

State of Idaho



Department of State

**CERTIFICATE OF QUALIFICATION OF
FOREIGN CORPORATION**

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

MINERAL FINANCE CO. OF WALLACE

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **First** day of **October,** 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **First** day of **October,** 19 **64**, a designation of **T. H. Hinkle or W. C. Roden** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **1st** day of **October**, A.D. 19 **64**.

Secretary of State.

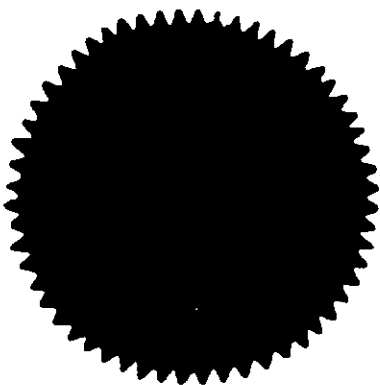
State of Delaware



Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "BENEFICIAL FINANCE CO. OF
WALLACE", as received and filed in this office the twenty-second day
of September, A.D. 1964, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-second *day*
of September *in the year of our Lord*
one thousand nine hundred and sixty-four.



Elisha C. Dukes

Secretary of State

M. F. Talbott

Asst. Secretary of State

THE STATE OF DELAWARE, U. S. A.

CERTIFICATE OF INCORPORATION

of

BENEFICIAL FINANCE CO. OF WALLACE

--oOo--

1. The name of the Corporation is

BENEFICIAL FINANCE CO. OF WALLACE

2. Its principal office in the State of Delaware is located at No. 1300 Market Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is Southern Trust Company, No. 1300 Market Street, Wilmington, Delaware.

3. The nature of the business of the Corporation and the objects or purposes proposed to be transacted, promoted or carried on by it are as follows, namely:

(a) To engage in the business of making loans or advancements of monies, with or without guaranty or security as evidenced by notes or pledges or mortgages upon chattels or other personal property, by assignments of wages, or otherwise, and repayable in monthly instalments or otherwise, and to lend money in large or small sums with or without security therefor, on any terms.

(b) To purchase or otherwise acquire, hold, own, sell, assign, transfer, mortgage, pledge or otherwise deal in and dispose of, as principal, agent, or otherwise, conditional sales obligations and other time paper, bonds, notes, leases, debentures, open accounts, other evidences of debt and other choses in action, made by individuals, firms, corporations or other legal entities.

(c) For any purpose and upon any terms, to borrow or raise money and to issue, draw, make, accept, endorse, guarantee, sell and dispose of bonds, debentures, notes, drafts, bills of exchange, warrants, certificates of indebtedness, certificates of interest and other obligations and securities of the Corporation, secured or unsecured and howsoever evidenced, and as security therefor to mortgage, pledge, convey, assign in trust or grant any charge or impose any lien upon all or any part of the real or personal property, rights, interests, or franchises of the corporation, whether owned by it at the time or thereafter acquired.

- (d) To make, buy, lease, hold, sell, trade, deal; own, mortgage, pledge, assign, transfer, or otherwise acquire or dispose of bonds, stocks, goods, wares and merchandise and real or personal property of any and every class and description (except gold and silver bullion or foreign coins), provided the same be not inconsistent with the laws of the State of Delaware or of the United States of America in such case made and provided.
- (e) To acquire the good will, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this Corporation, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.
- (f) To subscribe for, purchase, acquire, hold, exchange, sell, deal in and dispose of the stocks, trust certificates of equitable interest, certificates of indebtedness, debentures or collateral bonds, or mortgage bonds, obligations and other evidences of indebtedness or other securities of any corporation, trust or association, domestic or foreign; to possess, enforce and exercise all the rights and privileges of individual owners or holders thereof, and to exercise any and all lawful voting powers thereon. The Corporation may issue any of its stocks, income certificates, debentures, bonds, or notes in whole or part payment for any stocks, securities, debentures, assets, notes, mortgages, collateral, goodwill or other property, of any other corporation or may pay cash in whole or part therefor as agreed between the Corporation and such other corporation or any of the holders of its stocks, bonds or other securities.
- (g) To enter into joint adventures with any other corporation, association, copartnership, persons or trustees, for engaging in, holding or financing any business.
- (h) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or in connection with any person, firm, association or corporation.
- (i) To have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Delaware upon corporations formed under the Acts hereinafter referred to or under any act amendatory thereof or supplemental thereto or substituted therefor.
- (j) To have offices, conduct its business and promote its objects within and without the State of Delaware, or in other states of the United States or elsewhere, without restriction as to place or amount.

