

97873

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

TRI-POWER FINANCIAL LTD.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 11, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By *Sheryl Dennis*

ARTICLES OF INCORPORATION

OF

TRI-POWER FINANCIAL LTD.

MAR 11 2 52 PM '92
SECRETARY OF STATE

The undersigned, acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation.

FIRST

The name of the corporation is TRI-POWER FINANCIAL LTD., and its existence shall be perpetual.

SECOND

The corporation is formed and organized to engage in the purchase, acquisition and sale of loans, servicing of loans, and to engage in any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and as the Board of Directors may from time to time determine.

THIRD

The aggregate number of shares which the corporation has the authority to issue is Three Million (3,000,000) shares of common stock, all of one class, at a par value of \$1.00 each.

The corporate stock of this corporation shall be non-assessable, and the private property of the shareholders and each of them, of this corporation shall not be subject to assessment or be liable for the debts, obligations or liabilities of this corporation.

FOURTH

The number of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided the number of directors of the corporation shall not be fewer than the number required by law. The initial Board of Directors shall number two (2).

Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors is then in existence. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. The shareholders may elect his successor at the next annual meeting of shareholders or at any special meeting duly called for that purpose and held prior to the next annual meeting.

In case 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 qualified.

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations of the corporation convertible into stock.

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors. Such power may be exercised by a majority vote of the board of directors at any annual or special meeting of the board of directors called for that purpose.

The articles of incorporation of this corporation may be amended by a majority vote at any annual or special meeting of stockholders, either upon consideration of a resolution for amendment adopted by the board of directors or upon consideration of a resolution adopted by the holders of not less than ten percent (10%) of all of the shares entitled to vote at such meeting.

FIFTH

The location and post office address of the initial registered office of the corporation is 2309 Mountain View Drive, Boise, Idaho 83706, and the name of the initial registered agent of the corporation who may be found at that address is Steven E. Coryell.

SIXTH

The names and post office addresses of the initial directors of the corporation, appointed by the incorporators to serve until the first election of directors, are as follows:

<u>Name</u>	<u>Address</u>
Steven E. Coryell	1725 Ashpark Boise, Idaho 83706
Melvin E. Coryell	1193 Camelot Boise, Idaho 83704

SEVENTH

The name and post office address of the incorporator is as follows:

Steven E. Coryell, 1725 Ashpark, Boise, Idaho 83706

IN WITNESS WHEREOF, I have hereunto set my hand this 16th day of March, 1992.



Steven E. Coryell