

# 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

#### **TRANSWESTERN MANAGEMENT CORPORATION**


a corporation duly organized and existing under the laws of **Nevada** 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 **Twenty-sixth** day of **December** 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-sixth** day of **December** 19 **62**, a designation of **J.L.Eberle or T.H.Eberle or W.D.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 **26th** day of **December**, A.D. 19 **62**.

Secretary of State.

OFFICE OF  
JOHN KOONTZ  
SECRETARY OF STATE

THE STATE OF NEVADA  
  
DEPARTMENT OF STATE

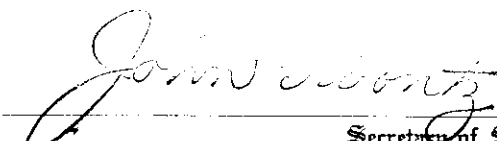
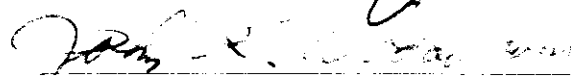
I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

TRANSWESTERN MANAGEMENT CORPORATION

as the same appears on file and of record in this office.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 10TH day of DECEMBER A. D. 19 62

By   
Secretary of State  
By   
Deputy

ARTICLES OF INCORPORATION

OF

TRANSWESTERN MANAGEMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of Nevada, and, to that end, we do hereby certify:

FIRST: The name of this corporation is:

TRANSWESTERN MANAGEMENT CORPORATION.

SECOND: The location of the principal office of this corporation within the State of Nevada is Room 400 Ryland Building, 220 South Virginia Street, in the City of Reno, County of Washoe, State of Nevada, and the Resident Agent in charge thereof is the law firm of VARGAS, DILLON & BARTLETT.

THIRD: The purposes for which this corporation is formed and the nature of the business and objects proposed to be transacted and carried on by it, are twofold:

1. (a) Management under contractual arrangement of certain activities relevant to the operations of open-end investment companies; (b) underwriting and distributing, at wholesale and retail, the securities of open-end investment companies;

2. In addition to the foregoing, the corporation may, and reserves the right to, engage in any lawful activities under and pursuant to Nevada law.

FOURTH: The authorized capital of this corporation shall be \$25,000.00, consisting of twenty-five thousand (25,000) shares of stock of the par value of One Dollar (\$1.00) per share, said shares to be fully paid and non-assessable and not to carry pre-emptive rights; and all such shares shall have equal voting rights without provisions for cumulative voting.

FIFTH: The members of the governing board shall be styled "Directors", and their number shall be not less than three (3) and not more than nine (9), and, in this respect, the Board of Directors of this corporation is expressly vested with the power to increase or decrease the number of such Directors of this corporation within the limits so stated. The names and post office addresses of the first Board of Directors, which shall be three (3) in number, are as follows:

<u>Name</u>	<u>Address</u>
LINN V. HALL	3045 Lakeside Drive, Reno, Nevada
M. JOY CHRISTENSEN	225 Fremont St., Las Vegas, Nevada
J. K. METZKER	P. O. Box 1507, Reno, Nevada

SIXTH: The capital stock of this corporation shall not be subject to assessment to pay the debts of the corporation, nor shall the private property of the stockholders, directors or officers of this corporation be subject to the payment of any corporate debts to any extent whatsoever, and in this particular, the Articles of Incorporation shall not be subject to amendment.

SEVENTH: The name and post office address of each of the incorporators signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
GEORGE P. GILSON	2 Howland Circle, Reno, Nevada
MARION REIDERS	1790 Standard Building, Reno, Nevada
ARTHUR E. JENSEN	323 Standard Way, Sparks, Nevada

EIGHTH: This corporation shall have perpetual existence.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 7th day of October, 1960.

*Kenneth P. Gillen*  
Kenneth P. Gillen

*Barbara Reiners*  
Barbara Reiners

Ruth E. Jensen  
Ruth E. Jensen

STATE OF NEVADA )  
                  ) ss.  
COUNTY OF WASHOE )

On this 7th day of October, 1960, personally appeared before me, the undersigned, a Notary Public in and for the County of Washoe, State of Nevada, KENNETH P. GILLEN, BARBARA REINERS and RUTH E. JENSEN, known to me to be the persons described in and who executed the foregoing instrument, who described in and who executed the foregoing instrument, who acknowledged to me that they, and each of them, executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in the County of Washoe, State of Nevada, the day and year in this certificate first above written.

(SEAL)

*Kenneth P. Gillen*  
Notary Public in and for the County of Washoe, State of Nevada

My Commission expires: Oct. 1, 1961