



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

NORTHWEST FINANCIAL BENEFITS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: June 2, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra Hawley*

Jan 2 9 50 AM '87

SECRETARY OF STATE

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation, under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I

The name of the corporation shall be:

NORTHWEST FINANCIAL BENEFITS, INC.

II

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, to-wit:

A. To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho; to generally engage in, do and perform any enterprise or act that a natural person might or could do or perform.

B. To sell, license, purchase, trade, franchise and generally deal in; - - The financing of Insurance Policies, and the provision of other financial services; to procure, acquire, buy, sell and distribute, at wholesale and retail, in all types of produce, wares, supplies, commodities and merchandise or every kind and nature which may appear to be useful or of an advantage to the Corporation.

C. To purchase, or in anywise acquire, for investment or for sale, or for operation or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real or personal property of any kind or nature, or any interest therein and to manage, improve, develop and turn to account any land or contracts for purchase or sale of lands acquired by the Corporation, or in which the corporation is interested.

D. To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs and the certification and transfer of its stock. The internal affairs of the corporation are to be in compliance with the laws of the State of Idaho.

E. To do all the things necessary, suitable and proper for an incident to the accomplishment of the purposes enumerated above, and for 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, things or thing incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, and especially to exercise all of the powers and rights granted to general business corporations under the laws of the State of Idaho pertaining thereto at the date of the issuance of a certificate of incorporation to the incorporator, including such powers and authority authorized or provided for by Section 30-114, Idaho Code, and any present and or future amendments thereto, provided the same be not inconsistent with the laws under which this corporation is granted.

IN FURTHERANCE AND NOT IN LIMITATION OF the general powers conferred by the laws of the State of Idaho, and of the objects and purposes herein set forth it is expressly provided that this corporation shall also have the following powers, to-wit:

(a) To borrow or loan money with or without security therefore: to issue promissory notes, bonds, debentures, mortgages, stock, security agreements of all kinds, and other evidences of indebtedness.

(b) To make, enter into and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, county, state or federal government.

(c) To sue and be sued, appear, complain and defend in any Court of Law and Equity, or before any Board Commission or Tribunal.

(d) To have one or more offices to conduct its business and promote its objects within or without the State of Idaho, in other states and territories of the United States, or other countries, subject however, to the laws and limitations of such state, territory or country: and to maintain divisions, branches or companies under other names although wholly owned by this corporation.

(e) To apply for, obtain, purchase, or otherwise to acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes or formulas, and the like, which may seem capable of being used for any purpose of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

(f) And to issue shares of capital stock of this corporation in return for mining claims, patents, leases, subleases, assignments and reassignments, property, tangible, and intangible and for services actually rendered to the corporation: such shares to have pre-emptive rights.

III

That the existence of this corporation is to be perpetual after its incorporation, unless sooner dissolved or disincorporated pursuant to law.

IV

That the place where its principal business is to be transacted and the registered office of the corporation in this State shall be in Boise, Ada County, State of Idaho and the mailing address is P.O. Box 4412, Boise, Idaho 83711. The resident agent of the corporation shall be John H. Balloun.

56418 45TH ST N. BOISE, ID 83714

V

The total authorized capital of this Corporation shall be \$500,000.00 divided into 500,000 shares of common stock with a par value of \$1.00 per share. Each share of stock shall be entitled to one vote.

No pre-emptive rights are to be denied any shareholder.

VI

The names and the post office addresses of the incorporators and the initial Board of Directors and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO OF SHARES</u>
John J. Balloun	P.O. Box 4412 Boise, Idaho 83711	1,000

VII

The management of this corporation shall be vested in a Board of Directors, not less than two (2) and not more than seven (7) directors as may be fixed by the by-laws. The directors shall be elected at the annual meeting of the stockholders to be held at the general office of the corporation in said Boise, Idaho, unless at a different place designated by the Board of Directors, at a time in each year, to be designated by the by-laws, and until such election. The name and address of the person who is to serve as director

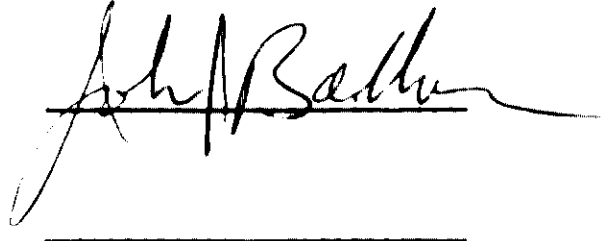
until the first annual meeting of the shareholders or until the successors are elected and qualified.

<u>NAME</u>	<u>ADDRESS</u>
John J. Balloun	P.O. Box 4412 Boise, Idaho 83711
L. R. Todd	Pacific Corp. Credit, Inc. 1001 S W Fifth Ave. Suite 2100 Portland, Oregon 97204

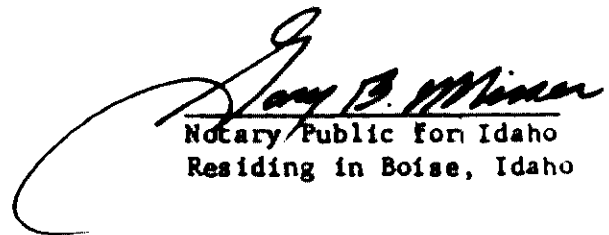
VIII

The power to adopt, repeal or amend by-laws, is hereby conferred upon the directors, as well as the stockholders, to be exercised by such vote of the directors or of the allotted shares as the case may be, not less, however, than the majority hereof as may be fixed by the by-laws.

IN WITNESS WHEREOF, we have hereunto set our hands and seals th
27 day of May, 1987



On this 27th day of MAY, 1987, before me, the undersigned,
a Notary Public in and for the State, personally appeared _____
JOHN J. BALLON, 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 Idaho
Residing in Boise, Idaho