



CERTIFICATE OF INCORPORATION
OF

CREDIT SERVICES INC.

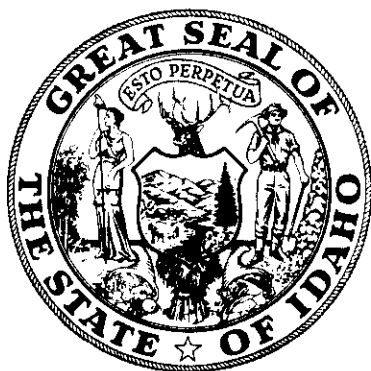
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

CREDIT SERVICES INC.

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: **April 6, 1981**



SECRETARY OF STATE

by: _____

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION

of

CREDIT SERVICES INC.

KNOW ALL MEN BY THESE PRESENTS: That, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation of the purposes hereinafter stated, pursuant to the Business Corporation Act of the State of Idaho, do hereby certify as follows:

I.

The name of this corporation is:

CREDIT SERVICES INC.

II.

The purposes for which this corporation is formed are:

(a) To conduct any legal activities in the state of Idaho or in the United States of America.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

III.

The period of existence and the duration of the life of this corporation shall be perpetual.

IV.

The location and Post Office address of the registered office of this corporation in the State of Idaho shall be 216 North 8th *P.O. IS Cindy Perrott* Boise, County of Ada, State of Idaho; but the corporation may maintain an office or offices in such towns, cities, and places outside the State of Idaho as the Board of Directors may from time to time determine.

V.

This corporation is authorized to issue one class of shares of its capital stock to be designated as "Common Stock". The total number of shares of common stock which this corporation shall be authorized to issue is six hundred (600). The aggregate par value of the common stock

of this corporation shall be \$ 6,000.00; and the par value of each share of said common capital stock shall be \$ 10.00.

VI.

The names and Post Office address of each of the incorporators & Initial Directors of this corporation and the number of shares of said common capital stock subscribed by each of those incorporators are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
Seth A. Wright	3725 Patricia Ln. Boise, Id.	200
A. Marie Reece	174 James Ct. Ln. Meridian	200
Cindy L. Parrott	1085 Vine #13 Boise, Id.	200

Each of the persons above enumerated as an incorporator is a natural person over the age of twenty-one (21) years and is a citizen of the United States of America.

VII.

The capital stock of this corporation shall be nonassessable; and the private property of the shareholders in this corporation shall not be liable for the debts, obligations or liabilities of this corporation.

VIII.

The members of the governing board of this corporation are styled "Directors" and the Board of Directors shall consist of not less than three members, nor more than seven, as may be provided in the By-Laws of the corporation. A directors of this corporation shall not be required to be a holder of any of the shares of the common capital stock of the corporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 2nd day of April, 1981.

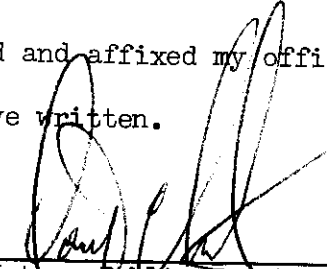
Cindy L. Parrott
A. Marie Reece
Seth A. Wright

STATE OF IDAHO)
 (ss.
County of Ada)

On this 2nd day of April, 1981, before me, the undersigned,
a Notary Public in and for the State of Idaho, personally appeared Seth A.
Wright, A. Marie Reece, and Cindy L. Parrott.

known to me to be the persons whose named are subscribed to the within
instrument, and acknowledged to me that they executed the same; and I
further certify that each of said persons acknowledged to me that they
were each over the age of twenty-one (21) years and were each citizens of
the United States of America.

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

(SEAL)

MINUTES OF THE FIRST MEETING OF SHAREHOLDERS
CREDIT SERVICES INC.

The first meeting of the shareholders and directors of Credit Services Inc. was held at the office of the corporation, 216 North Eighth Boise, Idaho on the day of April, 1981. The following Shareholders were present in person: Seth A. Wright, A. Marie Reece, and Cindy L. Parrott.

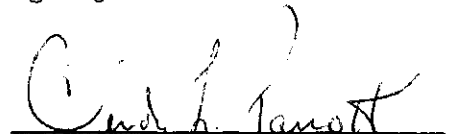
Cindy Parrott acted as chairman of the meeting and Seth A. Wright acted as secretary.

The secretary reported that the Articles of Incorporation were ready to be filed with the Secretary of State.

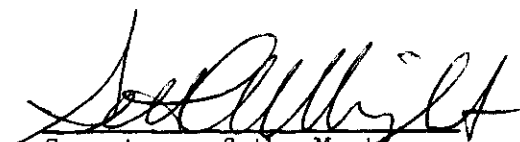
THEREUPON, upon motion made, seconded and carried a form of By-Laws for the regulation of the affairs of the corporation, which was read, was adopted as read.

The following were duly nominated and elected as officers for the coming year: Cindy L. Parrott President; A. Marie Reece Vice-President; Seth A. Wright Secretary-Treasurer.

There being no other business, the meeting adjourned.


