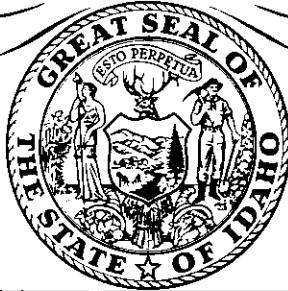


State of Idaho



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

SEABOARD FINANCE COMPANY OF OROFINO

was filed in the office of the Secretary of State on the **Tenth** day of **June**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **124** 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 **10th** day of **June**, A.D., 19**63**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
SEABOARD FINANCE COMPANY OF OROFINO

* * * * *

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
SEABOARD FINANCE COMPANY OF OROFINO

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

To acquire, either by purchase or otherwise, own, hold, sell, pledge, hypothecate, discount, and generally deal in contracts for the purchase, sale, or leasing of real or personal property, for the erection, construction, alteration or repair of buildings, for the payment of money in installments or otherwise and contracts of every other character and description; also notes, drafts, bonds, open accounts, rights to receive moneys or property, whether real or personal, and other obligations and evidence of indebtedness, whether corporate or individual, whether negotiable or non-negotiable, and whether secured or unsecured, together with any security for the same; also leases the mortgages of an interest in and liens upon real or personal property; and shares of corporate stock and other corporate securities.

To engage in the sales finance business and credit card business and in the business of

loaning money with or without security and in any amount deemed advisable, for the purpose of earning interest on said loans, or otherwise, and to engage in the business of negotiating, guaranteeing, or endorsing loans in any amount with or without security, for the purpose of charging fees therefor, or otherwise.

To manufacture, construct, repair, own, buy, lease from others, or otherwise acquire, sell, convey, transfer, lease to others, and otherwise dispose of, mortgage, or otherwise encumber automobiles, motorcycles, tractors, motor boats, airplanes, and other motor vehicles of all kinds, also all parts, devices, instruments, appliances, engines, motors, machinery, and things used in the manufacture, construction, repair, or operation of such automobiles, tractors, motor boats, airplanes, and other motor vehicles.

To conduct a loan or brokerage business of financing the automobile trade and aerial transportation; to discount trade acceptances and finance automobiles, trucks or tractors on partial payment plan; to discount agreements made by automobile dealers in purchase or sale of any such vehicles; to finance farm or crop mortgages; to purchase, finance or discount commercial paper and warehouse receipts; to purchase or otherwise acquire open accounts receivable, notes, drafts, and acceptances from manufacturers and jobbers, and the installment lien obligations, covering any and all sales on any merchandise or other commodities; to purchase, loan upon, acquire or otherwise sell and dispose of any and all installment lien obligations, or indebtedness incurred or to be incurred by any written instrument, and to guarantee, pledge, borrow or raise money for any such investment in any way and to do such other financing as may be for the welfare of aforesaid corporation.

To carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by capitalists, promoters, financiers, contractors, merchants, commission men and agents, and in the course of such business to draw, accept, endorse, acquire and sell all or any negotiable or transferable instruments and securities, including debentures, bonds and notes.

To conduct a small or industrial loan business for the making of loans of money in such amount or amounts as permitted by the small loan act or similar acts of the state or states in which the corporation may engage in business, at such rates of interest as the corporation shall see fit or as prescribed or permitted by law.

To promote, cause to be organized, finance, aid by loan, subsidy, guaranty, or otherwise, any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any part of the world, any stock, bond or other evidence of indebtedness or obligation of which is held directly or indirectly by or for the corporation, or in the business, financing, or welfare of which the corporation shall have any interest; and in connection therewith to guarantee or become surety for the performance of any undertaking or obligation of any such entity, and to guarantee by endorsement or otherwise the payment of the principal of, or interest or dividends on, any such security of any such entity.

To subscribe for and/or to buy, own, hold, purchase, or receive, and to sell, negotiate, guarantee, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, scrip, bonds, coupons, mortgages, debentures, debenture stock, securities, notes, acceptances, drafts, and evidences of indebtedness issued or created by other corporations, joint stock companies or associations, whether public, private or municipal, or any corporate body, and while the owner thereof, to possess and to exercise in respect thereof all the rights, powers and privileges of ownership, including the right to vote thereon.

For the purposes of this corporation, to borrow money, either with or without security and to issue bonds, debentures, capital stock notes, installment notes, installment investment certificates and/or other written evidences of indebtedness (including, but not in limitation, obligations convertible into stock of the corporation), and to secure the payment of such borrowed money by pledge or mortgage of the whole or any part of the property of this corporation, either real or personal, or to deposit the property and/or money of said corporation in a trust fund, to secure the repayment of said obligations and to create, pursuant thereto, a trust and to execute thereunder trust indentures for such purpose or purposes; to issue bonds, debentures, capital stock, notes and/or other written obligations without security for their repayment.

