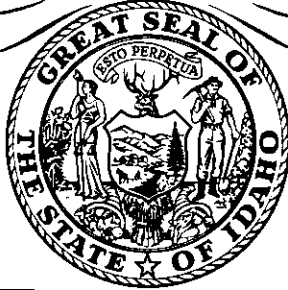


# State of Idaho



## 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

#### **MUTUAL FUND ASSOCIATES, INCORPORATED**

a corporation duly organized and existing under the laws of **California** 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 **Eleventh** day of **May** 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **Eleventh** day of **May** 19 **62**, a designation of **J. L. Eberle, or T.H.Eberle** or **W. D. Eberle** 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 **11th** day of **May**, A.D. 19**62**.

Secretary of State.

# STATE OF CALIFORNIA



## DEPARTMENT OF STATE

*To all whom these presents shall come, Greetings:*

I, FRANK M. JORDAN, *Secretary of State of the State of California*, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN, Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California, this APR 12 1962



*Frank M. Jordan*  
Secretary of State

By *Walter C. Butler*  
Assistant Secretary of State

Articles of Incorporation  
of **312407**  
Mutual Fund Associates Incorporated

**FILED**

In the office of the Secretary of State  
of the State of California

NOV 29 1955

FRANK M. JORDAN, Secretary of State  
By *[Signature]* Deputy

We, the undersigned, all citizens and residents of California, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of California, And we hereby set forth, declare, and certify as follows:

First: The name of the corporation is MUTUAL FUND ASSOCIATES INCORPORATED.

Second: The primary business in which the corporation is intended to initially engage is the business of a general investment corporation dealing in the shares of corporations and investment trusts, bonds, notes, mortgages, debentures, or other securities or evidences of indebtedness, either as principal, as agent, or as broker; and to act as investment advisor.

The general purposes and powers for which this corporation is formed are, to the extent permitted by law, the following:

- (a) To underwrite, subscribe for, buy, sell, pledge, hypothecate, mortgage, hold, exchange, and otherwise deal in stocks, bonds, debentures, notes, mortgages, contracts, obligations, securities, or property of any kind, of any private or public corporation, government, municipality, political subdivision, trust, syndicate, partnership, or individual, and to do any and all other acts and things permitted by law for the preservation, improvement, management and administration of such property, including the exercise of all rights and privileges incidental or appurtenant thereto.
- (b) To engage generally in the financing of any lawful business in any lawful manner.

(c) To acquire, own, and deal in oil, gas, mineral, metal and mining rights and royalties, mineral bearing lands, leases thereof, and in the products and deposits upon the surface or within the earth.

(d) To acquire, own, and deal in patents, copyrights, franchises, processes, trademarks, trade names, concessions and other special legal rights and privileges.

(e) To advise and assist employers with respect to the establishment, maintenance, and administration of profit-sharing, pension, and retirement plans.

(f) To become a general or limited partner with others for the purpose of carrying on any lawful business enterprise or venture.

(g) To qualify to do business, and to conduct its business, in other states of the United States, the District of Columbia, the territories and possessions of the United States, and in foreign countries.

Nothing herein provided shall be construed as authorizing the business of commercial banking, or as including the business purposes or powers of a commercial bank, savings bank, savings and loan association, personal finance company, insurance company, or trust company.

The foregoing statement shall be construed as a statement of both purposes and powers, and except where otherwise expressed, no clause shall be limited or restricted by reference to or inference from any other clause, and each clause shall be regarded as an independent statement of purposes and powers.

Third: The principal office for the transaction of business of the corporation is located in the city and county of San Francisco at 506 Montgomery Street, San Francisco, California.

Fourth: The number of directors of the corporation is three. The names and addresses of the persons appointed to act as the first directors are:

Neil T. Ferguson, 506 Montgomery Street, San Francisco, California

Donald M. McRae, 506 Montgomery Street, San Francisco, California

Ray E. Hummel, 506 Montgomery Street, San Francisco, California.

Fifth: The authorized capital stock is of one class only; the total number of shares authorized to be issued is 7500, having an aggregate par value of \$75000, and a par value per share of Ten Dollars.

Sixth: The amount of said stock which has actually been subscribed is 2500 shares having an aggregate par value of \$25000; all of which has been subscribed by Neil T. Ferguson.

In witness whereof we have hereunto subscribed our names this 28<sup>th</sup>  
day of November, 1955.

