

CERTIFICATE OF INCORPORATION
OF

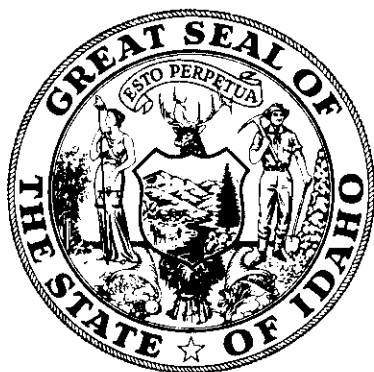
~~CONSUMER CREDIT COUNSELING SERVICE OF NORTHERN IDAHO, INC.~~

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 _____

~~CONSUMER CREDIT COUNSELING SERVICE OF NORTHERN IDAHO, 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 _____ April 16, _____, 19 82 .



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
CONSUMER CREDIT COUNSELING SERVICE OF NORTHERN IDAHO, INC.

BE IT KNOWN, that we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provision of the general corporation laws of the State of Idaho, and in particular Idaho Code 30-301 et seq., and the acts amendatory thereof and supplemental thereto, do hereby associate ourselves, together with such other persons as may associate themselves, and their successors, for the purpose of incorporation, and do hereby certify as follows:

ARTICLE I.

The name of the corporation is CONSUMER CREDIT COUNSELING SERVICE OF NORTHERN IDAHO, INC.

ARTICLE II.

The purposes and objects for which the corporation is formed are:

A. To provide a community counseling service through which individuals and families can obtain guidance, education and direct assistance in the avoidance and solution of debt problems and to engage in any lawful activity for which corporations may be organized pursuant to law.

B. To carry out the things hereinabove set forth and matters similar thereto which are now or may hereafter be considered to be in furtherance of these purposes and objects.

ARTICLE III.

The corporation shall have the following powers:

A. To do all acts as are necessary or convenient to obtain the objects and purposes herein set forth to the same extent and as fully as any natural person could or might do, and

as are not forbidden by law or by these articles of incorporation, and, without limiting the generality of the foregoing, the corporation shall have the power to:

1. To take and hold, directly or indirectly, by bequest, devise, gift, purchase or lease, either absolutely or in trust, for any of its purposes, any property, real or personal, without limitation as to the amount or value.

2. To sell, convey, mortgage, grant, assign, lease or otherwise, for any purposes, any property, real or personal, without limitation as to amount or value.

3. To borrow money, draw, make, accept, endorse, transfer, assign, execute and issue, bonds, debentures, notes and other evidences of debts, and for the purpose of securing indebtedness or contracts can assign, deliver, convey, mortgage or pledge any property, real or personal, without limitation as to amount or value, for any of its purposes, to buy, sell, trade and deal in, stocks, bonds and securities of every nature, or margin or otherwise; and, in connection therewith, to borrow money and to pledge any and all stocks, bonds, securities, commodities and contracts for the future delivery thereof.

4. To solicit, collect and receive moneys from public authority or private donors for use for any of its purposes, or in accordance with the requirements of the public authority or wishes of the private donor, if any.

5. To invest and reinvest any principal, and deal with and expend the income and principal of the corporation in such manner as in the judgment of the board of directors will best promote its purposes; the power of investment and reinvestment shall not be subject to the trust principal prohibiting the mingling of assets from

various donors' gifts for investment purposes, whether such gifts are absolute or in trust, nor shall the directors in managing the assets of the corporation be held to a higher fiduciary standard of care than that applicable to directors of commercial corporations.

ARTICLE IV

In no event shall any income or assets of this corporation be distributed to or inure to the benefit of any member, director, or officer of this corporation, either directly or indirectly, other than as bona fide expenses in carrying out the directions and authorities of the board of directors and officers hereof in carrying out the purposes of the association. In event of dissolution, except upon merger with a corporation with similar purposes, the assets shall be distributed for any purpose in Article II above. No provision of this article shall be amended without majority consent of the members and board of directors of this corporation.

ARTICLE V.

This corporation shall have perpetual existence.

ARTICLE VI.

The location and address of the registered offices of this corporation is 307 Weisgerber Bldg., Lewiston, Idaho 83501.

ARTICLE VII.

There shall be no capital stock of this corporation, but there shall be issued membership certificates to each member hereof, and the by-laws of the corporation may establish the classes of membership which shall be represented by the membership certificates which cannot be assigned so that the transferee thereof can become a member of the association, except upon approval of the board of directors and under such regulations as the by-laws may prescribe. The rights and interests of all members shall be equal.

ARTICLE VIII.

