



**Department of State.**

**CERTIFICATE OF INCORPORATION**

**FRANK T. CEMARUSA**  
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

**ISLAND MERCHANTS ASSOCIATION, INC.**

was filed in the office of the Secretary of State on the **fourteenth** day of **July** A.D. One Thousand Nine Hundred **sixty-seven** and **will be** / duly recorded on ~~Film~~ **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  **Moscow, Idaho** in the County of **Latah**

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 **fourteenth** day of **July**, A.D., 19 **67**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
INLAND MERCHANTS ASSOCIATION, INC.  
AN IDAHO CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we the undersigned, ARNOLD V. MOFFATT, MARIE P. MOFFATT, and LESTER J. PETERSON, being natural persons of full age, citizens of the United States and residents of the State of Idaho. In order to form a corporation for the purposes herein stated pursuant to Chapter 1 of Title 30 of the Idaho Code, do hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be INLAND MERCHANTS ASSOCIATION, INC.

ARTICLE TWO

The purposes for which said corporation is formed shall include, but not be limited to, are:

Anywhere in the United States and its territories, and particularly in the State of Idaho, to engage in and carry on any part or all of the following businesses, to-wit:

(1) To establish, maintain, and conduct a collection agency consisting of soliciting delinquent accounts for collection purposes, collecting delinquent accounts, buying, selling, and dealing in accounts receivable, and conducting other lawful activities of a collection agency.

(2) To establish, maintain, and conduct a general mercantile agency, to carry on every branch of business usually transacted in connection therewith, including the obtaining and acquiring by purchase or in any other lawful manner information, statistics, facts, and circumstances of, relating to, or affecting the business, capital, debt, solvency, credit, responsibility, and commercial

condition and standing of any and all individuals, firms, associations, and corporations engaged in or connected with any business, occupation, industry, or employment, and to dispose of, sell, loan, pledge, hire, and use in any and all lawful ways the information, statistics, facts, and circumstances so obtained and acquired.

(3) To contract and hire labor necessary or convenient to the conducting and operation of said business.

(4) Doing any and all things regularly, necessarily, properly or incidentally done or to be done in the conduct of any or all of the foregoing business.

(5) To have all of the corporate capacity and corporate authority contained in Section 30-114, Idaho Code.

To carry out such purposes, such corporation shall have the following enumerated powers, which enumerated powers shall not be exclusive, but such corporation shall have all other lawful powers not inconsistent therewith, to-wit:

(A) To receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease real and/or personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation; and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

(B) In the purchase or acquisition of property, business rights, or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt and to raise, borrow, and secure the payment of money in any lawful manner, including the issue and sale, or other disposition, of bonds, debentures, obligations, negotiable and transfer instruments and evidences of indebtedness

of all kinds, whether secured by mortgage, pledge, deed of trust, trust receipt, conditional sales contract, or otherwise.

(C) To use and apply to surplus earnings or cumulative profits to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms, as its Board of Directors shall determine.

(D) To appoint such officers, employees, and agents as the business of the corporation may require, and to allow them compensation.

(E) To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock.

(F) To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs of for the purposes of the corporation.

(G) To acquire and own the stock, bonds, and securities of other corporations and, while owning the same, to exercise all of the privileges of ownership consistent with the corporate character of this company and to acquire the stock of this corporation insofar as the same is not prohibited by the laws of the State of Idaho.

(H) To invest surplus funds from time to time at the discretion of the Board of Directors of the corporation.

(I) To do any and all things convenient and incidental to the purposes herein expressed and generally to have and exercise all such powers as are by law conferred on corporations of like character, and, without in any particular limiting any of the objects or purposes or powers of the corporation, the business and purposes of the corporation shall be from time to time to do any one or more of all of the acts and things herein set forth and all such other acts, things and business in any manner connected therewith directly or indirectly to promote the interests of the corporation or enhance

the value of any of its property as such corporation may lawfully do and in carrying on its business or for the purposes of attaining any of its objects, to do any and all things and exercise any and all other powers not prohibited by and either as or by or through principals, agents, attorneys, trustees, contractors, factors, lessees or otherwise, either alone or in connection with others. In general, to do or perform every act which shall be consistent with the purposes of this corporation.

#### ARTICLE THREE

The corporation is to have a perpetual existence.

#### ARTICLE FOUR

The principal office and place of business of this corporation shall be at 125 West Third Street, Moscow, in the County of Latah, State of Idaho, but the corporation office address may be changed by the Board of Directors, and branch offices or places of business may be located or established by the corporation at such other places within or without the State of Idaho as the Board of Directors may decide upon, and meetings of the Board of Directors may be held at any such branch offices or places of business of the corporation and the business of the corporation transacted there.

#### ARTICLE FIVE

The capital stock of this corporation shall consist of one thousand (1,000) shares of capital stock, same being common voting stock at One Hundred Dollars (\$100.00) per share par value, **having an aggregate par value of \$100,000.00** Each share of common stock shall have one full vote at the stockholder's meetings of the corporation.

#### ARTICLE SIX

The names and post office addresses of the incorporators of this corporation, and the number of shares of stock of the corporation for which each has subscribed, are as follows:

Arnold V. Moffatt	237 Circle Drive Moscow, Idaho	One (1) Share
Marie P. Moffatt	237 Circle Drive Moscow, Idaho	One (1) Share
Lester J. Peterson	4320 Brace Point Dr. Seattle, Washington	One (1) Share

#### ARTICLE SEVEN

The number of directors of this corporation shall be not less than three nor more than six and the number of qualifications, terms of office, manner of election, time and place of meetings, and powers of directors, and their duties, shall be such as are prescribed by the by-laws of this corporation.

#### ARTICLE EIGHT

The officers of this corporation shall consist of a president, vice-president, secretary and treasurer and such other officers as the Board of Directors of the corporation shall deem necessary, all of whom shall be shareholders who shall be elected by the Board of Directors and hold office during the pleasure of the Board. The Board of Directors in its discretion may elect the same person to the offices of secretary and treasurer. Each of the officers shall have such powers as may be conferred upon him by the by-laws of the corporation.

#### ARTICLE NINE

The Board of Directors of this corporation shall have the power to adopt all by-laws, and the same may be modified or amended by the Board of Directors, subject, however, to the power of the shareholders to change or repeal such by-laws.

#### ARTICLE TEN

Said corporation will use the Credit Bureau of Latah County and Medical Dental Adjustment Bureau of Latah County as fictitious names of divisions of said corporation in the operation and conduct of its business.

IN WITNESS WHEREOF, the said incorporators have hereunto set their hands and seals and executed the foregoing Articles of Incorporation in triplicate this 12th day of July, 1967.

Arnold V. Moffatt  
Arnold V. Moffatt

Marie P. Moffatt  
Marie P. Moffatt

Lester J. Peterson  
Lester J. Peterson

STATE OF IDAHO )  
                  ) ss.  
County of Latah )

On this 12th day of July, 1967, before me, the undersigned, a Notary Public in and for said County and State, personally appeared ARNOLD V. MOFFATT, MARIE P. MOFFATT and LESTER J. PETERSON, known to me to be the persons whose names are subscribed to the above and foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official Seal on the day and year last above written.

Robert W. Peterson  
Notary Public in and for the State of Idaho, Residing at Moscow, Idaho

(SEAL)