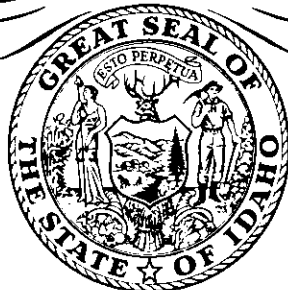


# State of Idaho



## 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

**NORTHWEST LEASING CO. INC.**

was filed in the office of the Secretary of State on the **2nd** day of **December** A.D., One Thousand Nine Hundred **seventy** and ~~will be~~ duly recorded on ~~film~~ **microfilm** No. **155-75** 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 **2nd** day of **December**, A.D., 19 **70**.

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION

OF

NORTHWEST LEASING CO. INC.

KNOW ALL MEN BY THESE PRESENTS;

That we, the undersigned, being natural persons of full age and citizens of the United States of America and of the State of Idaho, in order to form a corporation for the purposes hereinafter stated, pursuant to Title 30 of the Idaho Code, do hereby certify as follows:

ARTICLE I

That the name of this corporation shall be NORTHWEST LEASING CO. INC.

ARTICLE II

That the term of existence of this corporation shall be unlimited and perpetual.

ARTICLE III

That the amount of capital stock of said corporation is Two Hundred Fifty (250) shares of a par value of One Hundred Dollars each, total Twenty Five Thousand Dollars, designated as common stock. All issued shares shall be deemed fully paid and non-assessable, and no stock holder of shares shall have any pre-emptive or preferential right of subscription to any of such stock.

ARTICLE IV

The general purposes and business for which said corporation is formed is as follows;

1. To engage in the business of leasing any and all types of personal property particularly but not limited to office furniture, fixtures, equipment, business machines, store furnishings and such other personal property as the Board of Directors may designate.

2. To purchase or otherwise acquire the whole or any part of the property real and personal, assets, business, good-will and rights and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guaranties, liabilities and obligations of any person, firm, association, corporation or organization, and to pay for the same or any part or combination thereof in cash, shares of the capital stock, bonds, debentures, debenture stocks, notes and other obligations of this corporation or otherwise, or by undertaking and assuming the whole or any part of the liabilities or obligations of the transferor; and to hold or in any manner dispose of the whole or any part of the property and assets so acquired or purchased, and to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

3. To purchase, hold, sell, assign, transfer, hypothecate or otherwise dispose of the shares of capital stock of any other corporation or corporations, association or associations of the State of Idaho, or any other state, territory or country, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

4. Subject to the provisions of law, the company may purchase or otherwise acquire, hold and re-issue the shares of its capital stock.

5. In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to

incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

6. The corporation may conduct its business in other states, territories and possessions of the United States, and in foreign countries, and may have one office or more than one office, and keep the books of the company outside of the State of Idaho, except as may be otherwise provided by law; and may hold, purchase, mortgage and convey real and personal property either in or out of the State of Idaho.

7. To hold, own, sell, lease and acquire, by purchase or otherwise, own, hold, manage, lease, sell and convey such real and personal property, and erect or construct such building or other structures as are necessary or incident in the carrying out of the purposes herein mentioned; to borrow money for the furtherance of such purposes and to secure the same by obligations, pledges, mortgages or the issuance of bonds or debentures secured by pledges, deeds of trust or mortgages upon the whole or any part of its property.

8. For the purpose of the attaining or furthering any of its objects, to do any and all other acts and things, and to exercise any and all other powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

9. To take in trade any and all types of real and personal property and to resell the same in connection with the operation of its prime objectives.

#### ARTICLE V

The Board of Directors of this corporation shall consist of not less than three nor more than nine members, the number thereof to be fixed

by the By-Laws of said corporation, and all of the powers of this corporation are conferred upon such Board insofar as such powers may be lawfully vested in and exercised by such Board.

#### ARTICLE VI

The principal office and post office address where the principal business of said corporation is to be transacted in the State of Idaho, is, Boise, in the County of Ada, State of Idaho.

#### ARTICLE VII

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

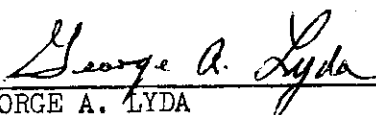
<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES SUBSCRIBED</u>
George A. Lyda	Boise, Idaho	One
Laura Mae Lyda	Boise, Idaho	One
Francis J. Riley, Jr.	Boise, Idaho	One
Ruth E. Riley	Boise, Idaho	One

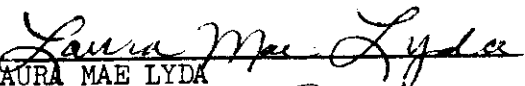
#### ARTICLE VIII

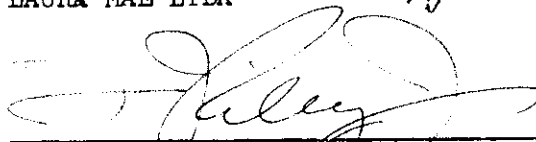
The Directors of the corporation shall have power, in their discretion, to reserve from the profits each year such amount thereof as they may deem necessary and advisable for the purpose of establishing a reserve fund to be used as working capital in the business of the corporation, and they may employ and use such fund for the purpose of extending the business operations of the corporation, or to purchase its own stock, and to purchase stock, bonds and obligations of other corporations which it is authorized by law to purchase.


WE, THE UNDERSIGNED, Being all of the original subscribers of the capital stock of this corporation, do hereby adopt and file these articles of incorporation in accordance with the laws of the State of Idaho, and do hereby certify that the facts therein set forth are true, and do respectively agree each to take the number of shares of stock hereinbefore set opposite our respective names.

IN WITNESS WHEREOF, We have hereunto set our hands to this instrument, executed in triplicate this 1st day of December 1970.

  
\_\_\_\_\_  
GEORGE A. LYDA

  
\_\_\_\_\_  
LAURA MAE LYDA

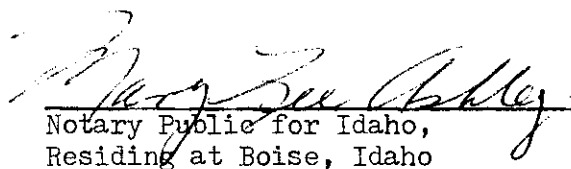
  
\_\_\_\_\_  
FRANCIS J. RILEY, JR.

  
\_\_\_\_\_  
RUTH E. RILEY

STATE OF IDAHO,        }  
COUNTY OF ADA,        } ss.

On this 1<sup>st</sup> day of December, 1970 before me, the undersigned, a Notary Public in and for said State, personally appeared GEORGE A. LYDA, LAURA MAE LYDA, FRANCIS J. RILEY, JR., and RUTH E. RILEY, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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 Boise, Idaho