

State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

EQUITY FUNDING CORPORATION

a corporation duly organized and existing under the laws of **California** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Sixth** day of **July**, 19 **61**, a properly authenticated copy of its articles of incorporation, and on the **Sixth** day of **July**, 19 **61**, a designation of **J. L. Eberle** in 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 **6th** day of **July**, A.D. 19 **61**.

Secretary of State.

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all to whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the photographic reproduction hereunto annexed was prepared from certain records on file in my office and is a full, true and correct copy thereof.

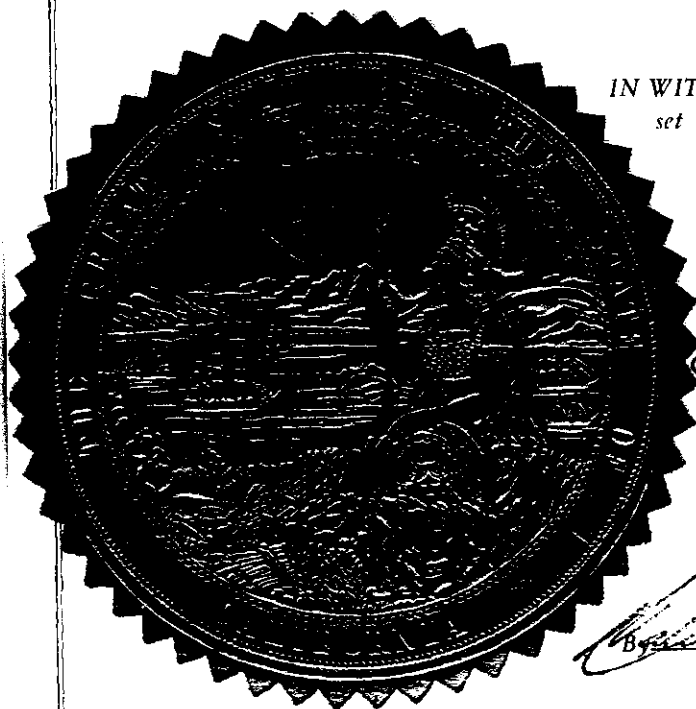
IN WITNESS WHEREOF, I hereunto
set my hand and affix the Great
Seal of the State of California

this JUN 27 1961

Frank M. Jordan

Secretary of State

Walter C. Butler
Assistant Secretary of State



ARTICLES OF INCORPORATION
OF

FILED

in the Office of the Secretary of State
of the State of California

TONGOR CORPORATION

JUN 12 1959

FRANK M. JORDAN, Secretary of State

Deputy

I.

The name of this corporation is

TONGOR CORPORATION

II.

The purposes for which this corporation is
formed are as follows:

- a) The primary business in which this corporation intends initially to engage is as a stockbroker and to buy and sell securities of every kind, nature and description, and to act as a principal and agent therefor;
- b) To purchase, acquire, own, hold, use, lease (either as lessor or lessee), grant, sell, exchange, subdivide, mortgage, convey in trust, manage, improve, construct, operate and generally deal in any and all real estate, improved or unimproved, stores, office buildings, dwelling houses, apartment houses, hotels, manufacturing plants and other buildings, and any and all other property of every kind or description, real, personal and mixed, and wherever situated, either in California, other states of the United States, the District of Columbia, territories and possessions of the United States, or foreign countries;
- c) To acquire, by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association or corporation; and to acquire any property or business as a going concern or otherwise (1) by purchase of the assets thereof wholly or in part (2) by acquisition of the shares or any part thereof, or (3) in any other manner, and to pay for the same in cash or in shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole or any part of the goodwill, business, rights and property so acquired, and to conduct in any lawful manner, the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business;

Restriction of right
to amend articles
Yes

d) To take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of and otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties;

e) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision;

f) To become a partner (either general or limited or both) and to enter into agreements of partnership, with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business;

g) To subscribe or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, goodwill, rights, assets and property of any and every kind, or any part thereof, of associations, firm or firms, or person or persons, together with shares, rights, units or interest in, or in respect of, any trust estate, now or hereafter existing and whether created by the laws of the State of California or of any other state, territory or country; and to operate, manage and control such properties, or any of them, either in the name of such other corporations or corporation or in the name of this corporation, and while the owners of any of said shares of capital stock, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do;

h) From time to time to apply for, purchase, acquire by assignment, transfer or otherwise exercise, carry out and enjoy any benefit, right, privilege, prerogative or power conferred by, acquired under or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right or privilege which any government or authority or governmental agency or corporation or other public body may be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect and to appropriate any of this corporation's shares, bonds and/or assets to defray the costs, charges and expenses thereof;

i) To promote or to aid in any manner, financially or otherwise, any person, firm, corporation or association of which any shares of stock, bonds, notes, debentures, or other securities or evidences of indebtedness are held directly or indirectly by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations or associations, and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness;

j) To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking, or as including the business purposes of a commercial bank, savings bank or trust company;

k) To issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures or other evidences of its indebtedness or obligations; to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of California as the same are now in force or may be hereafter amended;

l) To carry on any business whatsoever, either as principal or as agent or both or as partnership, which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state, in other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign

countries;

m) To engage in any one or more other businesses or transactions which the board of directors of this corporation may from time to time authorize or approve, whether related or unrelated to the business described in (2) above or to any other business then or theretofore done by this corporation;

n) To have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause, shall except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

III.

The county in the State of California where the principal office for the transaction of the business of this corporation is to be located is Los Angeles County.

IV.

