

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

CONTRACT FINANCE CORPORATION OF IDAHO

was filed in the office of the Secretary of State on the 30th day of December A.D., One Thousand Nine Hundred Seventy-six and will be /duly recorded on ~~Film No.~~ microfilm 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, Idaho 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 30th day of December, A.D., 19 76 .

Pete T. Cenarrusa
Secretary of State.

.....
Corporation Clerk.

ARTICLES OF INCORPORATION
OF
CONTRACT FINANCE CORPORATION OF IDAHO

FIRST. The name of the corporation is

CONTRACT FINANCE CORPORATION OF IDAHO

SECOND. Its registered office in the State of Idaho is located at 1450 West Bannock, in the City of Boise, County of Ada, State of Idaho. The name and address of its registered agent is Keith Kendall, 1450 West Bannock, Boise, Idaho.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To do business as a "regulated lender" under the laws of the state of Idaho.

To lend its money and to act as broker, agent, representative or intermediary for others in the procuring of loans, and money therefor, or in the payment of bills or accounts; to manufacture, buy, sell, use, deal and trade in, and otherwise dispose of goods, articles and commodities of every description; to borrow or raise moneys for any of the purposes of the corporation.

To purchase, sell, cash, transfer, convey, endorse, assign, exchange, mortgage, pledge, hypothecate, hold, guarantee the payment of, and otherwise acquire, retain, dispose of, and deal in, notes, bonds, checks, open accounts, receivables, financing statements, security interests, certificates of indebtedness, contracts, choses in action, securities, security documents and other obligations and evidences thereof, whether issued by or constituting obligations and evidences thereof, whether issued by or constituting obligations of corporations or natural persons.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm association or corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies syndicates, associations, firms, trusts or persons, public or private or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To purchase, receive, take by grant, gift, devise, bequest or otherwise lease or otherwise acquire, own, hold, improve, employ use and otherwise deal in and with real or personal property or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets or any interest therein wherever situated.

In general, to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Idaho, and to possess and exercise all the powers and privileges

granted by said law or by any other law of Idaho or by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

The business and purposes specified in the foregoing clauses shall except where otherwise expressed be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this Articles of Incorporation, but the business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business and purposes.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) shares without the par value, and all of said shares shall be non-assessable when paid in full.

FIFTH. The name and mailing address of each incorporator is as follows, and the number of shares subscribed by each is also as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>	<u>SHARES</u>
JOAN DUDGEON	1450 West Bannock, Boise, Idaho 83706	1
KEITH KENDALL	1450 West Bannock, Boise, Idaho 83706	1
IRIS KENDALL	1450 West Bannock, Boise, Idaho 83706	1

SIXTH. The name and mailing address of each person who is to serve on the first board of directors until the first annual meeting of the stockholders or until a successor is elected and qualified is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
JOAN DUDGEON	1450 West Bannock, Boise, Idaho 83706
KEITH KENDALL	1450 West Bannock, Boise, Idaho 83706
IRIS KENDALL	1450 West Bannock, Boise, Idaho 83706

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. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole board, to designate one or more committees each committee to consist of two or more of the directors of the corporation, which to the extent provided in the resolution or in the by-laws of the corporation shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

TENTH. By-laws for the corporation may be altered, amended or repealed and new by-laws may be adopted by vote of a majority of the outstanding shares of the corporation at any regular or special meeting of the stockholders. Additional by-laws may be adopted by either the stockholders or the board of directors, but no by-laws adopted by the stockholders shall be amended or repealed by the directors.

ELEVENTH. In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association or partnership

or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; any director may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other corporation, firm, association or partnership.

TWELFTH. Meetings of stockholders may be held outside the State of Idaho, if the by-laws so provide. The books of the corporation may be kept (subject to any provisions contained in the statutes) outside the State of Idaho at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by any ballot unless the by-laws of the corporation shall so provide.

THIRTEENTH. The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

FOURTEENTH. Only shareholders or employees of "Dunhill of Boise, Inc." or "Dunhill Temps" may purchase or own stock in Contract Finance Corporation of Idaho.

FIFTEENTH. No shareholder shall have the right or power to pledge, hypothecate, sell or otherwise dispose of any voting share or shares of capital stock of this corporation, absent provision in the By-laws, without first offering the said voting share or shares of stock for sale or other disposition to the other voting shareholders of this corporation under the terms and conditions as hereinafter set forth.

(1) Before any shareholder may pledge, hypothecate, sell or otherwise dispose of any voting share or shares of capital stock of

this corporation, he shall first give written notice to the secretary of this corporation of his intention to dispose of such shares. Said notice shall contain the following information; the number of voting shares to be disposed of; the price or other consideration per share; the terms upon which such disposition is to be made; and the name of the person or persons to whom such disposition is to be made. The delivery of such notice to the secretary shall constitute an offer by the shareholder delivering the same to pledge, hypothecate, sell or otherwise dispose of said shares to the corporation for the consideration and upon the terms stated in said written notice.

(2) Within five days after the receipt of such notice the secretary of the corporation shall call a special meeting of the Board of Directors by delivering notice thereof to them in accordance with the by-laws of this corporation for the purpose of acting upon the offer. At such meeting, the corporation shall be entitled in the first instance to undertake the pledge, hypothecation, sale or other disposition of such proportion of the shares referred to in said notice to the secretary.