The foregoing clauses are to be construed both as objects and powers and it is hereby expressly provided that the enumeration therein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the General Corporation Law of Delaware may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this paragraph 3 of this certificate of incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause or section of this paragraph or of any other paragraph of this certificate of incorporation.

4. The total number of shares of stock which the corporation shall have authority to issue is two hundred fifty (250) shares of the par value of one hundred (\$100) dollars each, all of one class.

(a) The Board of Directors, from time to time, may cause shares of stock of the Corporation to be issued, sold, transferred or otherwise disposed of for such consideration, but not less than the par value thereof, and on such terms as the Board of Directors, from time to time, in its discretion lawfully may determine.

(b) The Board of Directors may, by resolution, determine that only a part of the consideration which shall be received by the Corporation for any of the shares of its stock which it shall issue, from time to time, shall be capital, provided, however, that the part of such consideration which is allocated to capital shall be at least equal to the par value of such shares.

5. The minimum amount of capital with which the Corporation will commence business is one thousand dollars (\$1,000).

6. The names and places of residence of each of the incorporators are as follows:

<u>NAMES</u>	<u>PLACES OF RESIDENCE</u>
A. M. Willing	Wilmington, Del.
L. M. Anderson	Wilmington, Del.
W. E. Thompson	Wilmington, Del.

7. The corporation is to have perpetual existence.

8. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

9. Directors or Officers of the Corporation are not required to be stockholders. The Board of Directors shall be such number as shall be fixed, from time to time, by the by-laws, but not fewer than three.

10. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized:

(a) From time to time, to make, adopt, alter, amend and repeal by-laws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal By-Laws made by the Board of Directors.

(b) The Board of Directors may, by resolution passed by a majority of the whole board, designate not fewer than three nor more than five of their number to constitute an executive committee; which committee shall, for the time being, as provided in said resolution or in the by-laws of the Corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, and have power to authorize the seal of the Corporation to be affixed to all papers which may require it.

(c) To authorize and cause to be executed liens upon any of the property of the Corporation to secure any existing or proposed debt.

(d) To fix, determine and vary, from time to time, the amount to be maintained as surplus and the amount or amounts to be set apart as capital.

(e) To set apart out of any funds of the Corporation available for dividends a reserve or reserves for any lawful purpose, and also to abolish any such reserve in the same manner in which it was created.

11. No contract, act or other transaction between this Corporation and any person or persons, copartnership, corporation or association shall be affected or invalidated by the fact that any one or more of the stockholders, directors, or officers of this Corporation is interested in, or is a stockholder, director or officer of such other corporation or association or is a party to or interested in such contract, act or other transaction or in any way connected with such person or persons, copartnership, association or corporation, or that in any transaction between this Corporation and another corporation, either of them is a stockholder in the other. Any person who may become a director of this Corporation is hereby relieved from all disability or liability arising out of any contract in good faith with the Corporation for the benefit of himself or any person or persons, copartnership, association or corporation in which he may have or represent a financial interest.

12. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code,

order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

13. The corporation reserves the right, from time to time, to amend, alter, change or repeal any provision in this certificate of incorporation in the manner now or hereafter prescribed by the General Corporation Law and to amend its by-laws; and all rights conferred on stockholders are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, being Title 8 of the Delaware Code, and the acts amendatory thereof and supplemental thereto, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 21st day of September A. D. 1964.

In the presence of

[Signature]
[Signature]
[Signature]

A. M. Willing (Seal)

L. M. Anderson (Seal)

W. E. Thompson (Seal)

A C K N O W L E D G M E N T

STATE OF DELAWARE)
COUNTY OF NEW CASTLE) ss.
CITY OF WILMINGTON)

BE IT REMEMBERED, That on this 21st day of September, 1964 before me a notary public of the State of Delaware, residing in the City of Wilmington, personally came A. M. Willing, L. M. Anderson and W. E. Thompson, parties to the foregoing certificate of incorporation, known to me personally to be such and severally acknowledged said certificate of incorporation to be the act and deed of the signers, and that the facts therein stated are truly set forth.

Given under my hand and notarial seal the day and year aforesaid.

Charles W. Donavan
Notary Public, Delaware