



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that
PACIFICBANK MORTGAGE COMPANY
a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **2nd** day of **July** 1973, a properly authenticated copy of its articles of incorporation, and on the **second** day of **July** 1973, a designation of **T.H. Eberle or R.B. Kading or J.R. Gillespie** the County of **Ada** 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 **second** day of **July**, A.D., 19 **73**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office the annexed is a true and correct copies of the Articles of Incorporation and all amendments thereto of _____

CARROLL MORTGAGE COMPANY

including Amendatory Articles changing the name to _____

PACIFICBANK MORTGAGE COMPANY

which have been duly filed and recorded in my office in accordance with law; I further certify that _____ **PACIFICBANK MORTGAGE COMPANY** _____ has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1973; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation and all amendments to the Articles of said corporation.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

June 8, 1973

A. LUDLOW KRAMER
SECRETARY OF STATE



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of CARROLL MORTGAGE COMPANY
a domestic corporation of Seattle, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of
Blair, Thomas, O'Hern & Daheim
502 Rust Bldg.
Tacoma, Wash. 98402
Attn: James O'Hern

Filing and recording fee \$ 50.00

License to June 30, 19 69 \$ 30.00

Excess pages @ 25¢ \$

Microfilmed, Roll No. 11511

Page 35-41

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

November 27, 1968

A. LUDLOW KRAMER
SECRETARY OF STATE
• 2 •

APPROVED
AS TO FORM AND FILED

NOV 27 1968

ARTICLES OF INCORPORATION
OF
CARROLL MORTGAGE COMPANY

A. LUDLOW KRAMER
SECRETARY OF STATE
BY *Family Income*
ACTING SUPERVISOR OF CORPORATIONS

JAMES E. O'HERN, being over twenty-one years of age, for the purpose of forming a corporation under the Washington Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I.

The name of the corporation is CARROLL MORTGAGE COMPANY.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

Section 1. The purposes of this corporation are as follows:

(a) To engage in generally and to carry on either as principal or as agent for others any business, undertaking, transaction or operation commonly carried on or undertaken by a mortgage company, including, but not limited to:

(1) Lending money upon such security, real, personal, or mixed, or without security, as may be agreed upon between the corporation and borrowers;

(2) Performing property management services;

(3) Soliciting and receiving applications for all kinds of insurance, and generally conducting a general agency and insurance brokerage business;

(4) Performing real estate brokerage services;

(5) Buying, selling, and otherwise dealing in and with real and personal property of every class and description whatsoever.

(b) To engage in generally and to carry on any other lawful business or trade which may, in the judgment of the Board of Directors, at any time be necessary, useful or advantageous to this corporation.

Section 2. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Washington, it is expressly provided that this corporation shall also have the following powers:

(a) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this corporation, provided, that the money or property of the corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, any shares of its own stock which it may hold.

(b) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the bonds, debentures, notes and other securities and obligations of this corporation.

(c) To borrow money and to give security therefor.

(d) To enter into, make, perform and carry out contracts of every kind for any lawful purposes pertaining to its business, with any individual, entity, firm, association, or corporation, or with any governmental, municipal, or public authority, domestic or foreign.

(e) To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated directly or indirectly to promote the welfare or interests of the corporation or enhance the value or render profitable any of its property or rights.

(f) To do any and all of the things in this Article set forth to

the same extent a natural person might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company with others.

Provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the Washington Business Corporation Act, or any amendment thereto or substitute therefor, may not at the time lawfully carry on or do.

ARTICLE IV.

The address of the initial registered office of the corporation is 414 Olive Way, Seattle, Washington 98101, and the name of its initial registered agent at such address is William A. Branigin.

ARTICLE V.

The aggregate number of shares which the corporation shall have authority to issue is 500, each with a par value of \$100.00.

ARTICLE VI.

The corporation will not commence business until consideration of the value of at least \$500.00 has been received for the issuance of shares.

ARTICLE VII.

The Board of Directors may, from time to time, by a vote of a majority of its members, make, alter or repeal By-Laws of this corporation, reserving to the shareholders the right to change or repeal such By-Laws.

ARTICLE VIII.

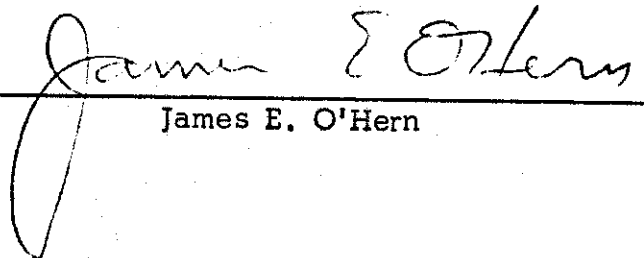
The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Charles I. Randall	P. O. Box 1631 Tacoma, Washington 98401
Harvey L. White	P. O. Box 1631 Tacoma, Washington 98401
E. E. Jackson	P. O. Box 1631 Tacoma, Washington 98401

ARTICLE IX.

