



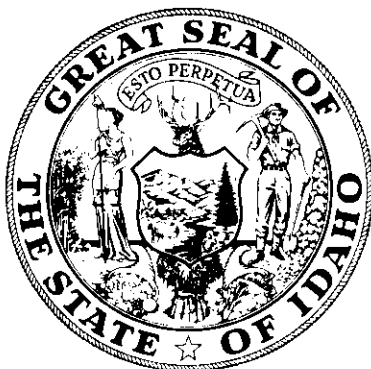
CERTIFICATE OF AUTHORITY  
OF

**STATE FED MORTGAGE CORPORATION**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **STATE FED MORTGAGE CORPORATION** for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **STATE FED MORTGAGE CORPORATION** to transact business in this State under the name **STATE FED MORTGAGE CORPORATION** and attach hereto a duplicate original of the Application for such Certificate.

Dated **April 2, 1984**



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Denise Shier*

Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is State Fed Mortgage Corporation
2. \*The name which it shall use in Idaho is \_\_\_\_\_
3. It is incorporated under the laws of Oregon
4. The date of its incorporation is December 2, 1982 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1980 N.W. Ninth, Corvallis, Oregon 97339
6. The address to which correspondence should be addressed, if different from that in item 5 \_\_\_\_\_
7. The street address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
Please see attachment

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Please see attachment</u>		
_____	_____	_____
_____	_____	_____

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>500</u>	<u>Common</u>	<u>NPV</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>110</u>	<u>Common</u>	<u>NPV</u>

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated March 1, 19 84

State Fed Mortgage Corporation

By

Stephen H. Hinckley

Its

President

and

James H. Jordan

Its

Secretary

STATE OF OREGON )

COUNTY OF LINN ) ss:

I, VICKIE S. PRATT, a notary public, do hereby certify that on this 1st day of March, 19 84, personally appeared before me Stephen H. Hinckley, who being by me first duly sworn, declared that he is the President of State Fed Mortgage Corporation

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Vickie S. Pratt  
Notary Public

3-30-86

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

ITEM 8

PURPOSES

To engage in the business of originating loans to be made by other qualified business organizations, or in its own corporate capacity, to raise money to be loaned to others, and generally to do all things and transact all business of a savings and loan association.

## EXHIBIT "A"

<u>Name</u>	<u>Office</u>	<u>Address</u>	<u>Date of Taking Office</u>
Stephen H. Hinckley	President/ Director	1980 N. W. Ninth Corvallis, OR 97339	December 2, 1982 Pres. February 23, 1984 Direc.
Lawrence A. Waters	Vice-Pres/ Director	4386 Bramblewood Court, N. W. Albany, OR 97321	December 2, 1982
M. Howard Harpole	Director	648 Bain, S. E. Albany, OR 97321	December 2, 1982
James H. Jordan	Secretary	1980 N. W. Ninth Corvallis, OR 97339	February 23, 1984
Daniel A. Post	Director	2792 Arlington Drive, N. W. Albany, OR	February 23, 1984
W. Whitney Ball	Director	2495 S. W. Whiteside Drive, Corvallis, OR 97330	February 23, 1984
William Mikkelsen	Director	3240 Liberty, S. W. Albany, OR 97321	February 23, 1984
R. Verne Casey	Director	628 Kouns Drive, NW Albany, Oregon 97321	February 23, 1984
Jimmie C. Taylor	Director	644 Bain, S. E. Albany, OR 97321	February 23, 1984
Janis Woodcock- Marvin	Vice-Pres.	1980 N. W. Ninth Corvallis, OR 97339	February 23, 1984
Richard Manary	Vice-Pres.	1980 N. W. Ninth Corvallis, OR 97339	February 23, 1984
Brian Olsvik	Vice-Pres.	1527 7th, S. W. Albany, OR 97321	February 23, 1984

# State of Oregon

## Department of Commerce Corporation Division

*I, Jane Edwards, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, do hereby certify that I have carefully compared the annexed copies*

*with the record now on file in my office, and that the same is a correct transcript therefrom, and of the whole thereof. I further certify that this authentication is in due form and by the proper officer.*

**In Testimony Whereof,** *I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 6th day of March, 19 84.*

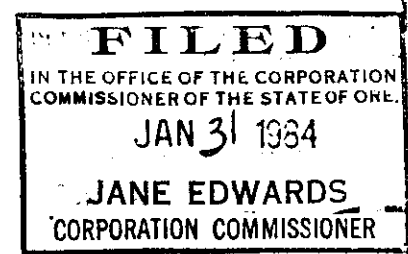


**Jane Edwards**

*Corporation Commissioner*

By *Betty L. Goff*

FILED 164812



ARTICLES OF AMENDMENT  
OF  
FIRST AMERICAN MORTGAGE CORPORATION

Pursuant to ORS 57.360(1), a majority of the shareholders entitled to vote in the above-named corporation, adopts the following Articles of Amendment:

1. The name of the corporation prior to the adoption of this Amendment is: FIRST AMERICAN MORTGAGE CORPORATION.
2. The following Amendment of the Articles of Incorporation was adopted by the shareholders on January 26, 1984.

