



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

SYRINGA, INC.

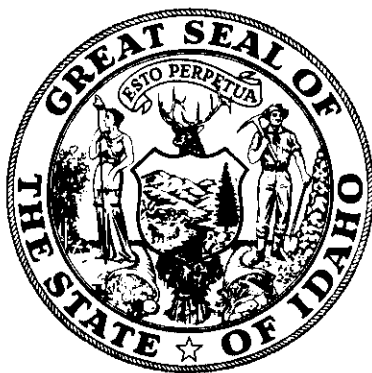
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

SYRINGA, 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 September 23, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

SYRINGA, INC.

The undersigned, Provident Federal Savings and Loan Association, of Boise, Idaho, desiring to form a savings and loan service corporation, does hereby make, sign, acknowledge, file and adopt for that purpose the following Articles of Incorporation, and does hereby declare:

ARTICLE I

The name of this corporation shall be "SYRINGA, INC."

ARTICLE II

The term of existence of this corporation shall be perpetual.

ARTICLE III

The purpose of the incorporators in organizing and forming this corporation is to create a savings and loan service corporation as permitted by the laws of the United States and the State of Idaho, having and possessing all the rights, powers, and authority now or hereafter granted to or permitted to be exercised by such service corporations, and without limiting the generality thereof, declare the corporation shall have the following purposes:

- (a) To originate, purchase, sell, service, broker and warehouse loans and participations in loans on real estate and mobile homes which constitute liens on the property securing the loan.
- (b) To originate, purchase, sell and service educational loans.
- (c) To originate, purchase, sell and service consumer loans.
- (d) To originate, purchase, sell and service loans with or without securities for altering, repairing, improving, equipping or furnishing real estate.
- (e) To make any investment of the types specified or authorized by Sections 545.9 and 545.9-3 of the rules and regulations of the Federal Savings and Loan System as the same now exist and may hereafter from time to time be amended.

(f) To invest in savings accounts in an insured institution which is a stockholder in this corporation.

(g) To provide any of the following services:

1. Clerical services, accounting, data processing and internal auditing.

2. Credit information, appraising, construction loan inspection and abstracting.

3. Development and administration of personnel benefit programs, including life insurance, health insurance and pension or retirement plans.

4. Research, studies and surveys.

5. Purchasing of office supplies, furniture and equipment.

6. Development and operation of storage facilities for microfilm or other duplicate records and processing of all kinds.

7. Advertising and other services to procure and retain both savings accounts and loans.

(h) To acquire unimproved real property for the purpose of development and subdivision, principally for construction of housing or for resale to others for such construction or for use as mobile home sites.

(i) To develop, subdivide and construct improvements for sale or rental on real property acquired as hereinbefore provided, including improvements to be used for commercial or community purposes when incidental to a housing project.

(j) To acquire improved residential real property and mobile homes to be used for rental purposes.

(k) To acquire improved residential real property and remodel, rehabilitate, modernize, renovate, demolish and/or rebuild the same for purposes of sale or rental.

(l) To maintain and manage rental property.

(m) To serve as insurance broker or agent providing protection such as homeowners, fire, theft, automobile, life, health, accident, and title to the extent permitted by law.

(n) To serve as escrow agent or as trustee under deeds of trust.

(o) To prepare state and federal tax returns.

(p) To acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character, and description whatsoever or any interest therein.

(q) To enter into general or limited partnerships as either a general or limited partner.

(r) To participate in joint ventures meaning any joint undertaking with one or more persons or legal entities in any form, including wholly owned subsidiaries, joint tenancy, tenants in common, or partnership including investments in corporations other than wholly owned subsidiaries.

(s) To acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, manage, operate, mortgage, pledge, give as security, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property, tangible or intangible, and commodities of every kind, character, and description whatsoever or any interest in them.

(t) To enter into and make all necessary contracts and participate with any corporation organized for the same purposes as this corporation or with any non-profit organizations for the purpose of acquiring unimproved or improved real property for the development thereof as previously described herein.

(u) To engage in such activities as from time to time are authorized for a service corporation of a savings and loan association including, but not limited to, the acquisition, development, improvement, and management of property; the origination, sale, purchase, and servicing of secured and unsecured loans; providing services to savings and loan associations and others; serving as an insurance agent or broker; to be a partner, member, associate, or manager of any partnership, limited partnership, joint venture, trust or other enterprise; and other lawful activities.

