

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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

CONSTITUTIONAL MORTGAGE, INC.

was filed in the office of the Secretary of State on the

Eighteenth day

of **July,** A.D. One Thousand Nine Hundred

Sixty-three and

duly recorded on Film No. **124** 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

Boise

in the County of

Ada.

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 **18th** day of **July**,

A.D., 19 **63**

Secretary of State.

ARTICLES OF INCORPORATION

OF

CONSTITUTIONAL MORTGAGE, INC.

* * * * *

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age and citizens of the United States and citizens and residents of the State of Idaho, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of the corporation is CONSTITUTIONAL MORTGAGE, INC.

ARTICLE II

The purposes and objects for which the corporation is formed are:

- a. To buy, sell, exchange, and generally deal in real properties, improved and unimproved, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease, or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness

and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation; to carry on all or any of its operations without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony, or foreign country subject to the laws of such state, territory, or foreign country.

To act as a mortgage broker, and to do and perform all of the powers herein granted for itself and for others.

b. To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in exchange, transfer, mortgage, pledge, or otherwise dispose of any shares of capital stock, script, bonds, mortgages, securities, or other evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder thereof, to possess and exercise in respect thereto any and all rights, powers and ~~pledges~~ or ownership, including the right to vote thereon.

c. To make, perform and carry out contracts of every kind and description, made for every lawful purpose without limitation to amount, with any person, firm, association or corporation, either public or private, or within any territory or state of any agency thereof.

d. To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and any other evidence of indebtedness, and for the purpose of securing any of its obligations or contracts; to transfer, convey, deliver, mortgage and/or pledge all or any part of its property or assets, real or personal, at any time owned or held by the corporation, upon such terms and conditions as the Board of Directors shall authorize and as may be permitted by law.

e. To acquire, hold, sell, reissue, or cancel any shares of its own capital stock; provided, however, that this corporation may not use any of its funds or property for the purchase of its own capital stock when such use would cause any impairment of the capital of the corporation; and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

f. To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired; and to exercise all the powers necessary or convenient for the conduct, management and carrying on of such business.

g. To have one or more offices to carry on any part of its operations and business, and to do any and all things necessary, suitable, convenient or proper for the accomplishment of any of the

purposes, or of the attainment of any of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which may now or hereafter be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principal or agent, and either alone or in conjunction with any person, firm, association or corporation; and

h. To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the General Corporation Laws of said State, or under any act or acts amendatory thereof or supplemental thereto or substituted therefor.

The foregoing clauses are to be construed both as objects and powers, and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The location of the principal office for the transaction of the business of the corporation shall be Boise, Ada County, Idaho.

ARTICLE V

The amount of the capital stock of this corporation is Two Hundred Thousand Dollars (\$200,000.00), which shall be divided into two thousand (2,000) shares of the par value of One Hundred Dollars (\$100.00) per share.

ARTICLE VI

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of stock of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE VII

The names and post office addresses of the incorporators and the number of shares subscribed for by each are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
Alfred L. Borchert	Nampa, Idaho	One
Donald Joe Blecha	Nampa, Idaho	One
John H. Wilper	4722 Irving, Boise, Idaho	One
Eugene S. Nichols	2219 Heights Dr., Boise, Idaho	One
Joseph D. Blecha	Nampa, Idaho	One
Sam Ralston	Fruitland, Idaho	One
Leon K. Hales	Nampa, Idaho	One
Paul Lewis Brockus	New Plymouth, Idaho	One
E. June Brockus	New Plymouth, Idaho	One
William Cudd	334 N. Orchard, Boise, Idaho	One
Douglas H. Pallesen	Rt. 3, Nampa, Idaho	One
Maz Yano	Rt. 3, Weiser, Idaho	One
Clarence Barney	Nampa, Idaho	One
Albert Otte	315 Melrose St., Boise, Idaho	One

ARTICLE VIII

The number of Directors in the corporation shall be specified in the By-Laws, and such number may be from time to time increased or decreased, in such manner as may be prescribed by the By-Laws of the corporation; provided, however, that the number of Directors of the corporation shall not be less than three nor more than seven. Provided, further that the first Board of Directors shall be five in number. Said Board of Directors shall be entitled to elect from among its members an executive committee to act for said Board, the same to consist of not less than three members. In the event of any

increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders, and until their successors are elected and duly qualified.

ARTICLE IX

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation, and to adopt new By-Laws, and the corporation reserves the right to amend, endorse, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders, or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands this _____ day of May, 1963.

Alfred L. Borchert
ALFRED L. BORCHERT

Donald Joe Blecha
DONALD JOE BLECHA

John H. Wilper
JOHN H. WILPER

Eugene S. Nichols
EUGENE S. NICHOLS

Joseph Blecha
JOSEPH D. BLECHA

Sam Ralston
SAM RALSTON

Leon K. Hales
LEON K. HALES

Paul Lewis Brockus
PAUL LEWIS BROCKUS

Clarence Barney
DOUGLAS H. PALLESEN
MAZ YANO

Albert R. Otte
ALBERT OTTE

E. June Brockus
E. JUNE BROCKUS
William Cudd
WILLIAM CUDD

STATE OF IDAHO)
) ss.
County of Canyon)

On this 14 day of May, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared ALFRED L. BORCHERT, DONALD JOE BLECHA, JOSEPH D. BLECHA and LEON K. HALES, known to me to be the persons whose names are subscribed to the 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 the day and year in this certificate first above written.

John H. Wilper
Notary Public for Idaho
Residence: Nampa, Idaho
My commission expires 12-5-65

STATE OF IDAHO)
) ss.
County of Ada)

On this 15 day of May, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHN H. WILPER, EUGENE S. NICHOLS and WILLIAM CUDD, known to me to be the persons whose names are subscribed to the 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 the day and year in this certificate first above written.

Thelma Spencer
Notary Public for Idaho
Residence: Boise, Idaho
My commission expires 12-5-66

STATE OF IDAHO)
) ss.
County of Payette)

On this 14 day of May, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared PAUL LEWIS

BROCKUS and E. JUNE BROCKUS, known to me to be the persons whose names are subscribed to the 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 the day and year in this certificate first above written.

Bonnieta R. Hewett
Notary Public for Idaho
Residence New Plymouth Idaho

STATE OF IDAHO)
)
) ss.
County of Payette)

On this 14 day of May, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared SAM RALSTON, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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

Bonnieta R. Hewett
Notary Public for Idaho
Residence New Plymouth Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 14th day of June, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared DOUGLAS H. PALLESEN, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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

Douglas H. PalleSEN
Notary Public for Idaho
Residence: Boise, Idaho

STATE OF ~~IDAHO~~)
) ss.
County of ~~VALHEIR~~)

On this 24 day of June, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared MAZ YANO, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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

J. Yano
Notary Public for Idaho - Oregon
Residence: ~~Boise, Idaho~~
~~May 24, 1963~~

STATE OF IDAHO)
) ss.
County of)

On this day of June, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared CLARENCE BARNEY, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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

Notary Public for Idaho
Residence: ~~Boise, Idaho~~

STATE OF IDAHO)
) ss.
County of Ada)

On this 8th day of July, 1963, before me, the under-signed, a Notary Public in and for said State, personally appeared ALBERT OTTE, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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

Milva Spencer
Notary Public for Idaho
Residence: Boise, Idaho