The names and post office addresses of the incorporators are as follows:

Betty Hedge, 1626 17th Street, Lewiston, Idaho 83501;
Leona Armstrong, 3222 Hatwai Road, Lewiston, Idaho 83501;
Alice Kellogg, 1626 17th Street, Lewiston, Idaho 83501.

ARTICLE IX.

The private property of any officer, director or member of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the membership certificates shall not be subject to assessment for any purpose of paying expenses, conducting business or paying debts of the association.

ARTICLE X.

The number of directors of the association shall be specified in the by-laws and such number may, from time to time, be increased or decreased in such manner as may be prescribed in the by-laws, provided that the number of directors shall not be less than five. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the membership and until their successors are elected and qualified. The Officers of the association shall be elected by the members at the annual meeting of said association, and said officers shall be elected for a term of one year or until their successors are elected and qualified.

ARTICLE XI.

The by-laws of the corporation may be altered, amended or new by-laws adopted at any regular meeting or at any special meeting of the members called for that purpose by the affirmative vote of two-thirds of the members present at such meeting, provided, however that a quorum, as specified in the by-laws of the corporation or the laws of the State of Idaho, be present.

ARTICLE XII.

The authorized number and qualification of members of this corporation, the different classes of membership, if any, voting and other rights and privileges of each class of membership, and the liability of each and all classes of members for dues and assessments, if any, and the method of collection thereof shall be set forth in the by-laws of the corporation.

ARTICLE XIII.

No contract or other transaction between the corporation and any other corporation, and no act of the corporation, shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors of a majority thereof; and any director of this corporation who is also a director or officer of another such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction as may any other director; provided, nevertheless, that this thirteenth article is to be construed to allow the corporation to have the advantage of the financial, business and social contacts and position of the directors with the only measure of the propriety of such contract or transaction being its fairness to the corporation, as if in the normal transaction of business between disinterested parties.

XIV

The initial registered agent of this corporation shall be Leona Armstrong, 307 Weisgerber Bldg., Lewiston, Idaho 83501.

XV.

The names and addresses of the initial board of directors is as follows:

Kenneth L. Anderson (President)
314 Weisgerger Bldg.
Lewiston, Idaho 83501

Leona Armstrong (Secretary)
c/o Henderson Motors, Inc.
3222 Hatwai Road
Lewiston, Idaho 83501

Betty Hedge (Treasurer)
c/o Seaport City Retail Employees Credit Union
1626 17th Street
Lewiston, Idaho 83501

Dave Swayne
P. O. Box 9104
Moscow, Idaho 83843

Barbara Schwegel
c/o Chuck's Body Shop
4th and B Streets
Lewiston, Idaho 83501

Mike Greig
Avco Financial Services, Inc.
736 21st St.
Lewiston, Idaho 83501

Alice Kellogg
Valley Health Care Credit Union
1626 17th Street
Lewiston, Idaho 83501

Bettie John
Rainier National Bank
748 6th Street
Clarkston, WA 99403

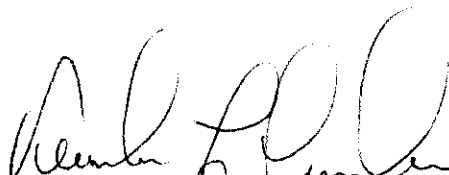
IN WITNESS WHEREOF, we have hereunto set our hand and seals
this 1st day of March, 1982.

Betty J. Hedge
Leona Armstrong
Alice I Kellogg

STATE OF IDAHO)
 :
County of Nez Perce)

On this 1st day of March, 1982, before me, the
undersigned, a notary public in and for said State, personally
appeared Betty Hedge, Leona Armstrong, and Alice Kellogg, known
to me to be the persons whose names are subscribed to the
within instrument 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 in this certificate
first above written.


Notary public of the State of
Idaho, residing at Lewiston therein.

RECEIVED

'82 APR 14 PM 4 46

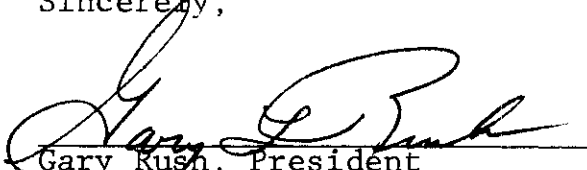
SECRETARY OF STATE
14 APR 11 1982

Kenneth L. Anderson, President
Consumer Credit Counseling Service
of Northern Idaho, Inc.
314 Weisgerber Bldg.
Lewiston, ID 83501

Dear Mr. Anderson:

My organization, Consumer Credit Counseling Service of Idaho, Inc., has no objection to your organization being organized and incorporated under the name "Consumer Credit Counseling Service of Northern Idaho, Inc."

Sincerely,


Gary Rush, President
Consumer Credit Counseling
Service of Idaho, Inc.