

FILED

MAY 15 9 24 AM '98

SECRETARY OF STATE
STATE OF IDAHO

MAY 7 11 17 AM '98

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

NATIONAL MORTGAGE OF HAILEY, INC.

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

**ARTICLE I
NAME OF THE CORPORATION**

The name of the corporation is National Mortgage of Hailey, Inc. ("Corporation").

**ARTICLE II
PURPOSES OF THE CORPORATION**

The Corporation may do any acts and perform any business permitted by the Idaho Business Corporation Act.

**ARTICLE III
SHARES**

The aggregate number of shares the Corporation is authorized to issue shall be one thousand (1000), all of which shall be common voting stock, no par value.

**ARTICLE IV
PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights.

IDAHO SECRETARY OF STATE

05/07/1998 09:00
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ARTICLE V VOTING

Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.

ARTICLE VI REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 160 Second Street East, Ketchum, Idaho, 83340, and the name of its initial registered agent at such address is Bonnie Ann Moore-Prosch.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the Corporation is two (2) and the names and addresses of such persons to serve as the initial directors are as follows:

<u>Name</u>	<u>Address</u>
William E. Prosch	P.O. Box 2494 Ketchum, ID 83340
Bonnie Ann Moore-Prosch	P.O. Box 2494 Ketchum, ID 83340

ARTICLE VIII LIMITATION OF LIABILITY

No director shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty 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.

**ARTICLE IX
INDEMNIFICATION**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Brian L. Ballard	877 West Main Street Suite 1000 Boise, ID 83702

**ARTICLE XI
EXECUTION**

For the purpose of forming this corporation under the laws of the State of Idaho, the undersigned has executed these Articles of Incorporation on May 7, 1998.


BRIAN L. BALLARD, Incorporator

MAY 15 9 24 AM '98

SECRETARY OF STATE
STATE OF IDAHO

May 13, 1998

Idaho Secretary of State
Statehouse
Boise, Idaho

Re: Consent to Use of Name

Gentlemen:

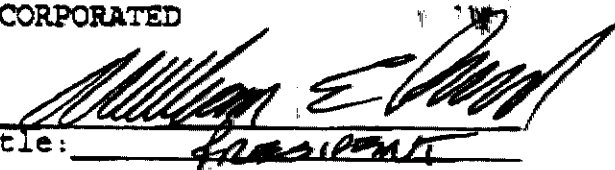
The undersigned officer, on behalf of National Mortgage of Idaho, Incorporated, hereby consents to the use by Brian L. Ballard, as incorporator, of the names of "National Mortgage of Twin Falls, Inc." and "National Mortgage of Hailey, Inc." with respect to the formation of two corporations.

Sincerely,

NATIONAL MORTGAGE OF IDAHO,
INCORPORATED

By

Title:


President