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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SILVER EAGLE MORTGAGE, INC.

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 the above named 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 25, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Sheryl Dobies

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SEC. OF STATE

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**ARTICLES OF INCORPORATION
OF
SILVER EAGLE MORTGAGE, INC.**

The undersigned, acting as Incorporator of a Corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

I

The name of the Corporation is SILVER EAGLE MORTGAGE, INC.

II

The period of duration of this Corporation shall be perpetual.

III

The purpose or purposes for which the Corporation is organized are the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

IV

The aggregate number of shares the Corporation shall have authority to issue is 10,000 shares, all of which are to be of no par value.

ARTICLES OF INCORPORATION

1.

V

No stock of the Corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first been offered in writing for sale to each of the other stockholders of the corporation. Regulations as to the procedure and formalities of the offer and sale shall be prescribed by resolution and/or Bylaws of the corporation.

VI

The initial registered agent of the Corporation is MITCHELL DRILLER and the address of the registered agent and of the initial registered office of the Corporation is 601 Sherman Avenue, Coeur d'Alene, ID 83814.

VII

The fiscal year of the Corporation shall be the calendar year.

VIII

The initial Board of Directors of the Corporation shall exercise all corporate powers and manage the business affairs of the Corporation until the first annual shareholders' meeting, or until their successors be elected and qualify, whichever is later. The names and addresses of the members of the initial Board of Directors are:

Ruth Anne Behar
624 S. 13th
Coeur d'Alene, ID 83814

Mitchell Driller
4016 Laurel Ave.
Coeur d'Alene, ID 83814

Sam J. Benun
12085 Brighton Court
Hayden Lake, ID 83835

ARTICLES OF INCORPORATION

2.

IX

The name and address of each incorporator is:

Mitchell Driller
4016 Laurel
Coeur d'Alene, ID 83814

DATED this 19 day of March, 1992.

Mitchell Driller

MITCHELL DRILLER, Incorporator

STATE OF IDAHO)
) ss
County of Kootenai)

On this 19th day of March, 1992, before me, the undersigned Notary Public, personally appeared MITCHELL DRILLER, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate first above written.

Donna R. Dunlap
Notary Public for Idaho
Residing at: Post Falls
My Commission expires: 1994

