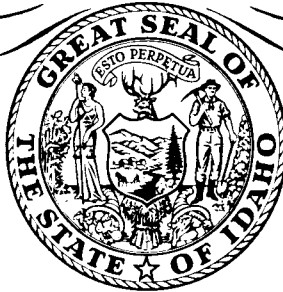


# State of Idaho



## 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

#### **PACIFIC STATES MORTGAGE COMPANY, INC.**

was filed in the office of the Secretary of State on the **Eighteenth** day of **May** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ <sup>will be</sup> duly recorded on ~~Film No~~ <sup>microfilm</sup> 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 **May**, A.D., 19 **65**.

**ARNOLD WILLIAMS**  
Secretary of State

By Deputy Secretary of State.

ARTICLES OF INCORPORATION

OF

PACIFIC STATES MORTGAGE COMPANY, INC.

We, the undersigned, being three natural persons of full age, all of whom are citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho.

I

The name of the corporation is PACIFIC STATES MORTGAGE COMPANY, INC.

II

The purposes and objects of the corporation are to negotiate, make, acquire, buy, sell, and otherwise dispose of and deal in and with notes, deeds of trust, and mortgages of every nature; to acquire, own, convey, operate, rent, mortgage, and otherwise deal in and with real and personal property of every nature, including by way of description and not by way of limitation, purchasing, acquiring, holding, owning, selling, transferring, pledging, and exercising rights of ownership in, stocks, bonds, and securities of any nature of this corporation or other corporations, domestic or foreign; and the business of manufacturing, selling, distributing, and otherwise dealing in products of every nature; to lend money, and negotiate loans and mortgages; and to engage in any business connected with or growing out of the foregoing, and to do all and everything necessary, suitable, and proper for the accomplishment of any of said purposes or the attainment of any of the objects, or the furtherance of any of the powers herein set forth or provided by law; either alone or in association with other

corporations, firms, or individuals, and to do every other act or acts, thing or things incidental to or appurtenant to or growing out of or connected with the aforesaid objects and purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

### III

The duration of this corporation is perpetual.

### IV

The location and post office address of the registered office of the corporation in the State of Idaho is P. O. Box 635, Boise, Idaho.

### V

The authorized capital of this corporation is ONE MILLION DOLLARS (\$1,000,000.00). The authorized capital stock of the corporation is Five Million Five Hundred Thousand (5,500,000) shares, which shall be divided into two classes as follows:

Preferred Stock - 500,000 shares having a par value of ONE DOLLAR (\$1.00) per share.

Common Stock - 5,000,000 shares having a par value of TEN CENTS (\$.10) per share.

### VI

All shares of the capital stock of the corporation, whether common stock or preferred stock, shall have one vote per share, and for all purposes of voting each share shall be equal to each other share of any class. For all other purposes, however, the common stock shall be subordinate to the rights of the preferred stock, which said preferred stock shall have the following rights and preferences:

A. The preferred stock may be issued as and when the Board of Directors shall determine and shall entitle the holders

thereof to receive out of the net earnings of the corporation, and the corporation shall be bound to pay, as provided herein, an annual dividend at the rate of six (6) percentum per annum, calculated upon the par value of said preferred stock, which dividend shall be payable before any dividend shall be set apart or paid upon the common stock.

B. The dividends which the preferred stock shall be entitled to receive from the surplus or net profits arising from the business of the corporation shall be cumulative, and should the surplus or net profits arising from the business of the corporation be insufficient in any year to pay the dividend upon the preferred stock, such dividend shall be payable from future profits, and no dividend shall at any time be paid upon the common stock until the full amount of six percent per annum up to such time shall have been paid or set apart upon all of the preferred stock issued and outstanding.

C. In the event of dissolution or liquidation of the corporation, the holders of preferred stock shall be entitled to receive the par value of their stock, together with accumulated dividends thereon to the date of payment, before holders of the common stock shall be entitled to receive anything thereon. Thereafter, the preferred stock shall not be entitled to participate in any further distribution of the assets of the corporation unless and until each share of common stock issued and outstanding shall have received a distribution amounting to \$1.00 per share of common stock. All distribution of assets of the corporation after the common stock shall have received \$1.00 per share shall be equally divided among all of the shares of stock of the corporation, common and preferred alike.

D. The preferred stock shall be a participating preferred stock in the following manner, and in addition to the annual 6% cumulative dividend shall participate in the profits of the corporation as follows: In any year wherein funds set aside for payment of dividends shall amount to a sum greater than six cents (\$.06) per share upon the common stock, such excess shall be paid equally to all shares of the corporation, common and preferred alike. Otherwise stated, the preferred stock shall not be entitled to participate in the profits of the corporation over and above the 6% per annum cumulate dividend hereinabove provided for, unless and until the common stock first receive a dividend of six cents per share in the year in which the dividend is paid, but all dividends in any year in excess of six percentum upon the preferred stock and six cents per share upon the common stock shall be equally divided among all of the stock of the corporation, common and preferred alike.

E. The preferred stock shall be non-callable by the corporation.

F. All stock, common and preferred alike, shall be non-assessable.

## VII

The name and post office address of each of the incorporators and the number of shares of common stock for which each subscribes is:

<u>Number of Shares</u>	<u>Name</u>	<u>Post Office Address</u>
1	Dwight F. Bickel	P. O. Box 635 Boise, Idaho
1	Bonnie F. Bickel	P. O. Box 635 Boise, Idaho
1	<u>David M. Larson</u>	<u>Edmonds, Washington</u>

## VIII

The Board of Directors of this corporation shall consist of not less than three, nor more than nine, members, to be fixed by the By-Laws. The officers of this corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by one person. The Board of Directors may appoint one or more Assistant Secretaries. The duties of the officers shall be as prescribed in the By-Laws.

## IX

The shareholders of this corporation shall adopt By-Laws at their first meeting, and such By-Laws so adopted may thereafter be amended by the Board of Directors, or by the shareholders as provided by law; provided, however, that only a simple majority vote shall be required.

## X

There shall be no preemptive rights to the shareholders of this corporation, and the preemptive rights as provided in the laws of the State of Idaho are specifically denied.

## XI

No contract or other transaction, otherwise fair and proper, between the corporation and one or more directors, or between the corporation and any corporation, firm, or association in which one or more of its directors are directors or are financially interested, shall be either void or voidable by reason of the fact that such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or that his or their votes are counted for such purpose, if:

(1) the fact that said director or directors are directors of or are financially interested in such corporation, firm or association is disclosed or was known to the Board of Directors at the time of such meeting, and

(2) the vote of the Board of Directors authorizing, approving, or ratifying such contract or transaction was by a sufficient majority to so authorize, ratify, or approve the same had the vote of such interested or common director not been counted; provided, however, that such interested or common directors may be counted in determining the presence of a quorum at any such meeting.

#### XII

The private property of the shareholders of the corporation shall not be subject to payment of corporate debts or obligations and the shares of the corporation shall not be subject to assessment.

#### XIII

The Board of Directors shall be authorized to issue debentures and bonds of the corporation, in accordance with the requirements and regulations of law, at such times, in such amounts, and upon such terms, as the Board of Directors shall from time to time deem fit and proper in the best interests of the corporation, and no vote of the shareholders shall be required prior thereto.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

STATE OF IDAHO )  
 ) ss.  
COUNTY OF ADA )

On this 13 day of May, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared Dwight F. Bickel, Bonnie F. Bickel, and DAVID M. LIRSCH \_\_\_\_\_, known to me to be the persons whose names are subscribed to the within 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.

Margaret Higgins  
Notary Public for the State of Idaho  
Residing at Boise, Idaho