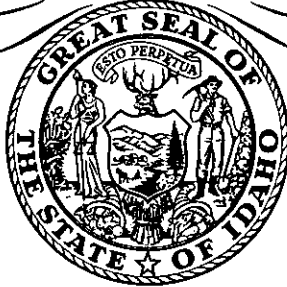


# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

#### INVESTMENT MANAGEMENT CORPORATION

a corporation duly organized and existing under the laws of **Nevada** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **24th** day of **July**, **19 61**, a properly authenticated copy of its articles of incorporation, and on the **24th** day of **July** **19 61**, a designation of **Paul R. Taber, Jr.** in the County of **Twin Falls** 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 **24th** day of **July**, A.D. 19 **61**.

Secretary of State.

OFFICE OF  
JOHN KOONTZ  
SECRETARY OF STATE

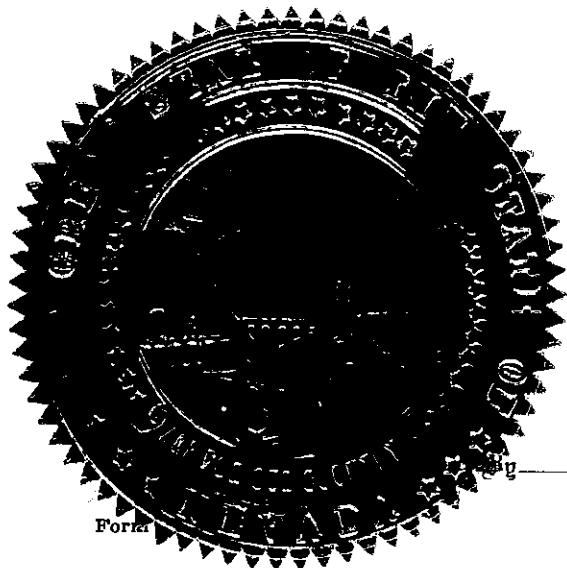
THE STATE OF NEVADA  
  
DEPARTMENT OF STATE

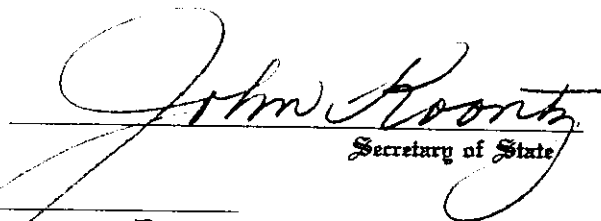
I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

INVESTMENT MANAGEMENT CORPORATION

as the same appears on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed the Great Seal of State, at my office  
in Carson City, Nevada, this 5TH day  
of JULY A. D. 19 61



  
Secretary of State

Deputy

ARTICLES OF INCORPORATION OF  
LIMITED LIABILITY CORPORATION

\*\*\*\*\*

BEFORE ME, the undersigned authority:

That we, the undersigned citizens of the United States, do hereby  
create, organize and cause to be organized, organized and  
formally incorporated under and pursuant to the laws of the State of  
Nevada, and that we have for this purpose executed, signed, sealed,  
adopt, certify, agree, and declare the following certificate:

Incorporation and Agreement, to-wit:

Article I: Name

The name of the corporation is INVESTMENT MANAGEMENT CORPORATION.

Article II: Principal Office

The principal office in the State of Nevada is located at 1000  
Virginia Street, Reno, Washoe County, Nevada.

Article III: Purposes

The nature of the business or object or purposes proposed to be  
transacted, promoted or carried on are:

a. To organize, manage, distribute, arrange or administer,  
and act as administrator of registered investment fund accounts.

b. To furnish financial, industrial, administrative and other  
investment services.

c. To purchase and otherwise acquire property of every kind,  
and description, including, but not limited to, real, personal, movable,  
immovable of any type, including, but not limited to, bonds, stocks  
and corporate issues.

d. To engage in any other lawful business or activity.

Article IV: Capital Stock

The total amount of the capital stock of the corporation is

\$200,000.00 consisting of 200,000 shares of stock, par value of \$1.00 each. A statement of the preferences, privileges and restrictions granted to or imposed upon the shares or upon the holders thereof is as follows:

a. The holders of the common stock shall have full noncumulative voting rights, and shall be entitled to one (1) vote for each share of stock and a fractional vote for each fractional share standing of record in their names at any annual or special meeting of the stockholders held for the election of directors of the corporation or held for the purpose of considering any other matters requiring the vote of the stockholders of the corporation.

b. The holders of the original issue of shares of the capital stock of the corporation have a pro-rata preferential right to purchase or to subscribe for or receive any unissued shares of stock of the corporation at such price and on such terms as the Board of Directors may in each instance fix; but this pre-emptive right shall not apply to any unissued shares of capital stock, rights, or securities which may be issued and disposed of by the Board of Directors at its sole discretion to persons for services rendered to the corporation or as a part of an officer, director and/or employee bonus, pension, or incentive plan.

c. Any and all shares of such stock issued by the corporation, the consideration for which has been paid or delivered, shall be deemed fully paid stock and not liable for any further call or assessment thereof, and the holder of such stock shall not be liable for any further assessment.

d. Options to purchase stock may be granted by the Board of Directors to individuals or corporations if the Board determines that the granting of such options be beneficial in carrying out the purposes of the corporation. No option, however, shall be granted for a purchase price per share less than five dollars. At no time shall such option outstanding exceed twenty-five per cent of the issued common stock.

e. Common stock may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors.

#### Article: Board of Directors

The governing board of this corporation shall be known as the Board of Directors and the number of directors may from time to time be increased or decreased in such manner as provided by the By-Laws of this corporation, provided that the number of directors shall not be reduced to less than three (3).

The names and Post Office Addresses of the First Board of Directors which shall be five (5) in number, are as follows:

#### NAME

Clinton H. Andersen  
Joseph Liberunga  
Eugene Jones  
Richard Haas  
Alvin I. Smith

#### ADDRESS

35 South Main, Salt Lake City, Utah  
2807 Davis, Boise, Idaho  
3235 Minnesota Dr., Denver, Colorado  
2038 Ivy, Denver, Colorado  
913 Desert Blvd., Salt Lake City, Utah

Vice-presidents on the Board of Directors, however created, may be elected by the surviving members or member. Members of the Board of Directors shall not be shareholders and the Board of Directors may hold no real estate without the State of Nevada. The powers of the Board of Directors of this company shall be unlimited, excepting as they may not be limited or restricted by these Articles of Incorporation and/or the By-Laws of this company of Nevada.

#### Article: By-Laws

The Board of Directors may enact By-Laws to carry out the business and management of the corporation's business and the directors may from time to time amend any such By-Laws as the same may appear in the company's by-laws.

#### Article: Personal Liability and Responsibility

Private property of the stockholders shall not be liable for the corporate obligations. The capital stock after the payment of the subscription price or cash value, but before paid in, shall not be liable to pay the debts of the corporation.

#### Article: Incorporators

The names and Post Office Addresses of each of the incorporators of this corporation are as follows:

39 North Main, 114 North Main,  
 513 Detroit Street, 114 North Main,  
 15 North Main, 114 North Main,

### Section 2: Meeting of Specialists

[illegible]

R. D. Langdon  
 Thomas Smith  
 David E. Hoff