



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

PACIFIC INTER-MOUNTAIN SECURITIES, INC. OF IDAHO

was filed in the office of the Secretary of State on the **18th** day
of **February** A.D. One Thousand Nine Hundred **Fifty-eight** and
duly recorded on Film No. **101** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at

Boise in the County of **Ada**

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 **18th** day of **February** ,
A.D., 19**58** .

Secretary of State.

CONSENT

TO: SECRETARY OF STATE, State of Idaho

WE, the undersigned, the officers of PACIFIC INTER-MOUNTAIN SECURITIES, INC., a Montana corporation, do hereby consent to the use of the name of PACIFIC INTER-MOUNTAIN SECURITIES, INC. of IDAHO, by the Idaho corporation.

Pacific Inter-Mountain Securities, Inc.
Donald J. Glaree Pres.
Donald Glaree Secy.

ARTICLES OF INCORPORATION
OF
PACIFIC INTER-MOUNTAIN SECURITIES, INC. OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: 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 provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is Pacific Inter-Mountain Securities, Inc. of Idaho.

SECOND

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

- (a) To buy, sell, and otherwise deal in stocks, bonds, notes or other investments, including the right to hold, buy, sell, lease, mortgage, or otherwise encumber, sell, and dispose of real and personal property of all kinds and descriptions.
- (b) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investments, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations and other evidences of indebtedness of any corporation, common law trust, or any other business organization now or hereafter existing, and whether created by or under the laws of the State of Idaho, or otherwise, and while owners of any of said shares of capital stock or bonds or other property to exercise all rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time to the same extent as natural persons might or could do, and also to purchase, hold and sell any of its obligations, including investment trust certificates and to make credit advances thereon as may be determined from time to time; and, further, to act as dealer agent, broker or principal in the business of offering, buying, selling or otherwise dealing or trading in securities issued by other persons or corporations. None of the above powers, by any implication or construction, shall be deemed to grant the corporation the power of carrying on the business of banking.

(c) To buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares and merchandise of every kind, nature and description;

(d) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount;

(e) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(f) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(g) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

(h) To acquire, hold, sell, re-issue, or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation, and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(i) To purchase or otherwise acquire the whole or any part of the property, assets, business and good-will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(j) To organize, incorporate and re-organize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(k) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association or corporation;

(1) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said State, or under any Act amendatory thereof or supplemental thereto or substituted therefor;

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein 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 contained herein 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 Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, 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 sub-paragraphs (a) to (1) inclusive, of paragraph Second of these Articles 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 sub-paragraph, clause or paragraph of these Articles of Incorporation.

THIRD

The corporation is to have perpetual existence.

FOURTH

The location and postoffice address of the registered office of the corporation is 824 Bannock Street, Boise, Ada County, Idaho.

FIFTH

The amount of the capital stock of this corporation shall be, and is Fifty-two Thousand (52,000) shares, divided into Fifty Thousand (50,000) shares of common stock of the par value of One Dollar (\$1.00) each and Two Thousand (2,000) shares of preferred stock of the par value of One Hundred (\$100.00) each.

The terms on which these two classes of stock are created and the particular character of the preference of the preferred stock and the conditions and limitations applying thereto and to the common stock are as follows:

(a) The holders of the preferred stock shall be entitled to receive, when and as declared by the Board of Directors of this corporation, cumulative dividends thereon from the date of issuance of said preferred stock at the rate of six per cent (6%) per annum and no more, payable out of the surplus profits of this corporation annually before any dividends shall be paid or set apart for the common stock. Dividends on the preferred stock shall be accumulative, so that if in any year dividends amounting to six percent (6%) shall not have been paid on such stock, the deficiency shall be paid before any dividends shall be declared or paid upon or set apart for the common stock.

(b) The preferred stock, all or any part thereof, from time to time, shall, at the option of the Board of Directors, be subject to call, redemption and retirement on any dividend paying date, any time after date of issue, as set forth in the resolution of issue, at the price of One Hundred Ten Dollars (\$110.00) per share, and dividends accumulated and unpaid thereon.

The specific method of call, which shall include the way of determining what stock is to be called, shall be fixed by the Board of Directors in the resolution of issue. The holder, or holders, of the share, or shares, called shall receive written notice of the call. Prior to the expiration of such written notice and after it has been determined what stock is to be called, the company shall deposit in some trust company in the City of Helena, Montana, or some other trust company or bank that might be designated from time to time by the Board of Directors, an amount sufficient to pay the call price on the stock called, plus all unpaid and accruing dividends up to and including the date of the call, which date for the purpose of determining the amount to be deposited is hereby fixed as at the expiration of said written notice.

The company shall have the right to purchase in the open market and at private sale any of such preferred shares of stock, to retire the stock so purchased, or hold it without retirement, to sell, re-sell, or transfer it, for such considerations and other such terms and conditions as the Board of Directors, in its sole discretion, shall or may deem advisable, and the company shall have the right, through its Board of Directors, to exchange the preferred stock so acquired and not retired, for stock in this corporation or stock in other corporations.

(c) Out of any surplus profits of the corporation remaining after the payment of full dividends on the preferred stock for all previous dividend periods and after full dividends thereon for the then current annual dividend period shall have been declared and paid in full or provided for, then, and not otherwise, dividends may be declared and paid upon the common stock.

(d) In the event of any liquidation, dissolution, or winding up of the corporation, the holders of the preferred stock shall be entitled to be paid in full the par value thereof, and all accrued unpaid dividends thereon, before any sum shall be paid to or any assets distributed among the holders of the common stock, but after payment to the holders of the preferred stock of the amounts payable to them as hereinbefore provided, the remaining assets and funds of the corporation shall be paid to and distributed among the holders of the common stock.

(e) Holders of common stock in this corporation shall be entitled to one vote for each and every share of common stock standing in his, her, or its name at any and all meetings of the stockholders of the corporation. No holder of preferred stock shall be entitled to cast any vote on account of ownership of any such preferred stock; provided, however, that if at any time the corporation be in default of payment of accumulated dividends on such preferred stock and such default shall exist or shall have existed for two calendar years, each holder of the preferred stock shall be entitled to one vote for each and every share of preferred stock standing in his, her, or its name at any and all meetings of stockholders, and such voting rights shall continue until all accumulated dividends on preferred stock shall have been fully paid.

SIXTH

The names and postoffice addresses of the incorporators, and the number of shares subscribed for by each, are as follows:

<u>NAME</u>	<u>POSTOFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
John W. Warren	P. O., Box 93, Boise, Idaho	One
Leonard Engstrom	720 Bacon Drive, Boise, Idaho	One
Arnold Olsen	Power Block, Helena, Montana	One

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH

The number of Directors of the corporation shall be as 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 the number of Directors of the corporation shall not be less than three. 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 stockholders and until their successors are elected and qualified.

NINTH

Stockholders of the corporation shall have pre-emptive and preferential right of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, issued, or sold, and the Board of Directors, in issuing stock of the corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the stockholders of the corporation.

TENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good-will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

ELEVENTH

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.

or a majority thereof; and any Director of the corporation who is also a Director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

TWELFTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 17th day of February , 1958.

John W. Warren
Leonard Engstrom
Arnold Olsen

STATE OF IDAHO)
: ss.
County of Ada.)

On this 17th day of February , in the year 19 58 , before me, the undersigned a Notary Public in and for said State, personally appeared JOHN W. WARREN, LEONARD ENGSTROM, and ARNOLD OLSEN,

known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same, and that they were citizens of the United States and over the age of twenty-one years.

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

OB Bue
Notary Public for Idaho
Residing at Boise, Idaho.