

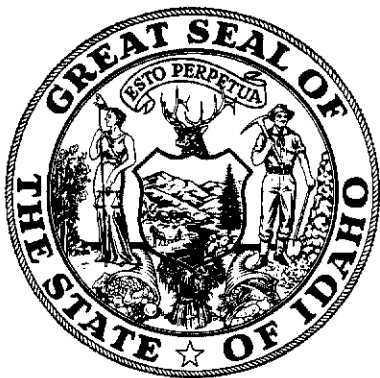
CERTIFICATE OF INCORPORATION
OF

CITIGROUP, 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: January 19, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: [Signature]

ARTICLES OF INCORPORATION

OF

CITIGROUP, INC.

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THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is CITIGROUP, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose for which the corporation is organized is the transaction of any and all lawful acts or activities for which a corporation may be organized under Idaho Code 30-1-3 of the Idaho Business Corporation Act of the State of Idaho as the same now exists or is hereinafter amended.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000), having no par value.

FIFTH: Provisions denying preemptive rights are: NONE

SIXTH: Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the By-Laws of the corporation including provisions for the restrictions on the transfer of shares as provided in the Idaho Business Corporation Act Section 30-1-3(a).

SEVENTH: The address of the initial registered agent of the corporation is:

Robert Wallenstein
Box 367
Paris, Idaho 83261

EIGHTH: The number of directors constituting the initial

board of directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

VERNE A. DAVIS

7040 S.E. 35th Avenue,
Portland, Ore. 97202
150 Hillside Drive,
Montpelier, Idaho 83254

ROBERT WALLENSTEIN

NINTH: The name and address of the incorporator is:

ARDEE HELM, JR.

518 Washington, Montpelier, Id. 83254

TENTH: The corporation reserves the right to amend, alter or repeal any provision herein contained in the manner now or hereafter subscribed in the statutes of the State of Idaho and all rights and powers conferred herein are granted subject to this reservation.

ELEVENTH: Any director and/or officer shall be indemnified of all liabilities (civil and criminal) incurred in relation to their duties including all reasonable expenses of defense, except to the extent that they shall have been finally adjudged to be liable for negligence or misconduct in the matter out of which the liability arises.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record these Articles and certify that the facts therein stated are true and have herewith set my hand and seal this 16th day of January 1987.


ARDEE HELM, JR.