

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

I, ~~ARNOLD WILLIAMS~~, 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

SEM STATE BROKERS, INC.,

was filed in the office of the Secretary of State on the **Seventeenth** day
November A.D. One Thousand Nine Hundred **Sixty-six** and
will be
duly recorded on Film No. **-----Microfilm** 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,** 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 **17th** day of **November**, A.D., 19 **66**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

GEM STATE BROKERS, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify, declare and adopt the following articles of incorporation.

I

The name of this corporation shall be GEM STATE BROKERS, INC.

II

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

III

The location of the registered office of this corporation shall be in Boise, County of Ada, State of Idaho, and the address of the registered office of this corporation shall be P. O. Box 4192, Boise, Idaho.

IV

The nature of the business and the objects and purposes of this corporation shall be:

1. To carry on and conduct a general securities business;
2. To deal in stocks and securities either as an agent, broker, underwriter or otherwise;
3. To invest and reinvest its resources in domestic and foreign securities;
4. To acquire, own, hold, dispose of, and deal in any way in any kind of stock or security;
5. To act as agent, trustee, broker, or in any fiduciary capacity;
6. To do any of the things hereinbefore enumerated for itself or for account of others, and to make and perform contracts for doing any part thereof;
7. To do each and everything necessary, suitable, useful or advisable for the accomplishment of any one or more of said objects, or which shall at any time appear to be conducive to or expedient for the benefit of said corporation in connection therewith;
8. To do every and all things set forth herein to the same extent and as fully as any natural persons might do or

could do in the State of Idaho or in any other state, country or place;

9. The foregoing shall be construed both as powers and objects and is expressly provided that the foregoing enumeration of powers and objects shall not be held to limit or restrict in any manner the powers of the corporation as permitted under the laws of the State of Idaho, and the corporation shall have all of the powers permitted under the laws of the State of Idaho.

V

The capital stock of this corporation shall be \$5,000.00 divided into 5,000 shares of capital stock of the par value of \$1.00 each. No distinction shall exist between the shares of this corporation and all such shares shall have the same rights in this corporation and shall be equal in every respect.

VI

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation;

If the by-laws so provide, to designate two or more of its members to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it;

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of at least a majority of the holders of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good-will and its corporate franchises, upon such terms and conditions as its board of directors deems expedient and for the best interest of the corporation.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the

powers and authorities expressly conferred upon them by statute.

VII

All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services, or any other right or thing of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash at par, and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock. Each issued and fully paid share of stock shall be non-assessable.

VIII

From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the board of directors, and as may be permitted by law.

IX

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

X

The name and post office address of each of the incorporators and a statement of the number of shares subscribed

for by each, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>AMOUNT</u>
Richard Anderson	P. O. Box 2773 Boise, Idaho	1	\$1.00
Stanley B. Catlett	P. O. Box 4192 Boise, Idaho	1	\$1.00
J. Robert Jackson	1601 Ellis Avenue Caldwell, Idaho	1	\$1.00
Robert L. Farber	Payette, Idaho	1	\$1.00
Shirley H. Manser	Payette, Idaho	1	\$1.00

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these articles of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein, are granted subject to this reservation.

WE, THE UNDERSIGNED, being each one of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectively agree to take the number of shares of stock hereinbefore set opposite our names and accordingly

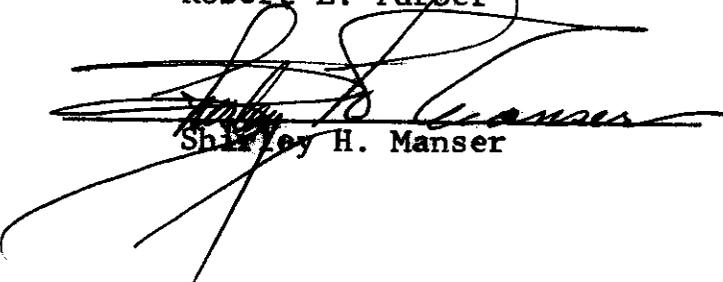
have hereunto set our hands and seals this 20th day of October,
A. D., 1966.


Richard Anderson


Stanley B. Catlett


J. Robert Jackson


Robert L. Farber


Shirley H. Manser

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

On this 20th day of October, in the year 1966, before me, the undersigned, a Notary Public in and for said State, personally appeared Richard Anderson, Stanley B. Catlett, J. Robert Jackson, Robert L. Farber and Shirley H. Manser, who are personally known to me to be the persons whose names are signed to and who executed and subscribed the within and foregoing Articles of Incorporation of Gem State Brokers, Inc.

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

Vera Belnap
Notary Public for the State of Idaho,
Residing at Boise, Idaho.