



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

EQUIPMENT FINANCING 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: **JUNE 08, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabel*

ARTICLES OF INCORPORATION

OF

EQUIPMENT FINANCING INC.

JUN 8 10 43 AM '89

KNOW ALL MEN BY THESE PRESENTS:

SECRETARY OF STATE

That we, the undersigned, hereby associate ourselves for the purpose of forming a corporation under and pursuant to the provisions of Title 30, Chapter 1, Idaho Code, and all acts amendatory and supplementary thereto, do hereby adopt the following Articles of Incorporation.

I

NAME

The name of this corporation shall be EQUIPMENT FINANCING INC.

II

This corporation shall continue in existence perpetually from the date hereof unless dissolved, disincorporated or terminated pursuant to the laws of the State of Idaho.

III

The principal place of business of this corporation shall be at 7122 Diamond Street, Boise, Ida. 83709. The registered agent shall be Charles Poulsen, 7122 Diamond St., Boise 83709. Incorporators and Initial Directors are as follows:

Charles Poulsen 7122 Diamond St., Boise, Idaho 83709

AuDree Poulsen 7122 Diamond St., Boise, Idaho 83709

Dutch Poulsen 7122 Diamond St., Boise, Idaho 83709

IV

PURPOSES

In addition to the powers granted to the corporation generally, and by the provisions of said Title 30, Chapter 1, Idaho Code, and all acts amendatory or supplementary thereto, the corporation shall have the following general and specific powers:

1. The general nature of the business to be transacted by said corporation is as follows: To receive, acquire, hold, purchase, dispose of, convey, mortgage and lease real and personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge,

and otherwise dispose of and deal in shares, bonds, securities and debentures; and other evidences of indebtedness of other corporations domestic or foreign, including public and private lending agencies; to engage in the financing of contracts, whether conditional sales or chattel mortgages, the lending of money, including, but not limited to, small loans.

2. To deal in shares, bonds, notes, debentures, or other securities or evidences of indebtedness, or mutual investment companies, either as principal, or as agent or broker, or otherwise; and generally to maintain, conduct, and carry on the business of buying and selling and investment securities of mutual investment companies either as principal, or as agent or broker, or otherwise.

3. To sell, contract to sell, all types of leases, stocks, bonds, memberships, provided the corporation and/or its agents are properly licensed to transact such business; and to do anything not inconsistent with law regulating such business for the benefit of the Corporation.

4. In general to do and perform such acts and things and to transact such business, not inconsistent with law, in any part of the world, as the Board of Directors may deem for the advantage and benefit of the Corporation, and to establish agencies or branch offices therein as may be essential to the conduct of said business.

V

CAPITAL STOCK

The amount of the capital stock of this corporation shall be \$25,000.00, divided into 25,000 shares of \$1.00 par value common stock, and the rights pertaining thereto shall, in all respects, be equal, and may be increased or decreased as provided by the laws of the State of Idaho.

VI

The names of the persons forming this corporation, together with their post office addresses and the amount of shares actually subscribed by them as follows:

Charles R. Poulsen
One (1) Share

AuDree Poulsen
One (1) Share

Dutch Poulsen
One (1) Share

VII

All of the capital stock of this corporation shall be non-assessable. The stockholders of this corporation shall have no pre-emptive rights. All voting shall be non-cumulative.

VIII

MEETING OF STOCKHOLDERS

The annual meeting of the stockholders shall be held on the fourth Wednesday in July of each year in the office of the corporation at Boise, Idaho.

IX

BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of three persons, all of whom must be shareholders of this corporation and shall hold office for one year or until their successors are elected and qualified. The annual directors' meeting shall be held immediately following the meeting of the shareholders of the corporation and at the same place. Until the organizational or next meeting of the Board of Directors and until their successors are elected and qualified, the following persons shall serve as directors of this corporation:
Charles R. Poulsen, AuDree Poulson and Dutch Poulsen.

X

EXECUTIVE OFFICERS

The executive officers of this corporation shall consist of a president, vice-president, secretary and treasurer, which such officers are to be elected from the Board of Directors, and the president, when elected, shall be the Chairman of the Board of Directors for the next ensuing year; provided that the offices of vice-president, secretary,

and treasurer may be held by one and the same person. The Board of Directors shall have power to fill any vacancies in the Board of Directors or any other office and shall have the power to appoint an assistant secretary and an assistant treasurer, neither of whom need be shareholders of this corporation.