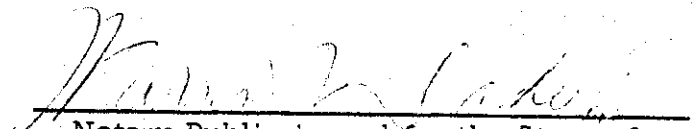
The name and address of the sole incorporator is: James E. O'Hern,
502 Rust Building, Tacoma, Washington 98402.

EXECUTED in triplicate this 31st day of October, 1968.


James E. O'Hern

STATE OF WASHINGTON)
) ss.
COUNTY OF PIERCE)

I, Harold L. Baker, a Notary Public, hereby
certify that on the 31st day of October, 1968, personally appeared before
me JAMES E. O'HERN, who being by me first duly sworn, declared that he is
the person who signed the foregoing document as incorporator, and that the
statements therein are true.


Notary Public in and for the State of
Washington, residing at Tacoma.

CONSENT TO USE OF CORPORATE NAME

TO: The Secretary of State of the State of Washington, Corporate Division

WHEREAS, the undersigned, CARROLL MORTGAGE COMPANY, is a Washington corporation organized and existing under and by virtue of the laws of the State of Washington and is presently in the process of dissolution, having filed notice of its intent to dissolve with the Secretary of State and with the Auditor of King County, Washington, which dissolution will be substantially completed the 31st day of December, 1968 and said existing corporation will not after that date conduct any further business except any details as may be necessary to complete said dissolution, and

WHEREAS, the undersigned, NATIONAL BANK OF WASHINGTON, TACOMA, WASHINGTON, a national banking association, is the owner and holder of all of the outstanding capital stock of the said CARROLL MORTGAGE COMPANY, which Carroll Mortgage Company since its stock acquisition by said Bank has been engaged principally in performing services for said Bank, and

WHEREAS, a successor Washington corporation is being formed to conduct certain continuing services for said Bank, which successor corporation will likewise succeed to certain of the assets and business associations presently owned or enjoyed by the existing corporation known as Carroll Mortgage Company, and

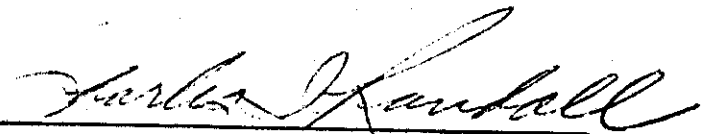
WHEREAS, the existing corporation named Carroll Mortgage Company will have no further use for that name and will not be actively engaged in any corporate activities, and

WHEREAS, it is the desire of all parties, including the existing corpora-

tion known as CARROLL MORTGAGE COMPANY, the Bank, and the incorporator and first directors of the new corporation being formed, that said new corporation, which is being incorporated by James E. O'Hern, and the proposed Articles of which are filed with the Secretary of State contemporaneously herewith may use and adopt the name of and be named "CARROLL MORTGAGE COMPANY" and the undersigned, and each of them, do hereby CONSENT and agree that said new corporation in the process of being incorporated may adopt and use said name.

DATED this _____ day of _____, 1968.


NATIONAL BANK OF WASHINGTON,
TACOMA, WASHINGTON

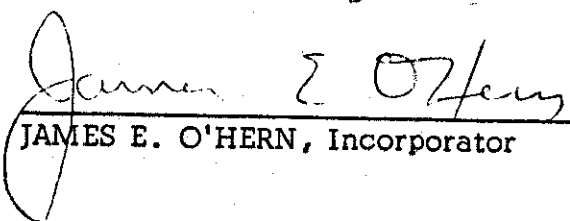
By 
Its Chairman of the Executive Committee
of the Board of Directors

CARROLL MORTGAGE COMPANY

By 
Its President

ATTEST:


Its Secretary


JAMES E. O'HERN, Incorporator

D213622

FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

AMENDED

ARTICLES OF INCORPORATION

of CARROLL MORTGAGE COMPANY
a domestic corporation of Seattle, Washington,
(Increasing capital to \$200,000.00)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of.....
Perkins, Cole, Stone, Olsen & Williams
1900 Washington Bldg.
Seattle, Wa 98101
Attn: Edward W. Kuhrau

Filing and recording fee ... \$ 150.00

License to June 30, 19..... \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1220

Page 366-368

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,
July 1, 1971

A. LUDLOW KRAMER
SECRETARY OF STATE

FILED

JUL 1 - 1971

ARTICLES OF AMENDMENT

A. LUDLOW KRAMER
SECRETARY OF STATE

ARTICLES OF AMENDMENT of the Articles of Incorporation of CARROLL MORTGAGE COMPANY, a Washington corporation, are herein executed by said corporation, pursuant to provisions of Revised Code of Washington 23A 16.040 and 23A 16.050 as follows:

- (1) The name of the corporation is CARROLL MORTGAGE COMPANY.
- (2) Article V of the Articles of Incorporation of said corporation is hereby amended to read as follows:

"ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is 2,000, each with a par value of \$100."

