

Designation of Agent and Acceptance of the Provisions of the Constitution of the State of Idaho

KNOW ALL MEN BY THESE PRESENTS:

That Republic Financial Corporation
Name of Corporation
a Corporation organized and existing under the laws of the state of Colorado
having filed in the office of the Secretary of the State of Idaho a duly authenticated copy of its Articles of Incorporation, does hereby, in pursuance of the laws of the State of Idaho, make this certificate, and does hereby designate 300 North 6th Street, Boise, Idaho 83701 in ADA County,
Address
in the State of Idaho, as the location of the principal place of business of said Corporation in said State of Idaho, and does hereby designate C T CORPORATION SYSTEM
residing at 300 North 6th Street, Boise, Idaho 83701 in ADA County,
Address
as authorized Agent of said Corporation in said State of Idaho, upon whom process issued by authority of or under any law of the State of Idaho may be served as provided by the Constitution and laws of said State of Idaho.

And the said Republic Financial Corporation
Name of Corporation

desiring and intending to conform in all respects to the Constitution and laws of said State, and to avail itself of the rights, privileges and immunities guaranteed by said Constitution and laws, does hereby accept the provisions of the Constitution of the State of Idaho for all the intents and purposes contemplated by the provisions thereof, relating to such acceptance by other than municipal corporations.

IN WITNESS WHEREOF, The said Republic Financial Corporation
Name of Corporation

has caused this Certificate and Acceptance to be executed, acknowledged and delivered in its name and on its behalf, by its President, and to be attested by its Secretary, and has caused

its corporate seal to be hereunto affixed at Denver

in the County of Denver, State of Colorado

this 1st day of March, 19 79.

Attest:

David I. Jones Secretary. By James H. Possehl President.
Republic Financial Corporation
Name of Corporation

STATE OF Colorado

County of Denver } ss.

On this 1st day of March in the year 19 79, before me Connie Kenton, a Notary Public in and for said County, in the State aforesaid, personally appeared James H. Possehl

known to me to be the President of the Corporation that executed the within and foregoing instrument, and acknowledged to me that such Corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notary seal this 1st day of March, A. D. 19 79

Connie Kenton
Notary Public

Official Title.

My commission expires on the 10th day of October, 19 81.

NOTE—One copy to be filed for record with the Secretary of State, Boise, Idaho; one copy duly certified by the Secretary of State to be filed with the County Recorder in the county where the principal place of business is located.

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

REPUBLIC FINANCIAL CORPORATION

a corporation duly organized and existing under the laws of **Colorado** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **26th** day of **March** 19 **79**, a properly authenticated copy of its articles of incorporation, and on the **26th** day of **March** 19 **79**, a designation of **C T Corporation System** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **26th** day of **March**, A.D., 19 **79**.

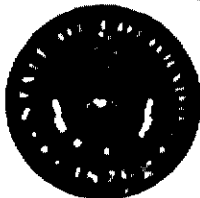
Pete T. Cenarrusa
Secretary of State

Corporation Clerk

POOR QUALITY
ORIGINAL

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STATE OF COLORADO



DEPARTMENT OF
STATE

CERTIFICATE OF
INCORPORATION

Byron A. Anderson,

*Secretary of State of the State of Colorado hereby certify that duplicate original
of Articles of Incorporation duly signed and verified pursuant to the provisions of
the Colorado Corporation Act have been received in this office and are found to con-
form to law.*

*Accordingly he undertakes by virtue of the authority vested in me by law here-
by issues this Certificate of Incorporation of*

-----Republic Financial Corporation-----
A COLORADO CORPORATION

and attaches hereto a duplicate original of the Articles of Incorporation.

Dated this ----- *Seventh* ----- *day of* ----- *July* ----- *A. D. 19* *21*

Byron A. Anderson
Secretary of State

Jenniah & Son
Attorneys

ARTICLES OF INCORPORATION
of
REPUBLIC FINANCIAL CORPORATION

We, the undersigned natural persons of the age of twenty-one years, or more, acting as incorporators of a corporation under the Colorado Corporation Code, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

Name

The name of the corporation is Republic Financial Corporation.

