

ARTICLES OF INCORPORATION
OF
GEM STATE PAWN, INC.

FILED
93 JAN 29 AM 8:41
STATE OF IDAHO

We, the undersigned, to form a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

I

The name of the corporation is Gem State Pawn, Inc.

II

The period of its duration is perpetual.

III

The purpose or purposes for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code.

IV

The aggregate number of shares which the corporation shall have the authority to issue is Ten Thousand (10,000) shares, all of one class, DOLLAR (\$) par value.

V

The address of the initial registered office of the corporation and registered agent at such address is:

REGISTERED AGENT

ADDRESS

Edwin L. Litteneker
Attorney at Law

322 Main Street
Lewiston, Idaho 83501

VI

The name and post office address of the incorporator hereof and of the persons who shall serve as initial directors until the first annual meeting of the corporation are:

INCORPORATOR

ADDRESS

Byron Barfield
Dan Tucker

620 18th Avenue, Lewiston Idaho 83501
2814 Frontage Road, Lewiston, Idaho 83501

01/29/93 09:00
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BOARD OF DIRECTORS

ADDRESS

Byron Barfield

620 18th Avenue, Lewiston Idaho 83501

Dan Tucker

2814 Frontage Road, Lewiston, Idaho 83501

VII

The stock of the corporation shall be non-assessable common stock.

VIII


A director shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall be liable for the following:

- a) For any breach of the director's duty of loyalty to the corporation or to its stockholders.
- b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c) For acts or omissions which involve director liability as provided in Idaho Code section 30-1-48, which states, in pertinent part, that a director shall be liable under the following circumstances:
 1. If the director votes for or assents to the declaration of any dividend or other distribution of the assets of a corporation to its shareholders contrary to the provisions of the Idaho General Business Corporations Act.
 2. If the director votes for or assents to the purchase of the corporation's own shares contrary to the provisions of the Idaho General Business Corporations Act.
 3. If the director votes for or assents to any distribution of assets of the corporation to its shareholders during the liquidation of the corporation without the payment and discharge of, or making adequate provisions for, all known debts, obligations, and liabilities of the corporation.

4. For any transaction from which the director derives an improper personal benefit.

DATED on this 22 day of January 1998.

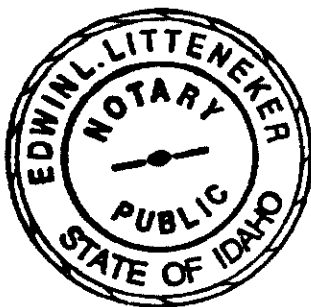

Byron Barfield



Dan Tucker

STATE OF IDAHO)
) ss.
County of Nez Perce)

On this 22 day of January 1998, before me, the undersigned, a Notary Public, in and for the State of Idaho, personally appeared **Byron Barfield**, known to me to be the person whose name is subscribed to me and acknowledged to me that he executed the within instrument.

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



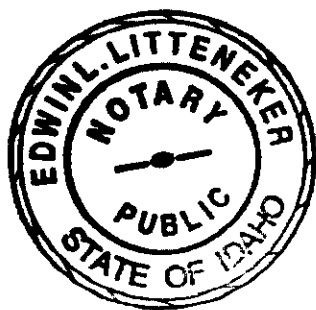

Notary Public in and for the
State of Idaho, residing at
Lewiston, therein.

My Commission Expires: 09.23.04

STATE OF IDAHO)
) ss.
County of Nez Perce)

On this 22 day of January 1998, before me, the undersigned, a Notary Public, in and for the State of Idaho, personally appeared **Dan Tucker**, known to me to be the person whose name is subscribed to me and acknowledged to me that he executed the within instrument.

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



Ed Litteneker

Notary Public in and for the
State of Idaho, residing at
Lewiston, therein.

My Commission Expires: 9.23.04