  
Neil T. Ferguson

  
Donald M. McRae

  
Ray E. Hummel

State of California

) 55.

City and County of San Francisco)

Before me George C. Ryan Notary Public in and for the State of California

for the city and county of San Francisco this day appeared Neil T. Ferguson, Donald M. McRae and Ray E. Hummel, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and severally acknowledged that they executed the same.

Dated November 28<sup>th</sup>, 1955.

Notary Public.

# STATE OF CALIFORNIA



## DEPARTMENT OF STATE

*To all to whom these presents shall come, Greetings:*

*I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:*

That the photographic reproduction hereunto annexed was prepared from certain records on file in my office and is a full, true and correct copy thereof.



IN WITNESS WHEREOF, I hereunto  
set my hand and affix the Great  
Seal of the State of California

this MAY 8 1962

*Frank M. Jordan*

Secretary of State

B) *Robert C. Anderson*  
Assistant Secretary of State

312407

CERTIFICATE OF AMENDMENT OF ARTICLES  
OF INCORPORATION OF  
MUTUAL FUND ASSOCIATES, INCORPORATED

FILED

In the office of the Secretary of State  
State of California

MAR 13 1959

JOHN A. JORDAN, Secretary of State

*[Signature]*  
Deputy

The undersigned, NEIL T. FERGUSON and RAY E. HUMMEL,  
do hereby certify that they are, respectively, and have been at  
all times herein mentioned, the duly elected and acting president  
and secretary of MUTUAL FUND ASSOCIATES, INCORPORATED, a Cali-  
fornia corporation, and further that:

One: At a special meeting of the Board of Directors  
of said corporation duly held at its principal office for the  
transaction of business at San Francisco, California, at 10:00  
o'clock A.M., on the 29th day of December, 1958, at which meet-  
ing there was at all times present and acting all of the members  
of said board, the following resolutions were duly adopted:

WHEREAS, it is deemed by the Board of Directors of this  
corporation to be to its best interests and to the best interests  
of its shareholders that its Articles of Incorporation be amended  
as hereinafter provided:

NOW, THEREFORE, BE IT RESOLVED that Article Fourth be  
amended to read as follows:

"Fourth: The number of directors of this corporation  
is seven. The names and addresses of the persons appointed to  
act as the first directors are:

NEIL T. FERGUSON	506 Montgomery Street San Francisco, California
DONALD M. McRAE	506 Montgomery Street San Francisco, California
RAY E. HUMMEL	506 Montgomery Street San Francisco, California"

RESOLVED, FURTHER: That Article Fifth of the Articles  
of Incorporation of this corporation be amended to read as follows:

"Fifth: This corporation is authorized to issue two classes of shares of capital stock to be designated respectively "Class A" and "Class B"; the total number of shares of stock of this corporation shall be 82,500 shares of stock; the number of Class A shares shall be 7,500, and the par value of each share of such class shall be Ten Dollars (\$10.00). The total aggregate par value of Class A shares shall be \$75,000.00. The number of Class B shares shall be 75,000, and the par value of each share of such class shall be One Dollar (\$1.00). The total aggregate par value of Class B shares shall be \$75,000.00. The total aggregate par value of Class A and Class B shares combined shall be \$150,000.00.

"The holders of Class A stock shall have and possess the exclusive voting rights and powers, and the holders of Class B stock shall have no voting rights or powers.

"The only existing stockholder of this corporation, Neil T. Ferguson, to whom 2,500 unclassified shares of stock have been issued, upon the issuance of a permit by the Division of Corporations, shall exchange his shares of stock, share for share, for 2,500 shares of Class A stock of this corporation."

RESOLVED FURTHER that the Board of Directors of this corporation hereby adopts and approves said amendments of its Articles of Incorporation; and

RESOLVED FURTHER that the president and secretary of this corporation be, and they hereby are, authorized and directed to procure the adoption and approval of the foregoing amendments by the vote or written consent of shareholders of this corporation holding at least a majority of the voting power, and thereafter to sign and verify by their oaths and to file a certificate in the form and manner required by Section 3672 of the California Corporations Code, and in general to do any and all things necessary to effect said amendments in accordance with said Section 3672.

Two: The number of shares of this corporation consenting to such amendment of its Articles of Incorporation is 2,500, and the following is a copy of the form of written consent executed by the holders of said shares.

