



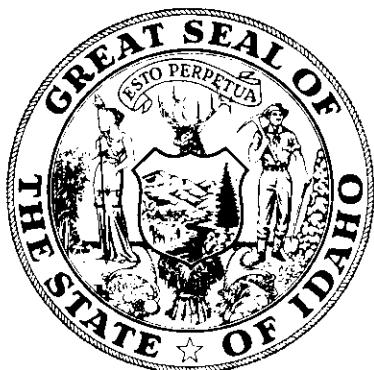
CERTIFICATE OF AUTHORITY
OF

INTERWEST MORTGAGE

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of INTERWEST MORTGAGE
_____ for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to INTERWEST MORTGAGE
_____ to transact business in this State under the name INTERWEST MORTGAGE
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **February 3, 1984**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is InterWest Mortgage

2. The name which it shall use in Idaho is same

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Nevada

4. The date of its incorporation is January 29, 1982 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 437 South Sierra Street, Suite 100, Reno, Nevada 89501

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 6702 Fairview Avenue, Boise, Idaho 83704, and the name of its proposed registered agent in Idaho at that address is Michael B. Zink

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: making loans secured by a first mortgage or first deed of trust on Idaho property.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Richard L. Martucci</u>	<u>President</u>	<u>10650 Wells Fargo Road, Reno, NV</u>
<u>Lisa J. Lubeck</u>	<u>Vice President</u>	<u>4808 Jay Avenue, Las Vegas, Nevada</u>
<u>Richard B. Rogers</u>	<u>Vice President</u>	<u>225 Mountain Ridge Rd., Reno, NV</u>
<u>Michael B. Zink</u>	<u>Vice President</u>	<u>5044 Dakota Avenue, Boise, ID</u>
<u>Karen Ransohoff</u>	<u>Secretary/Tr.</u>	<u>2660 Trentham Way, Reno, NV</u>
<u>J. Stephen Lemons</u>	<u>Director</u>	<u>4245 Christy Way, Reno, NV</u>

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
2,500	Common	No par value

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
10	Common	No par value

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

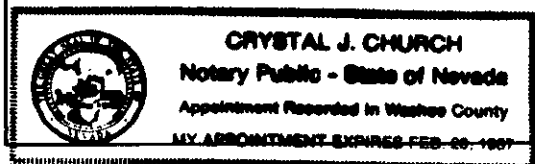
Dated: January 30, 1984

InterWest Mortgage
By [Signature]
Its President / ~~XXXXXX President (please specify)~~
and Karen Rausch
Its Secretary / ~~XXXXXX Secretary (please specify)~~

STATE OF Nevada)
COUNTY OF Washoe)ss

I, Crystal J. Church, a notary public, do hereby certify that on this 30th day of January, 1984, personally appeared before me Richard L. Martucci, who being by me first duly sworn, declared that he is the President of InterWest Mortgage.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.



[Signature]
Notary Public

**ARTICLES OF INCORPORATION
OF
PUEBLO, INC.**

**FILING FEE: \$50.00
BY: CHARLES M. MCGEE
P. O. BOX 26
RENO, NEVADA**

89502

JAN 29 1962

ALL HANDS BY THESE PRESENTS:

372-82

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Nevada, and to that end we do hereby certify:

I.

That the name of this corporation is:

PUEBLO, INC.

II.

That the location of the principal office of this corporation within the State of Nevada is 1325 Airmotive Way, Suite 340, Reno, Nevada 89502, and the resident agent in charge of said office is CHARLES M. MCGEE, Esq., but this corporation may maintain an office or offices in such other place or places, within or without the State of Nevada, as may be from time to time designated by the Board of Directors or by the By-Laws of said corporation. This corporation may conduct all corporate business of every kind or nature, including the holding of all meetings of directors and stockholders outside the State of Nevada the same as in the State of Nevada.

III.

That the corporation may engage in any lawful activity.

IV.

That the capital of the corporation shall consist of 100 shares of capital common stock, having no par value.

V.

That the capital stock and the holders thereof shall not, after the amount of the subscription price has been paid in, be subject to any assessment to pay the debts of the corporation or for any other purposes.

VI.

That the members of the governing board shall be styled
tore, and the number of the first Board of Directors shall be
3), provided, however, that the Board of Directors may at
eting, by resolution, increase the number of such Board of
tore to not more than eleven (11) or decrease the number of
such directors to less than three (3).

The names and post office addresses of the first Board of
Directors are as follows:

Mike Orr	P. O. Box 20728 Reno, Nevada 89515
Karen Hunter	P. O. Box 20728 Reno, Nevada 89515
Betty Loepky	P. O. Box 20728 Reno, Nevada 89515

VII.

That the name and post office addresses of each incorporator
signing the Articles of Incorporation are as follows:

Mike Orr	P. O. Box 20728 Reno, Nevada 89515
Karen Hunter	P. O. Box 20728 Reno, Nevada 89515
Betty Loepky	P. O. Box 20728 Reno, Nevada 89515

VIII.

