

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

FAMILY FINANCE CORPORATION OF MOUNTAIN HOME

was filed in the office of the Secretary of State on the **Twenty-sixth** day of **July**, A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** 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 **26th** day of **July**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
FAMILY FINANCE CORPORATION OF MOUNTAIN HOME

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all of whom are of full age, and at least two of whom are citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho.

AND WE HEREBY CERTIFY:

FIRST: That the name of the corporation shall be
FAMILY FINANCE CORPORATION OF MOUNTAIN HOME.

SECOND. That the purposes for which it is formed shall be:

To lend money on the security of mortgages, deeds of trust, judgments, or other liens on real estate, leaseholds, or personal property, and on the security of leases, assignments, or bailments of personal property, bills of lading, warehouse receipts, debenture bonds, trust certificates, notes, credit certificates, commercial papers, choses in action, book debts, open accounts and other evidences of debt, obligations for the payment of money, or collateral; and to lend money on notes on personal indorsements or security; and to lend money on notes without security of any kind.

To purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

To acquire and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporation, domestic or foreign.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To conduct business in this state, other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and/or convey real and personal property situate out of this state.

In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Idaho upon corporations formed under the laws of the State of Idaho, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted, by reference to, or inference from, the terms of any other clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

THIRD: That this corporation is to have perpetual existence.

FOURTH: That the location and post office address of its registered office in the State of Idaho shall be 711½ Bannock Street, Boise, Idaho.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue shall be Two Thousand Five Hundred (2,500), of which stock One Thousand Two Hundred Fifty (1,250) shares of the par value of One Hundred Dollars (\$100.00) each, amounting in the aggregate to One Hundred Twenty-Five Thousand Dollars (\$125,000.00) shall be Common stock, and of which One Thousand Two Hundred Fifty (1,250) shares of the par value of One Hundred Dollars (\$100.00) each, amounting in the aggregate to One Hundred Twenty-Five Thousand Dollars (\$125,000.00), shall be Preferred stock.

The relative rights, voting power, preferences and restrictions granted to or imposed upon the shares of each class shall be as follows:

Holders of the Preferred Stock shall be entitled to receive out of the surplus or net profits of the Corporation when and as declared by the Board of Directors, preferred dividends, in cash, at the rate of Three Dollars Fifty Cents (\$3.50) per share per annum, payable annually, on June 30 in each year to the stockholders of record on dates to be determined by the Board of Directors, which dates shall be not more than Thirty (30) days prior to the dates on which the dividends are payable, before any dividends shall be set apart or paid on the Common Stock. Such Preferred dividends shall not be cumulative.

After full Preferred dividends at the rate of \$3.50 per share shall have been declared and paid, or set apart for payment, upon the Preferred Stock for the current fiscal year, the Board of Directors may in its discretion declare and pay out of any remaining surplus or net profits, dividends upon the Common Stock.

All of the outstanding Preferred Stock, or from time to time any portion thereof, at the option of the Board of Directors, may be redeemed at any time upon thirty (30) days notice to the holders thereof as hereinafter provided by payment to the holders thereof the sum of \$100.00 per share, plus any declared and unpaid preferred dividends thereon. If less than all of the outstanding shares are to be redeemed, such redemption must be made by lot in a manner prescribed by resolution of the Board of Directors. Notice of the intention of the Corporation to redeem shares of Preferred Stock, which notice shall specify the date and place of redemption, shall be mailed to the holder of every share of such Preferred Stock whose stock is to be redeemed at his or her address as the same appears on the stock books of the Corporation, not less than Thirty (30) days prior to the redemption date.

In the event of any dissolution or winding up of the Corporation the holders of the Preferred Stock shall be entitled to be paid in full out of the Corporation's assets the sum of \$100.00 per share together with all declared and unpaid preferred dividends thereon before any amount shall be paid out of such assets to the holders of Common Stock.

In the event of the dissolution or winding up of the Corporation, after the payment of the amount required to be paid to holders of Preferred Stock, the entire remaining assets of the Corporation shall be distributed to the holders of Common Stock.

Holders of Preferred Stock shall not be entitled to vote at meetings of stockholders, except as may be required by the statutes of the State of Idaho. The holders of the Common Stock shall be entitled to vote at all meetings of stockholders and except as hereinabove provided shall have the sole right to vote. The holders of shares of stock of this Corporation when entitled to vote, shall be entitled to one (1) vote for each share of stock held without regard to class of stock so held.

SIXTH: The names and post office addresses of the subscribers and the number of shares and class of stock subscribed for by each are as follows:

NAMES	POST OFFICE ADDRESS	NUMBER OF SHARES	
		Preferred	Common
Alfred Jarvis	100 West 10th Street Wilmington, Delaware		1
L. H. Herman	100 West 10th Street Wilmington, Delaware		1
J. F. Cook	100 West 10th Street Wilmington, Delaware		1

SEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To repeal and amend the by-laws of the corporation and to adopt new by-laws.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for depreciation and depletion and losses of every character, or to abolish any such reserves in the manner allowed by the laws of the State of Idaho.


By resolution passed by a majority of the whole board, to designate two or more of the directors to constitute an executive committee, which to the extent provided in such resolution shall have and exercise the authority of the board of directors in the management of the business of the corporation.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a shareholders' meeting duly called for that purpose, the board of directors shall have power and authority to sell, lease or exchange all the assets of the corporation, other than its franchise of being a corporation, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

EIGHTH: Fully paid shares of the stock of the corporation shall not be subject to assessment.

NINTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

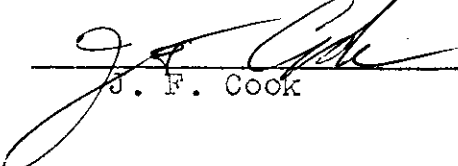
In Witness Whereof, we do make and execute this certificate in triplicate, this 24th day of July, A. D. 1961.



Alfred Jervis



L. H. Herman



J. F. Cook

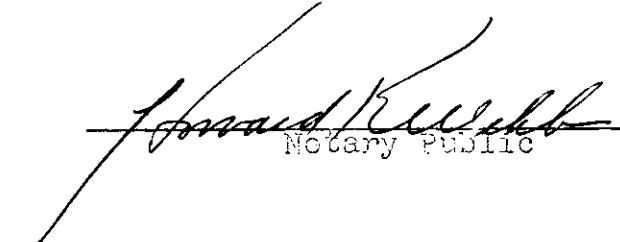
STATE OF DELAWARE

COUNTY OF NEW CASTLE

} SS.

On this 24th day of July, A. D. 1961, before me, a Notary Public in and for said State, personally appeared, Alfred Jervis, L. H. Herman and J. F. Cook, 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.


Notary Public