XI

SALARIES

The directors of this corporation shall serve without compensation unless otherwise expressly provided by the unanimous vote of the Board of Directors; and compensation, if any, of the executive officers, shall at the discretion of the Board of Directors, be fixed and determined, and, from time to time, altered, changed, or modified.

XII

These Articles of Incorporation may be amended in any manner or respect, except as otherwise restricted herein or by law, at any stockholders' meeting called for that purpose. A majority of the issued and outstanding stock shall constitute a quorum and the question of amendment shall be decided by a majority of said outstanding stock.

XIII

The stock of this corporation shall be non-assessable, and neither the private property of the stockholders, nor the stockholders, shall be in any way liable for the debts or obligations of the Corporation.

XIV

Any officer, director or stockholder may buy from, sell to or otherwise deal with the Corporation and may hold any job, office, employment or position with or ownership in any business, enterprise, proprietorship, partnership or corporation engaged in business similar to or in competition with the Corporation, provided the material facts are disclosed to all members of the Board of Directors, the person or persons affected acts or act bona fide and does or do not vote on or participate in approving any agreement or contract which might be adverse to or in conflict with the best interests of this corporation.

XV

The Board of Directors may adopt by-laws not inconsistent with these Articles of Incorporation or with the laws of the State of Idaho, and may amend such by-laws from time to time as may be found necessary.

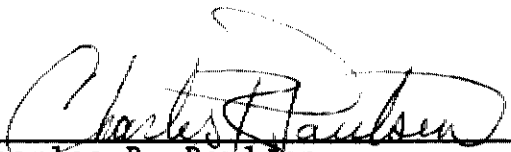
XVI

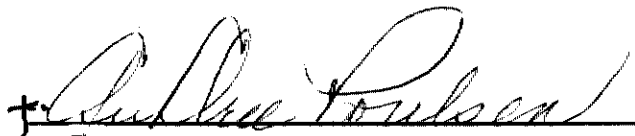
Any stock of this corporation which has been issued and fully paid and thereafter acquired by the Corporation shall be deemed Treasury Stock which may be sold or otherwise disposed of in such a manner and at such times and to such persons and for such consideration as the Board of Directors may determine. The unissued capital stock of this corporation may be sold or exchanged and issued at not less than its par value for the benefit of the corporation as the Board of Directors may determine.

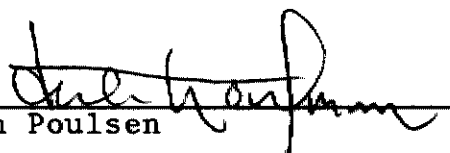
XVII

The corporation shall have a seal, circular in shape, the design of which shall be fixed by the Board of Directors, and which shall contain the following words; "Equipment Financing, Inc., an Idaho corporation, organized in 1989." The secretary of said corporation shall have the custody of the official seal of said corporation and shall affix the same to all documents requiring the same.

IN WITNESS WHEREOF, We have hereunto set our hands this 19th day of April, 1989.


Charles R. Poulsen


Audree Poulsen


Dutch Poulsen

STATE OF IDAHO)
) ss.
County of Ada)

On this 19th day of April, 1989, before me, the undersigned Notary Public in and for said County and State, personally appeared Charles R. Poulsen known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have set hereunto my hand and affixed my official seal the day and year in this certificate first above written.

Carabelle Hedberg
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 19th day of April, 1989, before me, the undersigned Notary Public in and for said County and State, personally appeared Audree Poulsen known to me to be the person whose name is subscribed to the within and foregoing 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.

Carabelle Hedberg
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 19th day of April, 1989, before me, the undersigned Notary Public in and for said County and State, personally appeared Dutch Poulsen known to me to be the person whose name is subscribed to the within and foregoing 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.

Carabelle Hedberg
Notary Public for Idaho
Residing at Boise, Idaho

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SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

EQUIPMENT FINANCING INC.

ADDRESS: 7122 Diamond Street
Boise, Idaho 83709

REGISTERED AGENT: Charles Poulsen
7122 Diamond St.
Boise, ID 83709

INCORPORATORS AND INITIAL DIRECTORS:

Charles Poulsen
AuDree Poulsen
Dutch Poulsen