

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

COMPASS FINANCIAL, INC.

File number C 112295

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: October 10, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Cara Seibel*

Oct 10 2 25 PM '95  
SECRETARY OF STATE  
OCT 10 2 25 PM '95  
Articles of Incorporation  
of  
Compass Financial, Inc.

We, the undersigned being of the age of eighteen (18) years or more,  
acting as incorporators of a corporation, adopt the following Articles of  
Incorporation:

IDaho SECRETARY OF STATE  
10/10/95 9:00:00 AM  
Customer # 50061  
IVC360018076 16384  
CORPORATION PROFIT  
1 @ 100.00 = 100.00

Article One  
Name of Corporation

The name of the corporation is Compass Financial, Inc.

Article Two  
Duration of Existence

The duration of the corporation is perpetual.

Article Three  
Purposes

1. The purpose for which the corporation is formed is for lending money to consumers for personal, family or household purposes and to do all things and engage in all lawful transactions which a corporation organized under the laws of the State of Idaho might do or engage in, even though not expressly stated herein.
2. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subject herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of the corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees, or otherwise, either alone or in conjunction with any other person, association or corporation.
3. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Utah; and it is the intention that the purposes and powers specified in each of the paragraphs of the Article II shall be regarded as independent purposes and powers.

Article Four  
Stock

The aggregate number of shares which this corporation shall have authority to issue is 100,000 shares of .01 par value stock. All stock of the corporation shall

be of the same class, common, and shall have the same rights and preferences. Fully-paid stock of this corporation shall not be liable to any further call or assessment.

#### Article Five Amendment

These Articles of Incorporation may be amended by the affirmative vote of sixty percent (60%) of the shares entitled to vote on each such amendment.

#### Article Six Shareholders Rights

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shareholders shall have pre-emptive rights to acquire unissued shares of the stock of this corporation.

#### Article Seven Cumulative Voting

There shall be no cumulative voting.

#### Article Eight Initial Office and Agent

The address of this corporation's initial registered office and the name of its original registered agent at such address is:

Leonard Shackelford  
2 South State  
Franklin, Idaho 83237

  
Signature

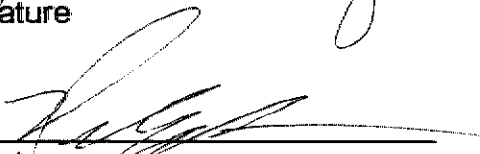
#### Article Nine Directors

The number of Directors constituting the initial Board of Directors of this corporation is two. The name and addresses of the persons who are to serve as Directors until the first annual meeting of stockholders, or until his successors are elected and qualify, are:

Leonard Shackelford  
43 East 100 North  
Smithfield, Utah 83263

 9/18/95  
\_\_\_\_\_  
Signature

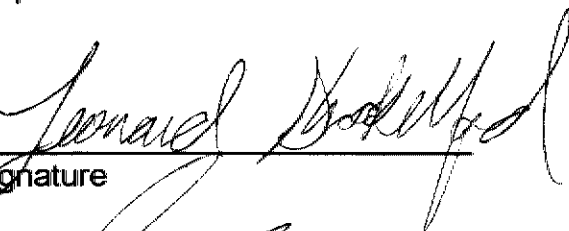
Kelly Spackman  
223 North Main  
Lewiston, Utah 84320

  
\_\_\_\_\_  
Signature

Article Ten  
Incorporators

The name and address of each Incorporator is:

Leonard Shackelford  
43 East 100 North  
Smithfield, Utah 83263

 9/18/95  
\_\_\_\_\_  
Signature

Kelly Spackman  
223 North Main  
Lewiston, Utah 84320

  
\_\_\_\_\_  
Signature