(v) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, for the furtherance of any of the powers herein set forth, either alone or associated with others, and incidental and pertaining to, or growing out of or connected with, its business or powers, provided the same not be inconsistent with existing or future laws and administrative rules and regulations of the United States or the State of Idaho.

The purposes and powers specified in the clauses contained in this Article are to be construed both as purposes and powers and shall, except when otherwise expressed in this or of any other article of this certificate, be in no wise limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of this certificate, but each of the purposes and powers specified in this Article shall be regarded as independent purposes and powers; and the specifications herein contained of particular powers are not intended to be, and shall not be held to be, in limitation of the general powers herein contained, or in limitation of the powers granted to corporations under the laws of the State of Idaho, but are intended to be, and shall be held to be, in furtherance thereof, and this corporation shall be authorized to do anything authorized by the laws of the State of Idaho and/or the United States of America.

ARTICLE IV

The capital stock of this corporation shall be Five Hundred Thousand Dollars (\$500,000.00) divided into fifty thousand (50,000) shares of the par value of Ten Dollars (\$10.00) per share. All of said stock shall be non-assessable common stock with equal voting and other rights and privileges.

ARTICLE V

There are no provisions denying preemptive rights of stockholders.

ARTICLE VI

The provisions for the regulation of the internal affairs of the corporation are:

Director Conflicts of Interest. No contract or other transaction between this corporation and one or more of its directors or any other corporation firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, ratify such contract or transaction by vote or written consent, in which vote or consent such interested directors may participate to the extent that they are also shareholders; or

(c) The contract or transaction is fair and reasonable to the corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE VII

The Board of Directors of this corporation shall consist of one or more members. The number of directors shall be

fixed by or in the manner provided in the bylaws. The number of directors may be increased or decreased from time to time by amendment to the bylaws. All of the powers of this corporation are hereby conferred upon the Board of Directors insofar as such powers may be lawfully vested in and exercised by the Board of Directors.

The number of directors constituting the initial Board of Directors of this corporation is seven and the names of the persons who are to serve as the directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
John H. Brandt	215 11th Avenue South Nampa, Idaho 83651
Albert Carlsen	4120 Hillcrest Drive Boise, Idaho 83705
James D. McClary	4903 Roberts Road Boise, Idaho 83705
C. Ralph Rudolph	11 Mesa Vista Drive Boise, Idaho 83705
Richard Wilcomb	4320 Hillcrest Drive Boise, Idaho 83705
John William Hewitt	1200 Harrison Blvd. Boise, Idaho 83702
Sherman Isensee	9494 Knottingham Drive Boise, Idaho 83704

ARTICLE VIII

The name and address of the incorporator of this corporation is: **R/A 2/50**

Provident Federal Savings & Loan
Association
1001 West Idaho Street
Boise, Idaho 83701

ARTICLE IX

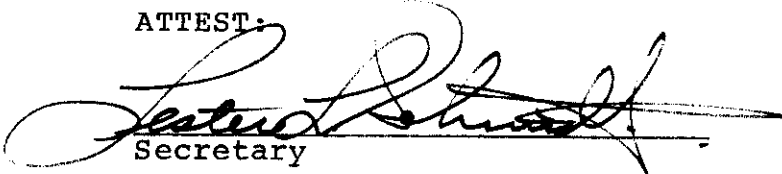
This corporation shall have power to conduct business in any state or foreign country and to maintain offices therein subject to the laws of such jurisdiction.

PROVIDENT FEDERAL SAVINGS AND
LOAN ASSOCIATION

By


President

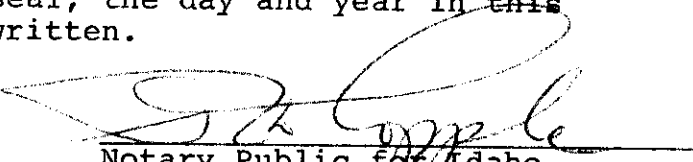
ATTEST:


Secretary

STATE OF IDAHO)
 : ss.
County of Ada)

On this 17th day of September, 1980, before me, the undersigned Notary Public in and for said State, personally appeared JOHN W. HEWITT and LESTER L. SCHMIDT, known to me to be the PRESIDENT and SECRETARY of the above Corporation that executed the above instrument, or the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation 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.


Notary Public for Idaho
Residing at Boise, Idaho