WRITTEN CONSENT OF SHAREHOLDERS TO AMENDMENT  
OF ARTICLES OF INCORPORATION OF  
MUTUAL FUND ASSOCIATES, INCORPORATED

WHEREAS, at a special meeting of the Board of Directors of MUTUAL FUND ASSOCIATES, INCORPORATED, a California corporation duly held at the principal office for the transaction of business of said corporation at San Francisco, California, on the 29th day of December, 1958, at which meeting all of the members of said board were at all times present and acting, amendments of the Articles of Incorporation were adopted and approved by resolutions of said Board amending Articles Fourth and Fifth of said Articles of Incorporation to read as follows:

Fourth: The number of directors of this corporation is seven. The names and addresses of the persons appointed to act as the first directors are:

NEIL T. FERGUSON	505 Montgomery Street San Francisco, California
DONALD M. McRAE	506 Montgomery Street San Francisco, California
RAY E. HUMMEL	506 Montgomery Street San Francisco, California"

Fifth: This corporation is authorized to issue two

classes of shares of capital stock to be designated respectively "Class A" and "Class B"; the total number of shares of stock of this corporation shall be 32,500 shares of stock; the number of Class A shares shall be 7,500, and the par value of each share of such class shall be Ten Dollars (\$10.00). The total aggregate par value of Class A shares shall be \$75,000.00. The number of Class B shares shall be 25,000, and the par value of each share of such class shall be One Dollar (\$1.00). The total aggregate par value of Class B shares shall be \$25,000.00. The total aggregate par value of Class A and Class B shares combined shall be \$100,000.00.

"The holders of Class A stock shall have and possess the exclusive voting rights and powers, and the holders of Class B stock shall have no voting rights or powers.

"The only existing stockholder of this corporation, Neil I. Ferguson, to whom 2,500 unclassified shares of stock have been issued, upon the issuance of a permit by the Division of Corporations, shall exchange his shares of stock, share for share, for 2,500 shares of Class A stock of this corporation."

NOW, THEREFORE, the undersigned shareholder, who owns all of the stock of this corporation, does hereby adopt, approve and consent to the foregoing amendments of said Articles of Incorporation, and does hereby consent that Articles Fourth and Fifth of said Articles of Incorporation be amended to read as herein set forth.

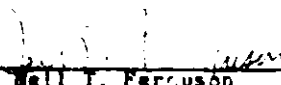
IN WITNESS WHEREOF, the undersigned has hereunto signed his name and, following his name, the date of signing and the number of shares of said corporation held by him of record on said date entitled to vote upon amendments of said Articles of

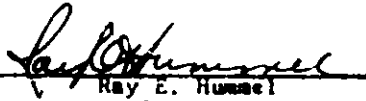
Incorporation of the character of the foregoing amendments.

<u>Name</u>	<u>Date</u>	<u>Number of Shares</u>
Neil T. Ferguson	12-28-58	2,000 shares "

Three: The total number of shares of said corporation entitled to vote on or consent to the adoption of such amendments is 2,000 shares.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 28th day of December, 1958.

  
Neil T. Ferguson  
President

  
Ray E. Hummel  
Secretary


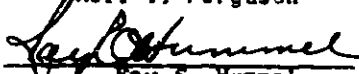
STATE OF CALIFORNIA       )  
                                  ) ss.  
COUNTY OF SAN FRANCISCO )

NEIL T. FERGUSON and RAY E. HUMMEL, being first duly sworn, each for himself, deposes and says:

That Neil T. Ferguson is, and was at all of the times mentioned in the foregoing Certificate of Amendment, the president of MUTUAL FUND ASSOCIATES, INCORPORATED, the California corporation therein mentioned, and Ray E. Hummel, is, and was at all of said times, the secretary of said corporation; that each has read said certificate and that the statements therein made are true of his own knowledge, and that the signatures purporting to be the signatures of the president and secretary thereto are the genuine signatures of said president and secretary respectively,

Subscribed and sworn to before  
me this 28th day of December, 1958

  
NOTARY PUBLIC IN AND FOR SAID  
COUNTY AND STATE

  
Neil T. Ferguson  
  
Ray E. Hummel

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF  
MUTUAL FUND ASSOCIATES INCORPORATED

The undersigned, NEIL T. FERGUSON and R. HERBERT NURMI, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting President and Secretary of MUTUAL FUND ASSOCIATES INCORPORATED, a California corporation, and, further, that:

