

State of Idaho

Department of State

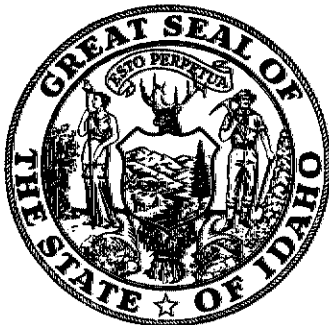
CERTIFICATE OF INCORPORATION OF

IDAHO ASSOCIATION OF MORTGAGE BROKERS, INC.
File number C 109197

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 IDAHO ASSOCIATION OF MORTGAGE BROKERS, INC. duly signed pursuant to the provisions of the Idaho Nonprofit 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: January 25, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Harold*

**ARTICLES OF INCORPORATION
OF
IDAHO ASSOCIATION OF MORTGAGE BROKERS, INC.**

JAN 25 4 52 PM '95
SECRETARY OF STATE

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation for the Corporation.

**Article I
Name**

The name of the Corporation is "Idaho Association of Mortgage Brokers, Inc."

**Article II
Nonprofit Status**

The Corporation is a nonprofit corporation.

**Article III
Period of Duration**

The period of duration of the Corporation is perpetual.

**Article IV
Initial Registered Office and Agent**

The location of this Corporation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is 988 Longmont Avenue, Suite 110, Boise, Idaho 83706, and the name of the initial registered agent at this address is Kristin K. Colfer.

**Article V
Purposes**

The purposes for which the Corporation is organized and will be operated shall be:

Section 1 Primary Purposes

The purpose or purposes for which the Corporation is organized shall be, either alone or in combination with other purposes, the transaction of any lawful activity, including but not limited to promotion of higher business standards and better business methods and encouragement of uniformity and cooperation by an association of mortgage brokers.

IDAHO SECRETARY OF STATE
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ARTICLES OF INCORPORATION OF
IDAHO ASSOCIATION OF MORTGAGE BROKERS, INC. - 1

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Section 2 Limitations

2.1 The Corporation shall have no net earnings inuring to the benefit of any member.

2.2 The associated mortgage brokers shall have as their object the betterment of the conditions of those engaged in such pursuits, the improvement of the grade of their services, and the development of a higher degree of efficiency in their respective occupations.

2.3 The Corporation shall not engage in a regular business of a kind ordinarily carried on for profit.

Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

Article VI Members

The Corporation shall have members who shall have such rights as are provided in the Act and the bylaws and are consistent with the management authority that these Articles of Incorporation grant to the Board of Directors of the Corporation. Any person or legal entity may become a member of the Corporation upon payment of the annual dues or such other consideration, if any, as fixed by the Board of Directors.

Article VII Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) individuals, each of whom, at all times, shall be a member of the Corporation or a shareholder in a legal entity which is a member of the Corporation. The actual number of directors shall be fixed by the Bylaws of the Corporation. Other than the directors constituting the initial Board of Directors, who are designated in these Articles of Incorporation, the directors shall be elected or appointed by the existing directors in the manner and for the term provided by the bylaws of the Corporation.

The names and addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
James P. McGee	3350 Americana Terrace #240 Boise, ID 83706

Charles D. Eberline	7154 W. State Street #386 Boise, ID 83703
Rebecca G. Thomas	8620 W. Emerald Boise, ID 83704
Kristin K. Colfer	988 Longmont Avenue, Suite 110 Boise, ID 83706
Cindy Schwartz	8601 W. Emerald #160 Boise, ID 83704
Rick O'Neal	3148 Woodbrook Place Boise, ID 83706
Ann Edmark-Reed	7310 Potomac Drive Boise, ID 83704
Erv Rohleder	1365 N. Orchard, Suite B Boise, ID 83706

Article VIII Membership Dues

Membership dues may be charged to all members or classes or membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe, as provided in the Bylaws.

Article IX Distribution on Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation, the Bylaws, the Internal Revenue Code or the corresponding sections of any future federal tax codes, and the laws of the State of Idaho in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such

organizations, as such court shall determine to be consistent with the purposes of the Corporation.

**Article X
Incorporator**

The name and street address of the incorporator is Kristin K. Colfer, 988 Longmont Avenue, Suite 110, Boise, Idaho 83706.

**Article XI
Bylaws**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

DATED This 10th day of January, 1995.




Kristin K. Colfer, Incorporator

STATE OF IDAHO)
) ss.
County of Ada)

On this 10th day of January, 1995, before me, Kristin K. Colfer, the undersigned notary public in and for said state, personally appeared Kristin K. Colfer, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purposes therein contained.

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



Notary Public for Idaho
Residing at Boise, ID
Commission Expires 5-27-97