The total number of shares authorized to be issued is one thousand (1,000) which shares are without nominal or par value. Such shares may be issued from time to time for such consideration as the directors may from time to time determine.

V.

a) The number of directors of this corporation shall be not less than three (3), nor more than six (6); the initial number of directors shall be three (3);

b) The names and addresses of the directors of this corporation are:

GORDON C. McCORMICK.....3494 Redrose Drive
Encino, California

T. McCORMICK.....3494 Redrose Drive
Encino, California

DIANE. BERNARD.....2948 Cavendish
Los Angeles, California

VI.

Authority is hereby granted to the holders of shares of this corporation, entitled to vote, to change from time to time the authorized number of directors of this corporation by a duly adopted amendment to the by-laws of this corporation.

VII.

Each shareholder or subscriber to shares of this corporation shall be entitled to full preemptive or preferential rights, as such rights have been heretofore defined at common law, to purchase and/or subscribe for his proportionate share of any shares which may be issued at any time by this corporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, the undersigned, constituting the incorporators of this corporation, have executed these articles of incorporation this 1st day of June, 1959.


GORDON C. McCORMICK

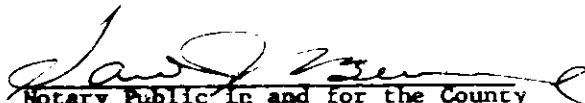

T. McCORMICK


DIANE BERNARD

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES } ss:

On this 1st day of June, 1959, before me,
SAUL J. BERNARD, a Notary Public in and for said County and
State, residing therein, duly commissioned and sworn, per-
sonally appeared GORDON C. McCORMICK, T. McCORMICK and
DIANE BERNARD, known to me to be the persons whose names are
subscribed to the foregoing Articles of Incorporation, and
acknowledged to me that they executed the same.

WITNESS my hand and official seal.


Notary Public in and for the County
of Los Angeles, State of California

377338

Na chg to EQUITY FUNDING CORPORATION

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION

OF

TONGOR CORPORATION

FILED
APR 7 - 1960
By *Ralph A. Hobbie*

The undersigned, GORDON C. McCORMICK and
T. McCORMICK, hereby certify:

1. They constitute at least two-thirds of the
incorporators of Tongor Corporation, a California cor-
poration.

2. They hereby adopt the following amendment of
said Articles of Incorporation:

Article I. of said Articles is hereby amended to
read as follows:

"I.

The name of the corporation is EQUITY FUNDING
CORPORATION."

3. Said corporation has issued no shares and ac-
cepted no subscriptions therefor since the filing of its
articles with the Secretary of State of the State of
California on June 12, 1959.

Dated: March 31, 1960.


Gordon C. McCormick
GORDON C. McCORMICK

T. McCormick
T. McCORMICK

GORDON C. McCORMICK and T. McCORMICK, constituting at least two-thirds of the incorporators of Tongor Corporation, a California corporation, says:

I declare under penalty of perjury that the foregoing is true and correct.

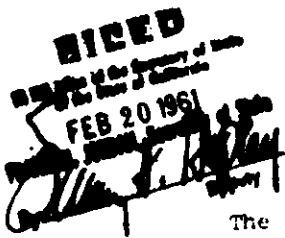
Executed on March 31, 1960 at Los Angeles, California.



GORDON C. McCORMICK



T. McCORMICK



377338

CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF

EQUITY FUNDING CORPORATION

6697

The undersigned, STANLEY GOLDBLUM and EUGENE R. CUTHBERTSON, hereby certify:

One: They constitute at least two-thirds of the Board of Directors of Equity Funding Corporation, a California corporation.

Two: At a regular meeting of the Board of Directors of said corporation duly held at its principal office for the transaction of business at 5150 Wilshire Boulevard, Los Angeles, California, at 10:00 A. M. on the 25th day of November, 1960, at which meeting there was at all times present and acting all of the three members of said board, the following resolution was unanimously adopted:

"WHEREAS, it is deemed by the Board of Directors of this corporation to be to its best interests that its Articles of Incorporation be amended as herein-after provided:

"NOW, THEREFORE, BE IT RESOLVED that Article II (a) of the Articles of Incorporation of this corporation be amended to read as follows:

"(a) The primary business in which this corporation intends initially to engage is in the general life insurance business and to act as a duly licensed agent in connection with said business."

Three: Said corporation has issued no shares, accepted no subscriptions therefor and there are no share subscriptions outstanding, since the filing of its articles with

the Secretary of State of the State of California on June 12,
1959.

IN WITNESS WHEREOF, the undersigned have executed this
certificate of amendment this 29th day of November, 1960.


STANLEY GOLDBLUM


EUGENE R. CUTHBERTSON

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SS

STANLEY GOLDBLUM and EUGENE R. CUTHBERTSON, each for himself alone deposes and says:

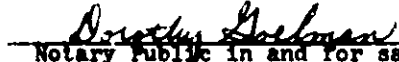
That STANLEY GOLDBLUM and EUGENE R. CUTHBERTSON, are and were at all times mentioned in the foregoing Certificate of Amendment, two of the three directors of EQUITY FUNDING CORPORATION, a California corporation, therein mentioned; that each has read said certificate and that the statements therein made are true of his own knowledge and that the signatures purported to be the signatures of STANLEY GOLDBLUM and EUGENE R. CUTHBERTSON, said directors, are the genuine signatures of STANLEY GOLDBLUM and EUGENE R. CUTHBERTSON, respectively.


Stanley Goldblum


Eugene R. Cuthbertson

Subscribed and sworn to before

me this 9th day of January, 1961


Notary Public in and for said
County and State.