- (3) The above amendment was adopted by the shareholder of Carroll Mortgage Company on June 17, 1971.
- (4) The number of shares outstanding of the corporation is 500. The number of shares entitled to vote on the above amendment was 500. There is only one class of stock.
- (5) The number of shares voted for and against the amendment, respectively, are as follows:

For Amendment	- 500 shares
Against Amendment	- no shares
- (6) The amendment changes the amount of stated capital of the corporation by increasing the amount of capitalization from

\$50,000 to \$200,000.

DATED this 17 day of June, 1971.

CARROLL MORTGAGE COMPANY

By Harvey L. White
Harvey L. White, President

By J. L. Carroll, Jr.
J. L. Carroll, Jr., Secretary

STATE OF WASHINGTON)

SS.

COUNTY . OF K I N G)

HARVEY L. WHITE and J. L. CARROLL, JR., being first duly sworn, on oath depose and say as follows:

(1) They are the President and Secretary, respectively, of Carroll Mortgage Company;

(2) They are fully authorized to execute and did execute the within and foregoing instrument in behalf of such Company; and

(3) They have read the within and foregoing Articles of Amendment, know the contents thereof, and believe the same to be true.

Harvey L. White

J. L. Carroll, Jr.

SUBSCRIBED and SWORN to before me this 17th day of June, 1971.

Notary Public in and for the State
of Washington, residing at Seattle

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BELLEVUE



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

AMENDED

ARTICLES OF INCORPORATION

of CARROLL MORTGAGE COMPANY
a domestic corporation of Seattle, Washington,
(Changing name to **PACIFICBANK MORTGAGE COMPANY**)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of
Perkins, Coie, Stone, Olsen & Williams
1900 Washington Building
Seattle, Washington 98101
Attn: Charles I. Stone

Filing and recording fee \$ 10.00

License to June 30, 19..... \$

.....Excess pages @ 25¢ \$

Microfilmed, Roll No. 1246

Page 214-217

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,
August 8, 1972

FILED

AUG 8 1972

ARTICLES OF AMENDMENT

CARROLL MORTGAGE COMPANYA. LUDLOW KRAMER
SECRETARY OF STATE

Articles of Amendment of the Articles of Incorporation of Carroll Mortgage Company, a Washington corporation, are hereby executed by such corporation pursuant to the provisions of Revised Code of Washington 23A.16.040 and 23A.16.050 as follows:

- (1) The name of the corporation is Carroll Mortgage Company.
- (2) Article 1 of the Articles of Incorporation of such corporation is hereby amended to read as follows:

"ARTICLE I.

The name of the corporation is PACIFICBANK MORTGAGE COMPANY."

- (3) The foregoing amendment was adopted by the sole shareholder of Carroll Mortgage Company on July 27th 1972.
- (4) The number of shares of the corporation which are outstanding is 500. The number of such shares entitled to vote on the foregoing amendment is 500. The corporation has only one class of stock.
- (5) The number of shares voted for and against the amendment, respectively, are as follows:

For amendment	500 shares
Against amendment	No shares

DATED July 27th, 1972.

CARROLL MORTGAGE COMPANY

By

Richard L. Christianson
Richard L. Christianson
As its President

By

Warren E. Highland
Warren E. Highland
As its Secretary

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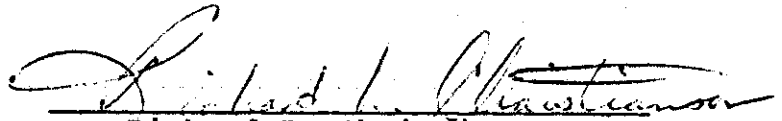
STATE OF WASHINGTON)

) ss.

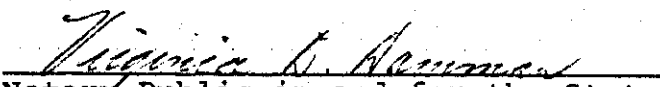
COUNTY OF KING)

RICHARD L. CHRISTIANSON, being first duly sworn, on oath deposes and says as follows:

- (1) He is president and Warren E. Highland is secretary, of Carroll Mortgage Company.
- (2) He and Warren E. Highland are fully authorized to execute and did execute the within and foregoing instrument in behalf of such company.
- (3) He has read the within and foregoing Articles of Amendment, knows the contents thereof, and believes the same to be true.


Richard L. Christianson

SUBSCRIBED and SWORN to before me on July 27th, 1972.

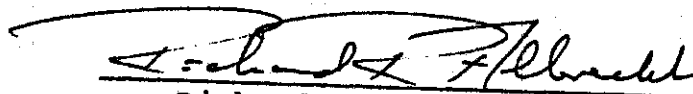

Notary Public in and for the State
of Washington, residing at Seattle

NOTICE OF TRANSFER OF RIGHT

TO USE CORPORATE NAME

The undersigned, Richard R. Albrecht, 1900 Washington Building, Seattle, Washington 98101, hereby transfers to Carroll Mortgage Co., a Washington corporation with offices at 401 Olive Way, Seattle, Washington 98101, the exclusive right to use the corporate name, Pacificbank Mortgage Co., previously reserved by the undersigned.

Executed July 1, 1972.


Richard R. Albrecht