

ARTICLES OF INCORPORATION

OF

ICS FINANCIAL, INC.

2003 JUN 16 PM 12:28

CLERK OF STATE
STATE OF IDAHO

BYRON BARFIELD, the undersigned, to form a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

I

The name of the corporation is ICS FINANCIAL, INC.

II

The period of its duration is perpetual.

III

The purpose or purposes for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code.

IV

The aggregate number of shares, which the corporation shall have the authority to issue is Ten Thousand (10,000) shares, with no par value.

V

The address of the initial registered office of the corporation and registered agent at such address is:

Registered Agent

Address

Edwin L. Litteneker

322 Main Street
Lewiston, ID 83501

IDAHO SECRETARY OF STATE
06/16/2003 05:00
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VI

The name and post office address of the incorporator hereof and of the person who shall serve as initial director until the first annual meeting of the shareholders are:

Incorporators

Address

Byron Barfield

158A Thain Road
Lewiston, ID 83501

Cathy Barfield

158A Thain Road
Lewiston, ID 83501

Board of Directors

Address

Byron Barfield

158A Thain Road
Lewiston, ID 83501

Cathy Barfield

158A Thain Road
Lewiston, ID 83501

VII

The stock of the corporation shall be non-assessable common stock.


VIII

A director shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall be liable for the following:

- a) For any breach of the director's duty of loyalty to the corporation or to its stockholders.
- b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c) For acts or omissions which involve director liability as provided in Idaho Code section 30-1-48, which states, in pertinent part, that a director shall be liable under the following circumstances:

- DATED on this 11 day of June 2003.

2003.


Byron Barfield

On this the 11 day of June, in the year 2003, before me a notary public personally appeared **Byron Barfield**, personally known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

A circular notary seal for Sarah Denham, a Notary Public in the State of Ohio. The seal features a central sunburst design. The text "SARAH DENHAM" is curved along the top inner edge, "NOTARY PUBLIC" is curved along the bottom inner edge, and "STATE OF OHIO" is curved along the very bottom inner edge. The seal is stamped in black ink.

Sarah Sennler
Notary Public for Idaho
Residing at: Lewiston, ID
Commission Expires: 4/21/09