons, firms or corporations to sell the stock of this Corporation upon such terms and conditions as may be permitted by resolution of the Board of Directors of this Corporation.

(t) To conduct a small or industrial loan or consumer or finance business for the making of loans of money in such amount or amounts as is permitted by that certain act of the Legislature of the State of Idaho known as the "Idaho Consumer Finance Act" or any similar acts of the State of Idaho in which the corporation may engage in business, at such rates of interest as the corporation shall see fit or as prescribed or permitted by law and in addition to apply for and obtain from the State of Idaho through the Department of Finance a license to engage in the business of making loans of money, credit, goods or things in action as permitted by Chapter 20, Title 26, Idaho Code, and any amendments thereto.

(u) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, 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 or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

ARTICLE IV

Registered Office-Location

The address of the registered office of the Corporation is Burley, Idaho.

ARTICLE V

Authorized Shares--Stock Non-assessable--Voting Power--Dividends

Section 1. Authorized shares. The total authorized capital stock of the corporation shall be divided into 50,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

Section 2. Stock Non-assessable. The private property of the stockholders of this Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assignment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

Section 3. Voting Power. The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of said common stock, who shall be entitled to one vote for each share of common stock held by them of record.

Section 4. Dividends. The holders of the capital stock shall be entitled to receive, when and as declared by the Board of Directors, out of the unreserved earned surplus of the Corporation, as defined in the Idaho Business Corporations Act, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 5. From time to time, the capitalization of this Corporation may be increased or decreased as provided by law and if the capitalization is increased such amendment may provide for different classes of stock with voting or dividend rights or privileges as may be provided in such amendment.

ARTICLE VI

Provisions for Regulation of the Internal Affairs of the Corporation.

Section 1. Meetings of Shareholders. Meetings of the shareholders of the Corporation may be held at such place, within or without the State of Idaho, as maybe provided in the Code of By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the Corporation.

Section 2. Meetings of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. Code of By-Laws. The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the Code of By-Laws, or to adopt a new Code of By-Laws, shall be vested in the Board of Directors. The Code of By-Laws may contain any provision for the regulations and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

ARTICLE VII

Directors

Section 1. Initial Board of Directors. The initial Board of Directors, shall consist of three members, who need not be residents of the State of Idaho or shareholders of the Corporation.

Section 2. Increase or Decrease of Directors. The number of directors is to be not less than three nor more than seven, which number may be increased or decreased from time to time by amendment of the By-Laws; but

no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a By-Law fixing the number of directors the number shall be three.

ARTICLE VIII

Incorporators

The names and post office addresses of the incorporators and the number of shares of common stock subscribed for by such are as follows:

<u>Name</u>	<u>Address</u>	<u>Subscription</u>
Belva S. Larsen	Boise, Idaho	1 share of stock
MaryJean Robinson	Boise, Idaho	1 share of stock
Charlotte Stotler	Boise, Idaho	1 share of stock

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 14th day of August, 1961.

Selma S. Larsen
 Mary Jean Robinson
 Charlotte Stotler

STATE OF IDAHO)
) ss
County of Ada)

On this 14th day of August, 1961, before me, the undersigned, a Notary Public in and for said county and state, personally appeared BELVA S. LARSEN, MARY JEAN ROBINSON and CHARLOTTE STOTLER, known to me to be the persons whose names are subscribed to the foregoing ARTICLES OF INCORPORATION, and acknowledged to me that they executed the same.

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

ve written.

Carole C. Marcus
Notary Public for Idaho
Residing at Boise, Idaho