

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

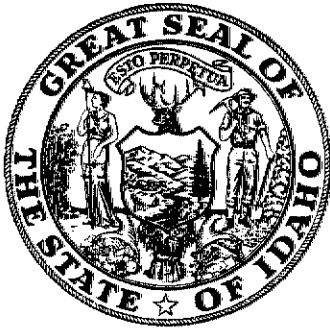
PH FINANCIAL SERVICES, INC.

File number C 112283

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: October 10, 1995



Pete T. Cenarrusa
SECRETARY OF STATE
By *Ara Seikel*

ARTICLES OF INCORPORATION

OF

PH FINANCIAL SERVICES, INC.

The undersigned, being over the age of eighteen (18) years, for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certify and adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be "PH FINANCIAL SERVICES, INC." and its existence shall be perpetual.

ARTICLE III

This Corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, as amended, under the provisions of which this Corporation is incorporated.

ARTICLE III

Shareholders of this Corporation shall have preemptive rights to acquire additional shares offered for sale by

Diff'rent Corporation

ARTICLE IV

Shareholders of this Corporation shall have cumulative voting rights.

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ARTICLE V

1. The location and post office address of the registered agent of this Corporation in this state shall be 212 South 11th Street, Suite 4, Coeur d'Alene, Idaho 83814.

2. The registered agent of this Corporation at that address shall be Douglas G. Potter.

ARTICLE VI

1. The aggregate number of shares which this Corporation shall have authority to issue is ONE HUNDRED THOUSAND (100,000) SHARES.

2. Such shares are to consist of ONE (1) CLASS only, to be known as common stock and such shares are to have a par value of ONE (\$1.00) DOLLAR per share.

3. This corporation shall have the right to purchase its own shares from the unreserved and unrestricted capital surplus available, as well as from the unreserved and unrestricted earned surplus available.

4. The shares of this Corporation may be assessed if the Board of Directors so authorizes, as provided in Section 30-1-19 of the Idaho Business Corporation Act.

ARTICLE VII

1. The number of Directors of this Corporations shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

2. In compliance with the Idaho Business Corporation Act, this Corporation may enter into, contract and

otherwise transact business as vendor, purchaser or otherwise, with one or more of its directors, officers or shareholders or with any corporation, association, firm or entity in which one or more of them are or may become interested as directors, officers, shareholders, members or otherwise.

3. The first Directors of this Corporation shall be TWO (2) in number and their address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Paul B. Hoff, II	1008 South Oberlin Spokane, WA 99206
Hadassa D. Hoff	1008 South Oberlin Spokane, WA 99206

4. The term of the first Directors shall be until the first annual meeting of the shareholders of this Corporation and until their successors are elected and qualified.

5. Directors of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a Director, except this limitation on liability shall not apply to (i) acts or omissions involving intentional misconduct by the Director or a knowing violation of law by the Director, (ii) conduct violating Section 30-1-48 of the Idaho Business Corporation Act or (iii) any transaction from which the Director will personally receive a benefit in money, property or services to which the Director is not

legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

6. The Corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees and other persons and agents. Without limiting the generality of the foregoing, the Corporation shall indemnify its Directors against all liability, damages and costs or expenses (including attorney's fees) arising from or in connection with service for, employment by or other affiliation with this Corporation to the maximum extent and under all circumstances permitted by law.

7. Shareholders of this Corporation are expressly and exclusively authorized to make, alter and repeal the Bylaws of this Corporation. The vote of the shareholders to change or repeal such Bylaws shall require an approval

of SIXTY-SIX AND TWO-THIRDS (66 2/3%) PERCENT of the outstanding shares entitled to vote.

ARTICLE VIII

The name and address of the incorporators are as follows:

Paul B. Hoff, II
1008 South Oberlin
Spokane, WA 99206

Hadassa D. Hoff
1008 South Oberlin
Spokane, WA 99206

IN WITNESS WHEREOF, the incorporators hereinabove named have executed these Articles of Incorporation this _____ day of October, 1995.

Paul B. Hoff, II
PAUL B. HOFF, II

Hadassa D. Hoff
HADASSA D. HOFF
(hof-art.doc)