To act as agent or broker for insurance companies in soliciting and receiving applications for fire, casualty, place galss, automobiles, trucks and other motor vehicles, boiler,

elevator, accident, health, burglary, rent, marine, credit, and life insurance, and all other kinds of insurance, the collection of premiums, and doing such other business as may be delegated to agents or brokers by such companies, and to conduct a general insurance agency and insurance brokerage business.

To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, use, own, operate and introduce and to sell, assign, lease or otherwise dispose of any trade-marks, copyrights, trade names, patents, inventions, improvements and processes used in connection with or secured under letters patent of the United States or any foreign country or otherwise, and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account any such trade-marks, copyrights, patents, licenses, processes and the like or any property or rights.

To buy, sell, manufacture, and generally deal in goods, wares, merchandise, property and commodities of any and every class and description, and all articles used or useful in connection therewith insofar as may be permitted by the laws of the State of Idaho; to engage in any business, whether manufacturing or otherwise, which this corporation may deem advantageous or useful in connection with any or all of the foregoing, and to purchase, acquire, manufacture, market or prepare for market, sell and otherwise dispose of any article, commodity or thing which this corporation may use in connection with its business. To make, perform, enter into and carry out contracts of every kind for any lawful purpose, without limit as to amount with any person, firm, association or corporation.

To make, accept, endorse, draw, discount, guarantee, execute and issue bills of exchange, drafts, warrants, promissory notes, and all kinds of obligations, certificates, negotiable and transferable instruments.

To contract with, employ, hire, and remunerate any person, firm or corporation, for services rendered or to be rendered; to engage, hire, discharge, employ and compensate all persons whose services are necessary in connection with any of the business or businesses of this corporation.

To acquire by purchase or otherwise, own, hold, sell, lease, mortgage, pledge, hypothecate manage, operate, and generally deal in all kinds of real and personal property, or any interest therein of any kind or character; to erect, construct, alter, and repair buildings, and to do a general contracting and building business; to do a general manufacturing business; to do a general hotel and apartment house business; to acquire, own, manage, operate, improve, dispose of, and encumber manufacturing plants and businesses, and other plants and businesses of every kind.

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 therein-before 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.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue shall be two hundred fifty (250), of the par value of One Hundred Dollars (\$100.00) each, making aggregate par value \$25,000.00.

No stockholders shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the corporation, whether now or hereafter authorized, or any bonds, debentures or other securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or

disposed of by the board of directors to such persons and on such terms as in its discretion it shall deem advisable.

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:

<u>NAMES</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>
JOHN E. QUINN	120 Broadway New York, N. Y.	1
JEFFREY P. KUKLIN	120 Broadway New York, N. Y.	1
THOMAS B. WARD	120 Broadway New York, N. Y.	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 7th day of June, A.D. 1963.

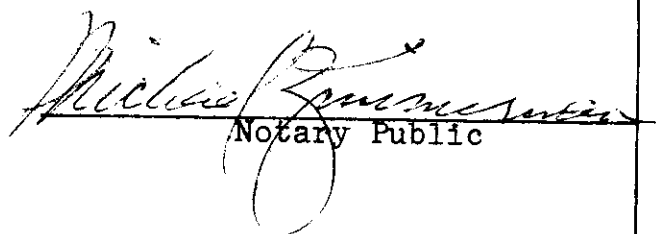
John E. Linn
Arthur P. Ulick
Robert S. Linn

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss:

On this 7th day of June, A.D. 1963, before me,
MICHAEL ZIMMERMAN, a notary public, personally appeared
JOHN E. QUINN, JEFFREY P. KUKLIN and THOMAS B. WARD 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.

(NOTARIAL SEAL)


Notary Public

MICHAEL ZIMMERMAN
Notary Public, State of New York
No. 4331651
Qualified in Nassau County
Cert. Filed in New York County
Term Expires March 30, 1965

CONSENT TO USE OF NAME

SEABOARD FINANCE COMPANY

a corporation organized under the laws of the State of Idaho

, hereby consents to the organization-

~~qualification of~~ SEABOARD FINANCE COMPANY OF OROFINO

in the State of Idaho ; and that Seaboard Finance Company, an Idaho corporation, is a wholly owned subsidiary of Seaboard Finance Company, a Delaware corporation, and Seaboard Finance Company of Orofino will be a wholly owned subsidiary of Seaboard Finance Company, a Delaware corporation.

IN WITNESS WHEREOF, the said Seaboard Finance Company,
an Idaho corporation,

has caused this consent to be executed by its vice
president and attested under its corporate seal by its
assistant secretary, this 6th day of June
1963.

SEABOARD FINANCE COMPANY

By E. L. Johnson
E. L. Johnson, Vice President

Attest:

Robert R. Lux
Robert R. Lux, Assistant Secretary

(SEAL)