ARTICLE II

Period of Duration

The period of duration of the corporation shall be perpetual.

ARTICLE III

Purposes and Powers

The nature of the business, objects, and purposes to be promoted, transacted or carried on by the corporation are:

- A. To purchase or otherwise acquire, and to own, hold, develop, subdivide, lease, sell, mortgage or otherwise dispose of real estate, real property and lands of every kind and description, and all interests and rights therein, without limit or amount and to the same extent as a natural person might or could do, and in any part of the world.
- B. To buy, sell, deal in, lease, hold or improve real estate of all kinds and description and the fixtures and personal property incidental thereto or connected therewith, and with that end in view, to acquire by purchase, lease, hire or other-

wise, lands, tenements and hereditaments, or any interest therein, and to improve the property of the corporation, and sell, lease, mortgage, and pledge or otherwise dispose of the lands, tenements and hereditaments or other property of the corporation; to construct, erect, repair, and improve houses and buildings of every kind and description; to make, enter into, perform, and carry out contracts for constructing, altering, improving, decorating, maintaining, furnishing and fitting of buildings of every sort and kind; to advance money, to enter into contracts and arrangements of all kinds with builders, property owners, and others; and to carry on in all their respective branches the business of builders, contractors, decorators, dealers in stone, brick, timber, hardware, and other building materials or requisites.

C. To acquire, own, sell, or otherwise dispose of and deal in stocks and bonds, mortgages, notes, and commercial paper of the corporation, any other corporation, and individuals.

D. To conduct and carry on any other similar business, manufacturing or otherwise, which may be capable of being profitably carried on in its connection with the business of the corporation, to carry on any similar business that is adopted directly or indirectly to add to the value of the property of the corporation and the profits of its authorized business.

E. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities, or evidence of indebtedness created by any other corporation or corporations organized under the laws of this State, county, nation or government, and while the owner thereof to exercise all the rights, powers, and privileges of ownership, including the rights to vote thereon.

F. To borrow or raise money from any person, firm or corporation for any of the purposes of the corporation and from time to time, without limit as to amount, to draw, make, accept, endorse and execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof, and of any of the interest thereon by mortgage upon, or pledge, conveyance or assignment, in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds or obligations of the corporation for its corporate purposes; to provide for payment of the same by deposited cash, sinking funds or otherwise.

G. To conduct its business and to have one or more offices, and to acquire, buy, hold, mortgage, lease and convey real and personal property unlimitedly and without restriction in any of the states, territories of the United States, or in any foreign place or country so far as permitted by the laws thereof.

H. To do any or all things in these Articles of Incorporation set forth as objects, purposes, powers or otherwise, to the same extent and as fully as natural persons might or could do, and in any part of the world, as principals, agents, trustees or otherwise.

I. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic of government, colony, or dependency thereof.

J. To lease, assign, hypothecate or negotiate, either as lessor or lessee, any and all kinds of real, personal, mixed,

incorporeal, and metaphysical property, including any and all interests therein, which are capable of being leased.

K. In general to carry on such businesses and related businesses, having exercising all the powers conferred by the laws of the State of Colorado upon corporations formed under the laws of this State, and to do any and all of the things hereinabove set forth to the same extent as natural persons might or could.

L. The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

ARTICLE IV

Capital Stock

The total amount of the authorized capital stock of the corporation shall be Fifty thousand Dollars (\$50,000.00), composed of Five Million Shares (5,000,000) of common stock of the par value of One Cent (\$.01) per share, and said stock shall be non-assessable.

ARTICLE V

Voting

Cumulative voting of shares of stock is not authorized.

ARTICLE VI

Acquisition of Stock

No previously unissued or treasury shares of the corporation or securities convertible into shares of carrying stock, purchase

warrants or privileges shall be issued without the unanimous consent of the Board of Directors and further, whenever any shareholder wishes to divest himself of any or all of his shares of stock, he must offer equal portions to each other shareholder at such price as for which he has received a bona fide offer and only after each shareholder has purchased all or part of the offered shares or has purchased all or part of the shares which were rejected by a shareholder or, after all shareholders have rejected the offer, the said offering shareholder shall be entitled to sell any or all of his shares at said offered price upon unanimous consent of the Board of Directors.