(3) The secretary of the corporation shall communicate the acceptance or rejection of said offer by the corporation personally or by registered mail, charges prepaid, to the address of the offering shareholder appearing on the books of the corporation or given by him to the corporation in the notice referred to above.

(4) The filing of a voluntary or involuntary petition in bankruptcy by any shareholder and the occurrence of any insolvency of any shareholder, the making of an assignment for the benefit of creditors, or the entrance into any composition agreement with creditors shall be construed as an offer to sell all of the voting shares of such shareholder to the remaining shareholders under the terms hereof, at a sales price equal to the book value, or fair market value, of such shares of stock of this corporation, whichever is higher. The secretary of the corporation within five (5) days of obtaining

actual knowledge of such bankruptcy, insolvency, or execution of an assignment for the benefit of creditors or execution of a composition agreement with creditors by any shareholder, shall call a meeting in the same manner for the same purpose as set forth in Paragraph 2 hereof, and shall communicate acceptance or rejection of said offer in accordance with the terms of paragraph 3 hereof.

(5) The offers described in paragraphs 1 and 4 shall be irrevocable for a period of ninety (90) days from the date of delivery of notice to the secretary of this corporation, or in the case of the happening of any of the events set out in paragraph 4, from the date of actual knowledge of such event by the secretary of the corporation.

(6) The pledge, hypothecation, sale, gift or other disposition of any voting share or shares of the capital stock of this corporation made under and by virtue of a written consent to such disposition signed by all of the shareholders of this corporation holding voting shares and filed with the secretary of this corporation is expressly excepted from the restrictions herein imposed; provided however, that any disposition shall be made only upon the terms and conditions and to the person or persons named in such written consent filed with the corporation.

(7) If the offer is rejected under paragraph 1 because the offering price is too great, then the secretary of the corporation shall within five days of delivery of such notice of rejection select another holder of such stock as an appraiser and give written notice of his name and address to the person desirous of making such transfer. The offering shareholder shall act as an appraiser. The two appraisers so selected shall within ten (10) days after the giving of the last named notice select a third appraiser who shall be experienced in the business of loaning money or in banking and who shall reside or be engaged in business in the city in which the general administrative office of the corporation is located; and they shall at once notify both parties in writing of the name and

address of the third appraiser.

(8) If the two appraisers so selected shall not within ten (10) days select a third appraiser, either party may apply on five (5) days written notice to the other, to any judge of any court of general jurisdiction in the above mentioned city for the appointment of a third appraiser.

(9) The three appraisers so selected shall have twenty (20) days after the selection of the third appraiser to appraise such share or shares proposed to be sold, transferred, or foreclosed and the majority of them shall determine their value as of the time of such appraisal and shall forthwith give written notice of their determination to both parties. In determining the value, good will shall not be considered.

(10) The appraisal shall take place at the general administrative office of the corporation and the appraisers shall notify both parties in writing of the time when the appraisal will be made; each party shall pay the expenses and fees of the appraiser selected by him or by it and one-half of the expenses and fees of the third appraiser.

(11) The Board of Directors shall thereupon have the option for ten (10) days after receipt by the corporation of written notice of the determination of the appraisers, of purchasing the share or shares for the corporation at the appraised value.

(12) If all the stock of the stockholder desiring to make a disposition thereof is not purchased or retired by the corporation in accordance with these provisions, then the stock not so purchased or retired shall be offered for sale under the same terms and price and shall be subject to an option on the part of each of the stockholders to purchase a proportionate share, which option shall be exercised, if at all, at the time of the meeting of the stockholders called by the president by giving written notice of the determination of the appraisers. The meeting must be held at no less than ten (10) nor more than twenty (20) days after giving such notice.

(13) Should acceptable offers be made which would amount to a demand in excess of the number of shares for sale, these shall be distributed in proportion to the number of shares held by the shareholders who will have made such purchase proposals and within the limit of their requests.

(14) In the event that the offers set forth in paragraphs 1 and 4 are rejected or are not accepted within the time specified herein, then and in such event such shareholder may pledge, hypothecate, sell, give or otherwise dispose of such shares named in such notices to such persons and upon such terms as set forth in such notices. Any deviation in the terms of such disposition, however slight, shall require the making of a new offer under the new terms as altered in accordance with the provisions as herein set forth.

(15) Except as provided in paragraph 14, if the offer is not accepted or is rejected by both the corporation and the shareholders or any portion of them within the time specified herein, the offering shareholder shall have the power to hypothecate, sell, pledge, give or otherwise dispose of such shares as the offering shareholder may desire under such terms as he deems agreeable.

(16) Shareholders or employees of "Dunhill of Boise, Inc." or "Dunhill Temps" who have held stock in or have been employed by said company or companies for a period individually of not less than six (6) months may purchase or own stock in Contract Finance Corporation of Idaho.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Idaho, do make this Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 30th day of December A.D., 1976.

John Marie Anderson
John K. Hall
Don Kincaid

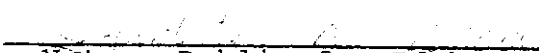
STATE OF IDAHO)
) ss.
County of Ada)

On this 30th day of December, 1976 A.D., personally came before me, a Notary Public for the State of Idaho,

JOAN DUDGEON, KEITH KENDALL, and IRIS KENDALL

all of the parties to the foregoing Articles of Incorporation, known to me personally to be such and severally acknowledged the said Articles of Incorporation to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

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



Notary Public for Idaho
Residence: Boise