That this corporation is to have perpetual existence.

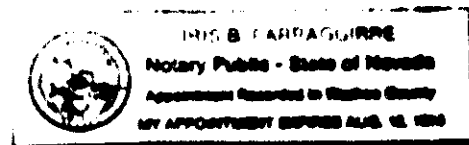
IN WITNESS WHEREOF, we have hereunto set our hands this
28th day of January, 1982.

Mike Orr
Karen Hunter
Betty J. Loepky

STATE OF NEVADA)
 : ss.
COUNTY OF WASHOE)

On this 28th day of January, 1982, personally appeared
before me, a Notary Public, MIKE ORR, KAREN HUNTER and BETTY
LOEPPKY, who acknowledged that they executed the foregoing Articles
of Incorporation

Irish B. Farraguirre
NOTARY PUBLIC



FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

Filing Fee: \$25.00
By: Charles McGee
50 W. Liberty Suite 960
Reno, Nevada 89501

MAY 27 1983

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

LEMONS AND ASSOCIATES, LTD.

LEMONS AND ASSOCIATES, LTD., a Nevada corporation,

under its corporate seal and the hands of its duly elected
president and secretary, does hereby certify:

1. That at a special meeting of the Board of Directors
of this corporation regularly convened at Reno, Nevada, on the
11th day of May, 1983, at the hour of 10:00 A.M., at
which meeting there was at all times present and acting a quorum,
a resolution was regularly adopted setting forth the amendment
herein and declaring its advisability, and calling a special
meeting of stockholders entitled to vote for consideration
thereof, to-wit:

BE IT RESOLVED, that it is deemed advisable in
the judgment of the Board of Directors that Article IV
of the Articles of Incorporation be amended to read
as follows:

That the capital of the corporation shall be
increased from 100 shares of capital common stock
having no par value to 2,500 shares having no
par value.

2. That pursuant to the foregoing resolution and as
required by N.R.S. 78.390, due notice of the meeting thus called
was given to, or has been duly waived in writing by all stock-
holders entitled to vote, and that such meeting of stockholders
was regularly convened and held at Reno, Nevada, on the 16th
day of May, 1983, at the hour of 10:30 A.M.

1. That there were issued and outstanding the following
number of shares of the authorized capital stock of the corpora-
tion entitled to vote at the meeting: 10; that there were

present at the meeting, in person or by written proxy duly filed with the secretary of the corporation, stockholders holding the number of shares entitled to vote listed below:

J. Stephen Lemons

-- 10 shares

4. That the resolution of the Board of Directors above referred to was duly considered at the meeting, and upon motion regularly made and seconded, the proposed amendment was approved by the following resolution:

BE IT RESOLVED, that the amendment to Article IV of the Articles of Incorporation proposed to the stockholders by resolution of the Board of Directors regularly adopted by them on the 11th day of May, 1983, be and the same hereby is adopted and approved;

that this resolution was adopted by the following vote of the holders of stock of all classes having voting power and present in person, or by proxy, at the meeting:

10 shares voted for the adoption of said resolution;
0 shares voted against the adoption of said resolution;

that the shares voting for the adoption of the resolution constituted at least a majority of the voting power.

DATED: this 11th day of May, 1983.


PRESIDENT

ATTEST:


Secretary

Filing Fee: \$20.00
By: Charles M. McGee
50 W. Liberty Suite 96,
Reno, Nevada 89501

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

MAY 12 1983

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

THE SHACANALIS SECRETARY OF STATE

OF

PUEBLO, INC.

N. 57282

PUEBLO, INC., a Nevada corporation, under its corporate seal and the hands of its duly elected President, Treasurer and Secretary, does hereby certify:

1. That at a special meeting of the Board of Directors of this corporation regularly convened in Reno, Nevada on the 7th day of March, 1983, at the hour of 2:00 P.M., at which meeting there was at all times present and acting a quorum, a resolution was regularly adopted setting forth the amendment herein and declaring its advisability, and calling a special meeting of stockholders entitled to vote for the consideration thereof, to-wit:

BE IT RESOLVED that it is deemed advisable in the judgment of the Board of Directors that Article I of the Articles of Incorporation be amended to read as follows:

I.

That the name of this corporation is:

LEMONS AND ASSOCIATES, LTD.

That pursuant to the foregoing resolution, and as required by N.R.S. 78.390, due notice of the meeting thus called was given to, or has been duly waived in writing by, all stockholders entitled to vote, and that such meeting of stockholders was regularly convened and held at Reno, Nevada, on the 7th day of March, 1983, at the hour of 2:30 P.M.

3. That there were issued and outstanding the following number of shares of the authorized capital stock of the corporation entitled to vote at the meeting: 100 shares; that there were present at the meeting, in person or by written proxy duly filed with the secretary of the corporation, stockholders holding the number of shares entitled to vote listed below:

Pueblo, Inc.

