

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

FIRST INVESTORS CORPORATION

a corporation duly organized and existing under the laws of **Delaware** 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 **Twenty-third** day of **April**, 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-third** day of **April**, **1962**, a designation of **Frank Martin, Jr.** 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 **23rd** day of **April**, A.D. 19 **62**.

Secretary of State.

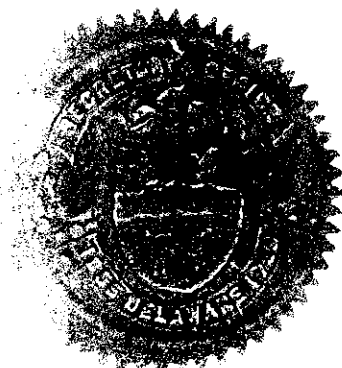
State of Delaware



Office of Secretary of State

I, Elisha C. Dukes, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "FIRST INVESTORS CORPORATION", as received and filed in this office the seventeenth day of April, A. D. 1962, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this nineteenth day of April in the year of our Lord one thousand nine hundred and sixty-two.



Elisha C. Dukes

Secretary of State

A. J. Harrison

Ass't Secretary of State

CERTIFICATE OF INCORPORATION

-of-

FIRST INVESTORS CORPORATION

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WE, THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the corporation is

FIRST INVESTORS CORPORATION

SECOND: The principal office of the corporation is to be located in the City of Dover, in the County of Kent, in the State of Delaware. The name of its resident agent is the UNITED STATES CORPORATION COMPANY, whose address is No. 129 South State Street in said city.

THIRD: The nature of the business of the corporation and the objects or purposes proposed to be transacted, promoted or carried on by it are:

To acquire by purchase, subscription, contract or otherwise, to hold for investment or otherwise, to sell, exchange, mortgage, pledge or otherwise dispose of or turn to account, and generally to deal in and with any and all kinds of securities issued or created in any and all parts of the world by corporations, associations, partnerships, firms, trustees, syndicates, individuals, governments, states, municipalities or other political or governmental divisions or subdivisions, or by any combinations, organizations or entities whatsoever, irrespective of their form or the name by which they may be described, and to issue in exchange therefor or in payment thereof, in any manner permitted by

law and by this Certificate of Incorporation, its own securities of any kind, or to make payment therefor by any other lawful means of payment whatsoever; to exercise any and all rights, powers, and privileges of individual ownership or interest in respect of any and all such securities, including the right to vote thereon and to consent and otherwise act with respect thereto; to do any and all acts and things for the preservation, protection, improvement and enhancement in value of any and all such securities, and to aid by loan, subsidy, guaranty or otherwise, those issuing, creating or responsible for any such securities or evidences of interest therein; to acquire or become interested in any such securities, as aforesaid, by original subscription, underwriting, loan, participation in syndicates or otherwise, irrespective of whether or not such securities be fully paid or subject to further payments; and to make payments thereon as called for or in advance of calls or otherwise, and to underwrite or subscribe for the same conditionally or otherwise and either with a view to investment or for resale or for any other lawful purpose. The term "securities" shall for the purposes of this Article without limitation of the generality thereof, be deemed to include any stocks, shares, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts or other instruments representing rights to receive, purchase or subscribe for the same, or representing any other rights or interest therein or in any property or assets.

To purchase, hold, cancel, reissue, sell, exchange, transfer or otherwise deal in its own securities, including shares of its capital stock of any class, from time to time to such an extent and in such manner and upon such terms as the Board of Directors shall determine; provided that this corporation shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to this corporation shall not be voted upon directly or indirectly.

To the extent permitted by law to inaugurate, introduce, manage, counsel, advise and conduct a general business as to advising and counseling of purchase, sale or otherwise in connection with securities of every kind and nature and to act as investment counsel generally and in conjunction therewith to examine into the merits of the securities of every kind and all such enterprises or properties as an offer of opportunity for investment; to bring same to the attention of capitalists and to represent investors and to bring them into contract with investments of every nature and in connection therewith to act as agent (except fiscal or transfer) and to hold, own, buy, sell stocks, bonds or other securities of corporations and to do and perform all such other lawful acts and things as are necessary or proper to the exercise of the power and purposes therein before enumerated, or such as are incidental thereto including the power to report upon the condition and value of securities of all kinds and to render reports as to financial or physical conditions and powers of individuals, firms or corporations.

