



CERTIFICATE OF INCORPORATION
OF

SUMMIT SECURITIES, 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: July 25, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zsabo*

ARTICLES OF INCORPORATION

OF

SUMMIT SECURITIES, INC.

RECORDED
SECRETARY

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ARTICLE 1. The name of the corporation is SUMMIT SECURITIES, INC.

ARTICLE 2. The corporation shall have perpetual existence.

ARTICLE 3. The general objects and purposes for which the corporation is formed are as follows:

To buy, sell, discount and rediscount notes, drafts, bills of exchange, conditional sales contracts, accounts receivable and choses in action of all kinds, together with any security interests in real or personal property associated therewith, both as principal and as agent or broker;

To purchase, own, hold, operate, sell, manage and improve real estate or personal property, wheresoever situated, and all other properties and commodities of all kinds, and to mortgage and encumber or refinance the same;

To borrow money of any person, firm, organization or corporation and to issue notes, bonds, certificates of indebtedness or other evidence of such indebtedness at any time for any business purpose of the corporation and to mortgage or pledge security therefor all as may be determined by the Board of Directors;

To engage in any other lawful business or activity, whether or not directly related to the objects and purposes above stated, as may be approved by the Board of Directors.

ARTICLE 4. The authorized capital stock of the corporation shall consist of two million shares of a single class of common stock and ten million shares of a single class of preferred stock.

The shares of common stock shall be of the par value of \$10.00 each. The holders of shares of common stock shall be entitled to receive dividends out of the funds of the corporation legally available therefor at the rate, and at the time or times, whether cumulative or non-cumulative, as may be authorized by the

Board of Directors. The holders of shares of common stock shall have the right, on the basis of one vote per share, to vote for the election of members of the Board of Directors of the corporation and all other matters on which stockholders are required by law, or requested by the Board of Directors, to vote.

The shares of preferred stock shall be of the par value of \$10.00 each. The holders of preferred stock shall be entitled to receive cumulative dividends out of the funds of the corporation legally available therefor at the rate, and at the time or times as may be authorized by the Board of Directors before any dividend shall be paid on or set apart for the common stock. The holders of shares of preferred stock shall have no voting rights except as may be required by law.

In case of the liquidation or the dissolution of the corporation, the holders of preferred stock shall be entitled to be paid in full both the par value of their shares and accrued dividends before any amounts shall be paid to the holders of common stock. Holders of preferred stock shall not be entitled to any further participation in any distribution of assets in either of such events.

The Board of Directors is hereby expressly authorized to divide the shares of preferred stock into series, to designate the same and to fix and determine the relative rights and preferences of the shares of each series so established with respect to dividend rates; redemption provisions; sinking fund provisions for redemption or repurchase; and conversion privileges.

All or any part of the authorized common stock and preferred stock may be issued by the corporation from time to time and for such consideration as may be determined upon and fixed by the Board of Directors.

ARTICLE 5. The number of directors of this corporation shall be not less than three nor more than fifteen. The names and mailing addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualified are:

C. Paul Sandifur, Sr.
South 4327 Pittsburg
Spokane, WA 99203

C. Paul Sandifur, Jr.
East 1108 27th Ave.
Spokane, WA 99203

Reuel C. Swanson
North 11703 Madison
Spokane, WA 99218

ARTICLE 6. The Board of Directors of this corporation shall have the power to make and amend its Bylaws subject to the power of the stockholders to change or repeal such Bylaws or any part thereof. The Board of Directors shall not make or alter any Bylaws fixing their qualifications, classifications, terms of office or compensation.

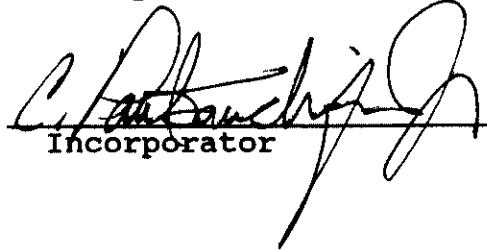
ARTICLE 7. No preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this corporation.

ARTICLE 8. Subject to provisions of state law, any person, or his legal representative, made a party to any civil or criminal action, suit or proceeding by reason of the fact that he 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, without limitation, attorney's fees and amounts paid in satisfaction of judgment or in settlement, other than amounts paid to the corporation by him, actually and necessarily incurred by or imposed upon him in connection with or resulting from the defense of such civil or criminal action, suit or proceeding, or in connection with or resulting from any appeal therein, except in relation to matters as to which it shall be adjudged in such civil or criminal action, suit or proceeding that such person is liable by reason of his willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. In the case of a criminal action, suit or proceeding, a conviction (whether based on a plea of nolo contendere or its equivalent, or after trial) shall not of itself be deemed an adjudication that such director, officer or employee is liable for negligence or misconduct in the performance of his duties to the corporation. Such right of indemnification shall not be exclusive of any other right which director, officer or employee may have or hereafter acquire and, without limiting the generality of such statement, such persons shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provisions of law or otherwise, as well as their rights herein.

ARTICLE 9. The address of the initial registered office of this corporation is 300 North 6th Street, Boise, ID 83701. The name of the corporation's initial registered agent at such address is CT Corporation System.

ARTICLE 10. The name and address of the incorporator of this corporation is C. Paul Sandifur, Jr., West 929 Sprague Avenue, Spokane, WA 99204.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation in duplicate as of this 18th day of July, 1990.


Incorporator