One: At a special meeting of the Board of Directors of said corporation duly held at its principal place for the transaction of business at 700 Montgomery Street, San Francisco, California, at 10:00 o'clock a.m. on the sixth day of March, 1961, at which meeting there was at all times present and acting a quorum of the members of said Board, the following resolutions were duly adopted:

"RESOLVED: That Article Fourth of the articles of incorporation of this corporation be amended to read as follows:

'Fourth: The number of directors of this corporation is eleven. The names and addresses of the persons appointed to act as the first directors are:

X FILED  
in the office of the Secretary of State  
of the State of California

MAR 23 1961

FRANK M. JORDAN, Secretary of State

By *Ralph A. Martin*  
Deputy

NEIL T. FERGUSON	506 Montgomery Street San Francisco, California
DONALD M. McRAE	506 Montgomery Street San Francisco, California
RAY E. HUMMEL	506 Montgomery Street San Francisco, California".

"RESOLVED: That the articles of incorporation of this corporation be amended by adding thereto the following:

'Seventh: Each shareholder of this corporation shall be entitled to full pre-emptive or preferential rights, as such rights are defined by law, to subscribe for or purchase his proportional part of any shares which may be issued at any time by this corporation."

Two: The number of shares of said corporation consenting to such amendments to its articles of incorporation is 2,500 and the

following is a copy of the form of written consent executed by the holder of said shares:

"WRITTEN CONSENT OF SHAREHOLDER TO AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
MUTUAL FUND ASSOCIATES INCORPORATED

WHEREAS, at a special meeting of the Board of Directors of MUTUAL FUND ASSOCIATES INCORPORATED, a California corporation, duly held at the principal office for the transaction of business of said corporation at 700 Montgomery Street, San Francisco, California, on the sixth day of March, 1961, at which meeting a quorum of the members of said Board was at all times present and acting, amendments of the articles of incorporation of said corporation were adopted and approved by resolution of said Board, amending Article Fourth of said articles of incorporation to read as follows:

'Fourth: The number of directors of this corporation is eleven. The names and addresses of the persons appointed to act as the first directors are:

NEIL T. FERGUSON      500 Montgomery Street  
San Francisco, California

DONALD M. McRAE      500 Montgomery Street  
San Francisco, California

RAY E. HUMMEL      500 Montgomery Street  
San Francisco, California';

and by adding to said articles of incorporation the following:

'Seventh: Each shareholder of this corporation shall be entitled to full pre-emptive or preferential rights, as such rights are defined by law, to subscribe for or purchase his proportional part of any shares which may be issued at any time by this corporation.'

NOW THEREFORE, the undersigned shareholder of said corporation does hereby adopt, approve and consent to the foregoing amendments of said articles of incorporation.

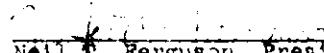
IN WITNESS WHEREOF, the undersigned has hereunto signed his name and, following his name, the date of signing and the number of shares of said corporation held by him of record on said date entitled to vote upon amendments of said articles of incorporation of the character of the foregoing amendment.

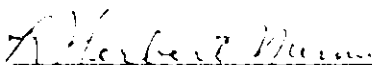
Name	Date	Number of Shares
s/ Neil T. Ferguson	March 10, 1961	2500

Three: The total number of shares of said corporation

entitled to vote on or consent to the adoption of such amendments  
is 2,500.

IN WITNESS WHEREOF, the undersigned have signed this  
certificate of amendment this 1<sup>st</sup> day of March, 1961.

  
Neil T. Ferguson, President


  
R. Herbert Nurmi, Secretary

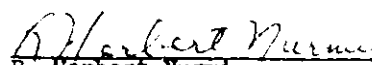
V E R I F I C A T I O N

We, NEIL T. FERGUSON and R. HERBERT NURMI, say:

We declare under penalty of perjury that the following is  
true and correct: We are the President and Secretary, respectively,  
of MUTUAL FUND ASSOCIATES INCORPORATED, the corporation named herein;  
we have read the foregoing Certificate of Amendment and know the  
contents thereof; and the same is true of our own knowledge, except  
as to those matters which are therein stated on our information or  
belief and, as to those matters, we believe it to be true.

Executed this 1<sup>st</sup> day of March, 1961, in the  
City and County of San Francisco, State of California.

  
Neil T. Ferguson

  
R. Herbert Nurmi