"ARTICLE I

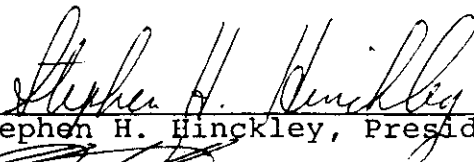
The name of this corporation is STATE FED MORTGAGE CORPORATION."

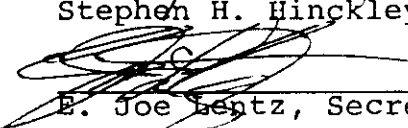
3. The total number of shares outstanding at the time of the adoption of the Amendment was one hundred ten (110); the total number of shares entitled to vote thereon was one hundred ten (110); the total number of shares which voted for the Amendment was one hundred ten (110); and the total number of shares which voted against the Amendment was zero.

4. The shares of any class were not entitled to vote on such Amendment as a class.

5. The Amendment does not provide for an exchange, reclassification or cancellation of the issued shares.

6. The Amendment does not effect a change in the amount of stated capital.

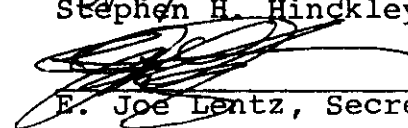
  
Stephen H. Hinckley, President

  
E. Joe Lentz, Secretary

STATE OF OREGON    )  
                          ) ss.  
County of Linn     )


We, the undersigned, execute the foregoing Articles of Amendment, and, after being first duly sworn, declare the statements contained in the foregoing Articles of Amendment are true and correct as we verily believe.

  
Stephen H. Hinckley, President

  
E. Joe Lentz, Secretary

SUBSCRIBED AND SWORN to before me this 26 day of JAN., 1984.

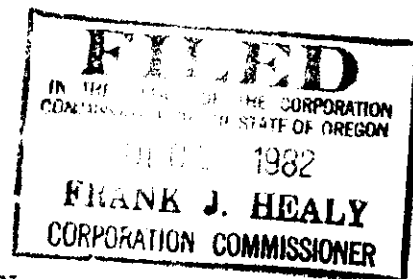
Before me:

  
Notary Public for Oregon  
My Commission Expires: 10-4-85



FILE NO. 164812

ARTICLES OF INCORPORATION  
OF  
FIRST AMERICAN MORTGAGE CORPORATION



KNOW ALL MEN by these presents, that I, the undersigned natural person of the age of twenty-one years or more, acting as incorporator under the Oregon Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be FIRST AMERICAN MORTGAGE CORPORATION.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The purpose of the corporation is to engage in any lawful activity as permitted under Chapter 57 of the Oregon Revised Statutes.

ARTICLE IV

The address of the initial registered office of the corporation shall be at 300 South Ellsworth, Albany, Oregon 97321, and the name of its initial registered agent at such address shall be LARRY WATERS.

ARTICLE V

The total authorized stock of the corporation shall be divided into five hundred (500) shares, all of which shall be

1.

without nominal or par value and all stock shall be common stock with equal preferences, rights, privileges and restrictions.

The said shares without nominal or par value may be issued and sold from time to time by the corporation, and for such consideration, and upon such terms as may be from time to time fixed by the Board of Directors without action or notice to the stockholders.

All or any portion of the stock of the corporation may be issued for real or personal property, services, or any other right or thing of value for the uses and purposes of the corporation, and when so issued shall become fully paid, the same as though paid for in cash, and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for stock.

The corporation shall have the power to purchase its own stock.

#### ARTICLE VI

The shareholders shall have no pre-emptive rights to purchase stock of the corporation.

#### ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is three, and this number may be altered from time to time as may be provided in the Bylaws. In the case of an increase in the number of directors, the additional directors may be elected by the stockholders as shall be provided in the Bylaws. The names and addresses of

the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

LARRY WATERS  
300 South Ellsworth  
Albany, Oregon 97321

STEPHEN HINCKLEY  
300 South Ellsworth  
Albany, Oregon 97321

JOE LENTZ  
300 South Ellsworth  
Albany, Oregon 97321

#### ARTICLE VIII

The name and address of the incorporator is:

RON KOOS  
425 West Second Avenue  
P. O. Box 40  
Albany, Oregon 97321

These Articles of Incorporation have been adopted and executed this 1 day of Dec., 1982.

Ron Koos

STATE OF OREGON    )  
                          ) ss.  
County of Linn     )

I, RON KOOS, having been first duly sworn, depose and say: I am the incorporator named in the foregoing Articles of Incorporation and have executed the same, and that the statements therein contained are true as I verily believe.

Ron Koos

SUBSCRIBED AND SWORN to before me this 1 day of December, 1982.

Charles H. Hume  
Notary Public for Oregon  
My Commission Expires: 1-26-83