



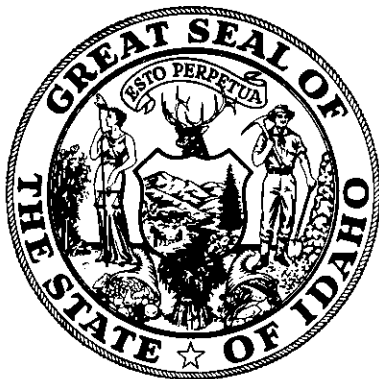
CERTIFICATE OF INCORPORATION
OF

FINANCIAL MANAGEMENT GROUP, 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: *July 21, 1986*



SECRETARY OF STATE

by: _____

JUL 21 11 28 PM '86
CLERK OF DISTRICT

**ARTICLES OF INCORPORATION
OF
FINANCIAL MANAGEMENT GROUP, INC.**

KNOW ALL MEN BY THESE PRESENTS: The undersigned, being a natural person of full age and a citizen of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the acts amendatory thereof and supplemental thereof, does hereby certify as follows:

FIRST: The name of the corporation is **FINANCIAL MANAGEMENT GROUP, INC.**

SECOND: The purposes and objects for which the corporation is formed is to engage in any and all lawful business purposes including, but not limited to the purchase and sale of Promissory Notes, Deeds of Trust and Mortgages.

THIRD: The corporation is to have perpetual existence.

FOURTH: The name, location and post office address of the registered agent is **O'LANI BEAL - 963 SO. ORCHARD, SUITE "G",
BOISE, IDAHO 83705**

FIFTH: The amount of capital stock of this corporation shall be and is 1,000,000 shares of stock of the par value of \$1.00 each, making an aggregate stock of \$1,000,000.00 which stock

shall not be issued until fully paid for and once so issued shall be non-assessable.

SIXTH: The name and post office address of he incorporator, member of the First Board of Directors and subscriber to one share of stock is **GARY W. WALKER - 963 SO. ORCHARD, SUITE "G", BOISE, IDAHO 83705**

SEVENTH: The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH: The number of Directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws or in accordance with Section 30-1-36, Idaho Code. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

NINTH: Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of the stock of the corporation, whether now or hereafter authorized, or

to any obligations of the corporation convertible into stock of the corporation. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

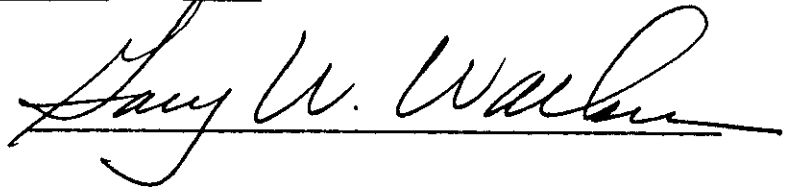
TENTH: A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation, but only when such act is authorized by the vote of the holders of two-thirds of the voting power of all shareholders.

ELEVENTH: No contract or other transaction between the corporation or entity and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation or entity, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interest in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Boards of Directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in

determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

TWELFTH: The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 20 day of June, 1986.

A handwritten signature in cursive script, reading "Gary W. Walker", written over a horizontal line.

STATE OF IDAHO)
) ss
County of Ada)

On this 20 day of June, in the year of
1986, before me, Thomas S. Minaw
a Notary Public, personally appeared Gary W. Walker
known or identified to me to be the
person whose name is subscribed to the within instrument and he
acknowledged to me that he 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.

(SEAL)

Thomas S. Minaw
Notary Public for Idaho
Residing at Basin, Idaho
My Commission expires Lifetime