



CERTIFICATE OF INCORPORATION  
OF

**FIDELITY MUTUAL FINANCIAL CORPORATION**

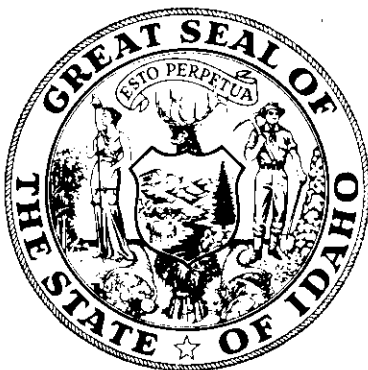
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**FIDELITY MUTUAL FINANCIAL CORPORATION**

duly signed pursuant to the provisions of the Idaho Business 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: **March 31, 1983**



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
FIDELITY MUTUAL FINANCIAL CORPORATION

ARTICLE I

NAME

The name of this corporation is FIDELITY MUTUAL FINANCIAL CORPORATION..

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSES

The purpose for which this corporation is organized is the transaction of any or all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

CAPITALIZATION

This corporation is authorized to issue only one class of shares, which shall be designated "common" shares. The total authorized number of such shares, which may be issued is ONE THOUSAND (1,000). All of such shares shall have a ONE DOLLAR (\$1.00) par value.

ARTICLE V

PRINCIPAL OFFICE AND AGENT

The location in the State of Idaho where the principal office for the transaction of the business of this corporation is to be located shall be the City of Ketchum. The name and address in this state of the corporation's initial registered agent is Rand L. Peebles, 319 Walnut Avenue, P. O. Box 297, Ketchum, Idaho 83340.

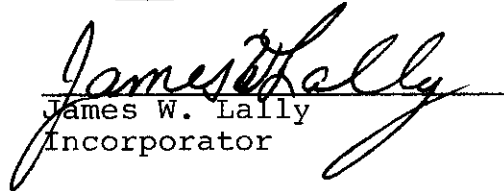
ARTICLE VI

INCORPORATORS AND DIRECTORS

The incorporators and directors and their addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JAMES W. LALLY	P. O. Box 5161 Eugene, OR 97405

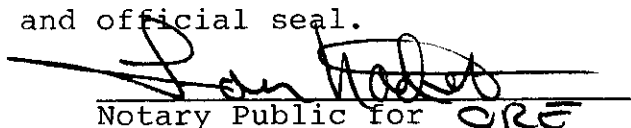
IN WITNESS WHEREOF, for the purpose for forming this corporation under the laws of the State of Idaho, the undersigned incorporator of this corporation has executed these Articles of Incorporation this 24 day of February, 1983.

  
James W. Lally  
Incorporator

STATE OF ORE )  
COUNTY OF LANE ) ss.

On this 24 day of FEB, 1983, before me, the undersigned, a Notary Public in and for said county and state, personally appeared JAMES W. LALLY, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

WITNESS my hand and official seal.

  
Notary Public for ORE  
Residing at \_\_\_\_\_

H.T.S. of EUGENE SPRINGFIELD  
2644 RIVER ROAD, SUITE 5  
EUGENE, OREGON 97404

MY COMM. EXPIRES 3-30-83