ARTICLE VII

Registered Office and Registered Agent

A. The address of the initial registered office of the corporation is (one) 1 West Hampden Avenue, Englewood, Colorado 80110.

B. The name of its initial registered agent at such address is James H. Poussehl.

ARTICLE VIII

Principal Place of Business

The principal place of business of the corporation shall be located at (one) 1 West Hampden Avenue, Englewood, Colorado 80110.

ARTICLE IX

Board of Directors

The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as directors and manage the affairs of said corporation until the first annual meeting of

shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
James H. Posselt	8665 East Lehigh Ave. Denver, Colorado 80237
Marvin L. Kleinman	4173 South Hudson Parkway Englewood, Colorado
Karen L. Posselt	8665 East Lehigh Ave. Denver, Colorado 80237

ARTICLE X

Incorporators

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
James H. Posselt	8665 East Lehigh Ave. Denver, Colorado 80237
Marvin L. Kleinman	4173 South Hudson Parkway Englewood, Colorado
Karen L. Posselt	8665 East Lehigh Ave. Denver, Colorado 80237

ARTICLE XI

By-Laws

The Board of Directors of said corporation shall have the power and authority to make such prudential by-laws as they deem proper for the management of the affairs of the corporation.

ARTICLE XII

Meetings Beyond Limits of State

The Board of Directors of said corporation may meet beyond the limits of the State of Colorado.

Dated July 6, 1976.

James H. Posselt
Marvin L. Kleinman
Karen L. Posselt
Incorporators

STATE OF COLORADO)
CITY AND COUNTY OF DENVER) ss.

I, John C. McMurtry, a notary public,
hereby certify that on the 6th day of July, 1971,
personally appeared before me, James H. Posschl, Marvin L. Elginer
and Karen L. Posschl who being by me first duly sworn,
severally declared that they are the persons who signed the
foregoing document as incorporators, and that the statements
therein contained are true.

In witness whereof I have hereunto set my hand and seal
this 6th day of July, 1971.
My commission expires Dec 19, 1973

John C. McMurtry
Notary Public

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ARTICLES OF INCORPORATION

Republic Financial Corporation

DOMESTIC

Filed in the office of the Secretary of
State, of the State of Colorado, on the
7th day of July A. D. 1971

BYRON A. ANDERSON
Secretary of State

Filing Clerk _____ Sage _____ Fees \$25
Old Age Pension Fund _____ \$2.30

This document has been inspected
and properly entered on the list
of the State of Colorado.

OK 7/22
Done July 9, 1971
R. Anderson _____ Clerk

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STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH.

To the Secretary of State
of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation, or
personnel under the laws of the State of Colorado, hereby makes the following statement for the
purpose of changing its registered office or its registered agent, or both, in the State of Colorado

First. The name of the corporation is
Republic Financial Corporation

Second. The address of its REGISTERED OFFICE is
6444 East Hampden Ave. Denver, Colorado 80222

Third. The name of its REGISTERED AGENT is
James H. Posselt

Fourth. The address of its registered office and the address of the business office of its registered
agent, as changed, will be identical

Fifth. The address of its place of business in Colorado is
6444 East Hampden Ave. Denver, Colorado 80222

Republic Financial Corporation (Name 1)

James H. Posselt (Name 2)
President

STATE OF Colorado
County of Denver

Before me, _____, a Notary Public in and for the said County
and State, personally appeared James H. Posselt, who acknowledged before me
that he is the President of Republic Financial Corporation
Colorado Corporation that he signed the foregoing, and that the statements
contained therein are true

In witness whereof I have hereunto set my hand and seal this 17th day of June
A. D. 1974

My commission expires _____
My commission expires _____

[Signature]

- Notes
1. Exact corporate name of corporation making the statement
 2. Signature and title of officer signing for the corporation, — must be President or Vice-President
except for nonprofit
 3. Signature of Notary Public must be exactly as shown on Notarial Seal, and must agree with notarial
commission
 4. This document must be typewritten

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