100 shares

4. That the resolution of the Board of Directors above referred to was duly considered at the meeting, and upon motion regularly made and seconded, the proposed amendment was approved by the following resolution:

BE IT RESOLVED that the amendment of Article I of the Articles of Incorporation proposed to the stockholders by resolution of the Board of Directors regularly adopted by them on the 7th day of March, 1983, be and the same hereby is adopted and approved;

that this resolution was adopted by the following vote of the holders of stock of all classes having voting power and present in person, or by proxy, at the meeting:

0 shares voted against the adoption of said resolution;
100 shares voted for the adoption of said resolution;

that the shares voting for the adoption of the resolution constituted at least a majority of the voting power.

DATED this 7th day of March, 1983.

Charles M. McLean
PRESIDENT
James B. Paraguirre
Treasurer

ATTEST:

James B. Paraguirre
SECRETARY

STATE OF NEVADA)
 : ss.
COUNTY OF WASHOE)

On this 7th day of March, 1983, before me, a Notary Public in and for the said County and State, personally appeared Charles M. McGee and Iris B. Parraguirre, known to me to be the President, Treasurer and Secretary of PUEBLO, INC., who acknowledged they read the foregoing Amendment to Articles and executed the same for the uses and purposes therein stated.

Betty J. Loepky
NOTARY PUBLIC



1 CONSENT TO USE CORPORATE NAME

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3 By these presents, J. STEPHEN LEMONS, President of

4 Lemons & Associates, Inc., hereby gives his consent to J.

5 STEPHEN LEMONS and/or his assigns to use the name LEMONS and

6 ASSOCIATES, LTD. for a Nevada corporation.

7 DATED this 9th day of May, 1983.

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10 
11 J. STEPHEN LEMONS, President
12 LEMONS & ASSOCIATES, INC.

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CHARLES M. MCGEE
ATTORNEY AT LAW
80 WEST LIBERTY ST., SUITE 840
RENO, NEVADA 89501
(708) 322-0888

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

DEC 29 1983

WM. SWACKHAMER SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
LEMONS AND ASSOCIATES, LTD.

No. 572-82

Lemons and Associates, Ltd., a corporation organized and existing under and by virtue of the laws of the State of Nevada, does hereby certify:

1. That the undersigned are the President and Secretary, respectively, of Lemons and Associates, Ltd., a Nevada corporation.

2. That the following resolutions were unanimously adopted by the written consent of the sole Director of Lemons and Associates, Ltd. on the 20th day of December, 1983, in accordance with the power and authority conferred by Section 78.315, Nevada Revised Statutes:

WHEREAS, the original name of this Corporation as set forth in the Articles of Incorporation filed the office of the Secretary of State of the State of Nevada on January 29, 1982, was Pueblo, Inc.; and

WHEREAS, a Certificate Of Amendment To Articles Of Incorporation was filed in the office of the Secretary of State of the State of Nevada on May 12, 1983, changing the name of the corporation to Lemons and Associates, Ltd.; and

WHEREAS, it is deemed advisable and in the best interest of Lemons and Associates, Ltd. to further amend its Articles of Incorporation as hereinafter set forth;

IT IS:

RESOLVED: That the Board of Directors does hereby declare it advisable and does hereby propose that Article I of the Articles of Incorporation be amended to read in its entirety as follows:

I

The name of this corporation is:

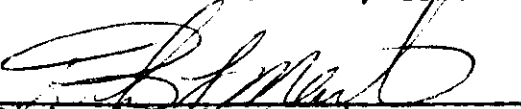
InterWest Mortgage


3. That at a special meeting of the sole shareholder of Lemons and Associates, Ltd. duly called and held at 50 West Liberty Street, Suite 460, Reno, Nevada, at 10:00 o'clock in the foregoing on the 20th day of December, 1983, pursuant to written waiver of notice signed by the owner of all of the issued and outstanding capital stock of the corporaton, the foregoing amendment to the Articles of Incorporation as advised and proposed by the Board of Directors and as set forth above, amending Article I of the Articles of Incorporation, was duly adopted by unanimous vote of all of the issued and outstanding stock of the corporation.

4. That the total number of shares of stock outstanding and entitled to vote for and against the amendments were ten (10) shares; that the total number of shares voting were ten (10) sahres; and the vote was ten (10) shares in favor of the adoption of the foregoing amendment and none against.

IN WITNESS WHEREOF, Lemons and Associates, Ltd., a Nevada corporation, has caused this Certificate to be executed in its name by its President and Secretary and attested by its Secretary this 20th day of December, 1983.

LEMONS AND ASSOCIATES, LTD.

By 
Richard L. Martucci,
President

By 
Karen Ransohoff, Secretary

ATTEST:


Karen Ransohoff, Secretary

STATE OF NEVADA)
) ss.
COUNTY OF WASHOE)

On the 20th day of December, 1983, personally appeared before me, a Notary Public, RICHARD L. MARTUCCI and KAREN RANSOHOFF, known to me to be the President and Secretary, respectively, of LEMONS AND ASSOCIATES, LTD., who acknowledged to me that they executed the foregoing document on behalf of said Corporation.


NOTARY PUBLIC

