

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

VALLEY FINANCIAL CORPORATION

was filed in the office of the Secretary of State on the **Fourth** day of **November** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ ~~microfilm~~ duly recorded on Film No. ~~-----~~ 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 **Ketchikan,** in the County of **Twin Falls.**

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 **4th** day of **November**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
VALLEY FINANCIAL CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, WILLADINE MESSNER, KAREN GRIGGS, and VEARL FISHER, residing in the County of Twin Falls, State of Idaho, and each and all citizens of the United States of America, of the age of majority, do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt and execute the following Articles of Incorporation, and do hereby certify and declare:

I.

That the name of said corporation is and shall be "VALLEY FINANCIAL CORPORATION".

II.

That said corporation is formed for the following purposes:

a. To loan money upon such security as may be advisable and to buy, sell, hold and own and otherwise deal in open accounts, conditional sale contracts, commercial paper, bills of lading, warehouse receipts, bonds and securities, including personal property, leases, contracts, mortgages and choses in action of any and every kind, nature, and description; to buy, sell, hold, take and receive by way of absolute or security title and deliver on consignment or in trust or under bailments and own and otherwise

deal in merchandise and personal property of any and every kind, nature, and description, including the good will and rights of any business.

b. To render advisory, investigatory, supervisory, managerial, or any other services excepting legal services, in connection with the promotion, organization, reorganization, recapitalization, liquidation, consolidation, or merger, of any business, firm, association, corporation, or other person or legal entity, public or private, domestic or foreign.

c. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guaranty, 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 its own and of other corporations, domestic or foreign.

d. To conduct business in this state, other states, District of Columbia, 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.

e. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department thereof.

f. To do any and all such other acts, things, business or businesses in any manner connected with or necessary incidental, convenient or auxillary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on its purposes, or for the purpose of attaining or furthering any of its business.

g. The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in nowise limited or restricted, by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

III.

That the location and post office address of the registered office of the corporation shall be Box 471, Kimberly, Twin Falls County, State of Idaho.

IV.

That, subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

V.

That the amount of the authorized stock of said corporation shall be two hundred fifty (250) shares of common stock of no par value.

VI.

That the names and post office address of each of the incorporators and the number of shares subscribed by each is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Willadine Messner	Kimberly, Idaho	1
Karen Griggs	Kimberly, Idaho	1
Vearyl Fisher	Kimberly, Idaho	1

IN WITNESS WHEREOF, the parties hereto have executed these Articles this 2nd day of November, 1965.

Willadine Messner
Karen J. Griggs
Vearyl A. Fisher

STATE OF IDAHO)
) ss
County of Twin Falls)

On this 2nd day of November, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared WILLADINE MESSNER, KAREN GRIGGS and VEARYL FISHER, known to me to be the persons whose names are subscribed to the within and foregoing 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.

Robert A. Anderson
Notary Public for Idaho
Residing at Twin Falls, Idaho