Chairman of the Meeting

ATTEST:


Secretary of the Meeting

ARTICLE II

1. Certificates of Stock. Certificates of stock shall be in a form adopted by the Board of Directors and shall be signed by the President and the Vice-President, and shall be attested by the corporation's seal. All certificates of stock shall be consecutively numbered. The name of the person owning the shares represented thereby, with the number of such shares and the date of issue, shall be entered on the corporation's books.
2. All certificates of stock transferred by endorsement thereon shall be surrendered for cancellation and new certificates issued to the purchaser or assignee.

ARTICLE III DIRECTORS

1. Number of, Election and Term of Office. A board of three directors shall be chosen annually by the stockholders at their annual meeting, to manage the affairs of the corporation. Their term of office shall be one year.
2. Vacancies. Vacancies in the Board of Directors by reason of death, resignation or other causes shall be filled by the remaining directors choosing from among the stockholders, a director to fill the unexpired term.
3. Meetings of Directors. Regular meetings of the Board of Directors shall be held once per year on the second Monday of January, at the corporation's office in Boise, Idaho, or at such other time as the Board of Directors shall by resolution appoint. Special meetings may be called by the president, or any two directors by giving ten (10) days notice to each director. A majority of the directors shall constitute a quorum.
4. Powers of Directors. The directors shall have the general management and control for the business and affairs of the corporation and shall exercise all the powers that may be exercised or performed by the corporation, under the statute of the State of Idaho, the Articles of Incorporation and the By-Laws of this corporation.
5. Compensation of Directors. Each director shall receive no compensation for attendance at any meeting of the Board, and shall receive no other salary or compensation for his services as a director of the corporation, provided, however, that this may be changed by vote of at least 2/3 of the total shares of stock outstanding.

BY LAWS FOR CREDIT SERVICES INC.

ARTICLE I

1. Place of Meeting. Stockholders meetings shall be held at the principal place of business of this corporation, located at 216 N. 8th , Boise, Ada County, Idaho.
2. Annual Meeting. The annual meeting of the stockholders of this corporation shall be held at the principal place of business of this corporation on the second Monday of January of each year, commencing with 1981, at which time there shall be elected by the stockholders of the corporation, by ballot, a Board of not less than three nor more than five directors for the ensuing year, and the stockholders shall transact such other business as shall properly come before the said annual meeting.
3. Notice of Annual Meeting. A notice of setting the time and place of such annual meeting shall be mailed, postage prepaid, to each stockholder of record at his address as the same appears on the stock records of the corporation, or if no such address appears, at his last known place of address, at least fifteen (15) days prior to the annual meeting.
4. Adjournment of Annual Meeting. If a quorum be not present at the annual meeting, the stockholders present in person or by proxy may adjourn to such future time as shall be agreed upon by them, and notice of such adjournment shall be mailed, postage prepaid, to each stockholder at least ten (10) days before such adjournment; but if a quorum be present, they may adjourn from day to day as they see fit, and not give notice adjournment.
5. Special Meetings. Special meetings of the stockholders shall be held at the same place as the annual meetings as hereinbefore provided. Such meetings may be called at any time by the president, and any two directors, or the holders of at least twenty-five per cent (25%) of shares of stocks which have been issued as of that date. The secretary shall mail a notice such call to each stockholder of the corporation, at least fifteen (15) days before such meeting and such meeting notice shall state the time and the place of such meeting and the object thereof. Business shall be transacted at a special meeting except as stated in a notice sent to the stockholders, unless by the unanimous consent of stockholders, either in person or by proxy, all such stock being represented at the meeting.

ARTICLE IV
OFFICERS

1. Enumeration. The officers of this corporation shall consist of president, one or more vice presidents and a secretary-treasurer, and such other officers as shall from time to time be chosen and appointed. The offices of secretary and treasurer may be held contemporaneously by the same person.
2. President. The president shall preside at all meetings of the directors and stockholders and shall have general charge of and control over the affairs of the corporation, subject to the Board of Directors.
3. Secretary-Treasurer. She shall keep a record of the minutes of the proceedings of the meetings of the stockholders and directors, and shall give notice as required by these By-Laws of all such meetings. He shall have custody of all books, records and papers of the company, except such as shall be in the charge of the treasurer, or some other person authorized to have custody and possession thereof by a resolution of the Board of Directors.
4. Treasurer, Secretary. The treasurer shall keep accounts of all moneys and valuable depositaries as the Board of Directors shall designate. All checks for payment of money shall be signed by any one of the following: President or Secretary-Treasurer.
5. Compensation. The salaries of all officers shall be fixed by the Board of Directors, and may be changed from time to time by a majority vote of the Board.
6. Term of Office. Each of the officers shall serve for the term of one (1) year or until the next annual election.

ARTICLE V
SEAL

The corporation's Seal of this corporation shall be circular in form with the words CREDIT SERVICES INC. 1981 and CORPORATE SEAL inscribed thereon.

ARTICLE VI
AMENDMENTS

1. By Stockholders. Any of these by-laws may be amended by majority vote of the stockholders at any annual meeting, or at any special meeting called for the purpose.
2. By Directors. The Board of Directors may adopt additional by-laws in harmony herewith, or may alter or repeal any of the by-laws adopted by this corporation.

END OF INCORPORATION BY-LAWS