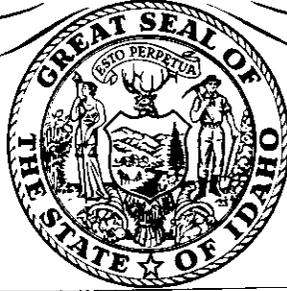


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

CREDIT COUNSELORS, INCORPORATED

was filed in the office of the Secretary of State on the **second** day of **January** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **122** 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 **2nd** day of **January**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
CREDIT COUNSELORS, INCORPORATED

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 purpose 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 CREDIT COUNSELORS, INCORPORATED.

SECOND

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

(a) 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 this state or under any Act amendatory thereof or supplemental thereto or substituted therefor;

(b) To enter into contracts on behalf of Debtors or other persons who shall become financially embarrassed for the

purpose of satisfying their debts with their creditors; to accept wage assignments from which to disburse the sums needed to satisfy said debts and to conduct a general service for the management, preservation, care and disposition of the business, money, property or other assets of such debtors, be they natural persons, co-partnerships or corporations, and to assist such debtors or financially embarrassed persons in the care, management, sale, or other disposition of their income, assets or other property and in the adjustment, payment and discharge of their obligations;

To act generally in the interest of debtors or other persons who shall become financially embarrassed in the prevention of injustice and fraud and to take such lawful steps as it shall deem proper and necessary, for compensation from such debtors, for the purpose of receiving money or other assets or property from them to distribute such money or property among their creditors in payment or partial payment of their past due obligations; but in no event to furnish any legal advice or perform any legal services of any kind for them or to either directly or indirectly collect any money, account or bill for or on behalf of any creditor;

(c) 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 interests and rights therein, to the same extent as natural persons might or could do and without limit as to amount;

(d) 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 the holder or owner thereof to possess and exercise in respect thereto any and all rights, powers, and privileges of ownership, including the right to vote thereon;

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

(f) To borrow money, to draw, make, accept, endorse, transfer, assign, execute, and issue bonds, debentures, promissory notes, and other evidence of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign,⁶ deliver, mortgage 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;

THIRD

The corporation is to have perpetual existence.

FOURTH

The location and post office address of the registered office of the corporation is Room 316 Sonna Building, Boise, Ada County, State of Idaho.

FIFTH

The total authorized number of shares that the corporation may have outstanding at any time is two thousand five hundred (2,500) shares of the par value of Ten and No/100 Dollars (\$10.00) per share, making a total capital stock of \$25,000.00, all of which shall be common stock.

All persons who shall acquire stock in the corporation shall acquire the same subject to the provisions of these Articles of Incorporation.

SIXTH

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

| <u>NAME</u> | <u>POST OFFICE ADDRESS</u> | <u>SHARES</u> |
|-------------------|--|---------------|
| Donald E. Garrett | 3019 North 36th Street Boise, Idaho | 749 |
| Raymond O. Cooley | 5025 West State Street Boise, Idaho | 749 |
| Kent B. Power | 119 Hot Springs Drive Boise, Idaho | 2 |

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

There shall be three directors of this corporation who shall serve as specified in such By-Laws as may be hereafter adopted; said directors shall be elected at the first meeting of stockholders of this corporation. 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

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, provided, that if the corporation is able to meet its liabilities then matured, such authorization shall be given or such act ratified and confirmed 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.

TENTH

The Board of Directors of this Corporation may offer for sale and issue stock of this Corporation or obligations convertible into stock only after first offering such stock or issue to the present stockholders of this corporation or their successors in direct proportion to their present ownership. But after first so offering such stock or obligations convertible into stock then the Board of Directors may subsequently dispose of the same on such terms and conditions and at such price as they may from time to time determine. The acceptance of stock in this corporation shall be deemed to grant a preemptive or preferential right to purchase subsequent issues of stock at such terms and price as the Board of Directors may in their discretion determine.

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 Directors, individually, or any firm of which any Director is 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 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 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 or repeal any provisions contained in these Articles of Incorporation, in any manner now or hereafter prescribed by person or 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 31st day of December, 1962.

Donald E. Garrett (SEAL)

Raymond O. Cooley (SEAL)

[Signature] (SEAL)

STATE OF IDAHO)
(ss.
County of Ada)

On this 31st day of December, 1962, before me, the undersigned a Notary Public in and for said State, personally appeared DONALD E. GARRETT, RAYMOND O. COOLEY, and KENT B. POWER, 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 official seal the day and year in this certificate first above written.

J. J. [Signature]
A Notary Public for Idaho
Residing at Boise, Idaho