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State of Idaho

Department of State

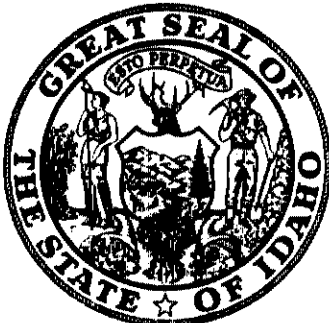
CERTIFICATE OF AMENDMENT OF

UNITED HERITAGE FINANCIAL SERVICES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of UNITED HERITAGE FINANCIAL SERVICES, INC. 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

September 30, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Ralves*

RESTATED ARTICLES OF INCORPORATION
OF
UNITED HERITAGE FINANCIAL SERVICES, INC.

SEP 30 4 10 PM '93
SECRETARY OF STATE

Pursuant to the provisions of section 30-1-64 of the Idaho Business Corporation Act, the undersigned Corporation, pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following Restated Articles of Incorporation:

I.

The name of the Corporation shall be United Heritage Financial Services, Inc.

II.

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

- A. To conduct and carry on one, any or all of the following general businesses:
1. To own, manage and/or develop real or personal property of every kind and nature and to mortgage the same from time to time.
 2. To own, manage or lease office equipment, including computers and data processing equipment, and to provide any actuarial, computer, data processing, accounting, claims, collections and administrative services.
 3. To lend money, on either real or personal property; to act as escrow agent; to buy and sell contracts for the sale of real and personal property and to discount the same; to purchase leases on real or personal property and manage and operate the same.
 4. To buy, sell, trade, or otherwise negotiate, stocks, bonds and mortgages on either real or personal property, including authority to deal in puts and calls, straddles, and establish and administer margin accounts for both stocks and bonds.
 5. To engage in the business of or act as a securities broker-dealer, in the purchase and sale of stocks and/or bonds purchased by this Corporation, including authority to deal in puts and calls, straddles, and establish and administer margin accounts for both stocks and bonds.
 6. To render financial and investment counseling services and to act as an investment advisor and principal underwriter or investment advisor or principal underwriter of a management company or companies, including the management

of mutual funds and the purchase and sale thereof, and registering as such under the Investment Companies Act of 1940.

7. To function as a general agency or broker for casualty and life insurance sales; to establish agencies therefor and manage and operate the same, within or without the state of Idaho; to finance agents of an insurer; to finance premium payments on policies of insurance or annuities; to make policy loans and take assignments of policies as security for such loans.

8. To enter into partnerships, joint ventures or any other arrangements for sharing costs and profits, union of interest or reciprocal concessions in any business which the Corporation is authorized to carry on, so as to directly or indirectly benefit the Corporation.

9. To do any or all of the acts herein set forth as principal, agent, contractor, trustee or otherwise, alone or jointly with natural persons or any legal entity, within or without the state of Idaho, and to have one or more offices and places of business out of the state of Idaho.

10. To enter into any other business incidental to, connected with, or similar to the business set forth hereinabove.

11. To purchase its own stock and to enter it upon its books as treasury stock or to cancel it or reissue it and in general to deal and trade in its own stock.

12. To do any and all things that may be necessary or pertinent in connection with any of the foregoing objectives, and to do all acts permitted by the foregoing and by I.C. 30-114, and all laws amendatory thereof or supplemental thereto, and all of such other acts as are necessary and expedient to accomplish any of the foregoing.

III.

The duration of this Corporation and the term of its existence is perpetual.

IV.

The address of the registered office of the Corporation in the state of Idaho is:

1316 - 12th Avenue Road, Nampa, Idaho 83651

V.

The aggregate number of shares of stock this Corporation is authorized to issue is 500,000 shares of common stock, par value \$1 per share.

VI.

Each share entitles its holder to one vote without preference. The capital stock shall be non-assessable, and the private property of the stockholders of the Corporation shall not be subject to the payment of the debts or liabilities of the Corporation. Registered owners of the capital stock shall be entitled to receive dividends out of funds, property or other capital stock legally available for the payment of dividends, when and if payment of the same is authorized and declared by the Board of Directors.

VII.

No shareholder shall have any pre-emptive or similar right to purchase or subscribe for any shares of stock or any securities convertible into stock of the Corporation.

VIII.

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

Raymond Warner	709 Central Midland Blvd. Nampa, Idaho 83651	1
Elvin C. Fogelman	216 N. Gem Nampa, Idaho 83651	1
Elisabeth Snyder	1320 W. Flamingo Ave., Nampa, Idaho 83651	1

IX.

An annual meeting of the stockholders shall be held each calendar year at a time and place as specified in the by-laws of the Corporation, as amended from time to time, for the purpose of electing directors for the ensuing year and for the transaction of such other business that may properly come before such meeting. Special meetings of the stockholders may be called and held in such manner as provided in the by-laws of the Corporation.

X.

The number of directors of the Corporation shall be at least three, which number may be increased by the Board of Directors or the stockholders from time to time as provided in the Bylaws of the Corporation.

XI.

One-half of all allotted and issued shares entitled to vote at any stockholders' meeting shall constitute a quorum for the purpose of transacting all business, with a majority vote of the quorum being necessary to adopt any resolution or approve any action.

XII.

Shares pledged shall be voted by the registered owner and not by the pledgee. Shares of the Corporation's stock held by it as fiduciary trustee shall be voted by the President of the Corporation, subject to the directions of the Board of Directors.

XIII.

The power to repeal and amend the bylaws of the Corporation is conferred upon the Board of Directors, subject to the vote of the stockholders, as set forth in the bylaws of the Corporation.

The foregoing Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation, as heretofore amended, and supersede the original Articles of Incorporation and all amendments thereto.

DATED this 27th day of September, 1993.

UNITED HERITAGE FINANCIAL SERVICES, INC.

By Dennis L. Johnson
Dennis L. Johnson
Its President

By Ray D. Copeland
Ray D. Copeland
Its Secretary

VERIFICATION

STATE OF IDAHO)
) ss.
County of Canyon)

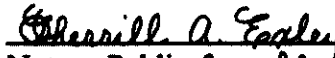
Dennis L. Johnson and Ray D. Copeland, Being first duly sworn, depose and say:

That they are the President and Secretary, respectively, of United Heritage Financial Services, Inc., and that they have read the foregoing instrument, know the contents thereof, and believe the contents thereof to be true and correct to the best of their knowledge.


Dennis L. Johnson


Ray D. Copeland

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


Notary Public for Idaho
Residing at Nampa
Commission expires 12-18-95