

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

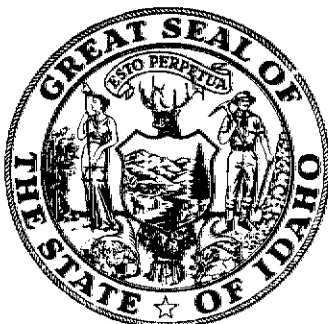
BENCHMARK FINANCIAL GROUP, INC.

File number C 119669

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: May 30, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Lamb*

ARTICLES OF INCORPORATION
OF
BENCHMARK FINANCIAL GROUP, INC.

97 MAY 30 AM 10:40
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of the Corporation shall be BENCHMARK FINANCIAL GROUP, INC.

ARTICLE II

The Corporation is to have perpetual existence.

ARTICLE III

The purpose for which said Corporation is formed is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The capital stock of the Corporation shall be ten thousand (10,000) shares of common stock, without par value. The capital stock of the Corporation shall not be assessable.

ARTICLE V

Provisions denying preemptive rights are: None

ARTICLE VI

The address of the Corporation's initial registered office shall be 320 Memorial Drive, Suite B, Idaho Falls, Idaho 83402, and the name of its initial registered agent at the time of filing is Frank L. VanderSloot.

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ARTICLE VII

One director shall constitute the initial board of directors of the Corporation and the name and address of the person serving as director until the first annual meeting of the shareholders or until his successor is elected and shall qualify is:

Frank L. VanderSloot
Post Office Box 50305
Idaho Falls, Idaho 83405

ARTICLE VIII

The name and address of the incorporator is:

Charles A. Homer
Holden, Kidwell, Hahn & Crapo, P.L.L.C.
Post Office Box 50130
Idaho Falls, Idaho 83405

ARTICLE IX

Provisions for the regulation of the internal affairs of the Corporation are: None

ARTICLE X

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except:

- a. For breach of a director's duty of loyalty to the Corporation or its stockholders.
- b. For facts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c. Liability under §30-1-48 of the Idaho Code.

d. For any transaction from which the director derived an improper personal benefit.

DATED this 28th day of May, 1997.

A handwritten signature in cursive script, appearing to read "Charles A. Homer", written over a horizontal line.

Charles A. Homer, Incorporator

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