To conduct and carry on a general insurance agency and insurance brokerage and adjustment business in relation to any and all kinds, classes and forms of insurance.

To act as broker, adjuster, agent or manager for any corporation, association or individual in connection with the transaction of business of any kind or class of insurance in any and all its branches, including life, health, casualty, fire, marine, title, credit, indemnity, liability, surety, guarantee and fidelity insurance, and any and all other form of insurance, of every nature and description.

To manufacture, buy, sell, deal in, and to engage in, conduct and carry on the business of manufacturing, buying, selling and dealing in goods, wares and merchandise of every class and description necessary or useful for the operations of this corporation.

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of or turn to account or deal with all or any part of the property of the corporation

and from time to time to vary any investment or employment of capital of the corporation.

To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise; and generally to make and perform agreements and contracts of every kind and description.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands and leaseholds, and any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect to, or otherwise to turn to account or dispose of, any copyrights, trade marks, trade names, brands, labels, patent rights, letters patent of the United States or of any other country or government, inventions, improvements and processes, whether used in connection with or secured under letters patent or otherwise.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

To acquire by purchase, subscription or otherwise, and to hold for investment or otherwise and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds

or any other obligations or securities of any corporation or corporations; to merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stocks, bonds or other obligations are held or in any manner guaranteed by this corporation, or in which this corporation is in any way interested; and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds or other obligations; and while owner of any such stock, bonds or other obligations to exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereon; to guarantee the payment of dividends upon any stock, or the principal or interest or both, of any bonds or other obligations, and the performance of any contracts.

The business or purpose of the corporation is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have power to conduct and carry on its said business, or any part thereof, and to have one or more offices, and to exercise any or all of its corporate powers and rights, in the State of Delaware, and in the various other states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

The enumeration herein of the objects and purposes of this corporation shall be construed as powers as well as objects and purposes and shall not be deemed to exclude by inference any powers, objects or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Delaware now or hereafter in effect or impliedly by the reasonable construction of the said laws.

FOURTH: The total number of shares of stock which the corporation is authorized to issue is two hundred (200), and the par value of each of such shares is ten dollars (\$10.00).

FIFTH: The minimum amount of capital with which the corporation will commence business is One thousand dollars (\$1,000.00).

SIXTH: The name and place of residence of each of the incorporators is as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Charles N. Caldwell	50 Broad Street, New York 4, N. Y.
Garvin P. Kiernan	50 Broad Street, New York 4, N. Y.
Thomas A. McCarthy	50 Broad Street, New York 4, N. Y.

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of this corporation, and for further definition, limitation and regulation of the powers of this corporation and of its directors and stockholders:

(1) The number of directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in the by-laws, but shall not be less than three. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Board of Directors shall have power

(a) Without the assent or vote of the stockholders, to make, alter, amend, change, add to, or repeal the By-Laws of this corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon any part of the property of the corporation provided it be less than substantially all; to determine the use and disposition

of any surplus or net profits and to fix the times for the declaration and payment of dividends.

(b) To determine from time to time whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the corporation and upon all the stockholders, as though it had been approved or ratified by every stockholder of the corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any by-laws from time to time made by the stockholders; provided, however,

that no by-law so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

TENTH: No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm or association, shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm or association, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any wise interested.

ELEVENTH: Any person made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a director, officer or employee of this corporation or of any corporation which he served as such at

the request of this corporation, shall be indemnified by the corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled by law.

TWELFTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, the 16th day of April, 1962.

In the presence of:

Josephine Riccio

GARVIN P. KIERNAN (L.S.)

CHARLES N. CALDWELL (L.S.)

THOMAS A. MCCARTHY (L.S.)

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

BE IT REMEMBERED that on this 16th day of April,
A.D., 1962, personally came before me, Edith Singer,
a Notary Public in and for the County and State aforesaid,
Garvin P. Kiernan, Charles N. Caldwell and Thomas A. McCarthy,
parties to the foregoing Certificate of Incorporation, known
to me personally to be such, and severally acknowledged the
said certificate to be the act and deed of the signers respec-
tively, and that the facts therein stated are truly set forth,

GIVEN under my hand and seal of office the day and
year aforesaid.

EDITH SINGER
NOTARY PUBLIC
STATE OF NEW YORK

EDITH SINGER

EDITH SINGER
Notary Public, State of New York
No. 24-3684965
Qualified in Kings County
Cert. filed with New York Co. Clerk
Commission Expires March 30, 1963