



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

ADMINISTRATIVE FINANCIAL SERVICES, INC.

was filed in the office of the Secretary of State on the 31st day of July A.D., One Thousand Nine Hundred seventy-five and will be recorded on ~~film~~ microfilm 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, Idaho 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 31st day of July, A.D., 19 75.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

Articles of Incorporation

of

Administrative Financial Services, Inc.

KNOW ALL MEN BY THESE PRESENTS: That, we, the undersigned, each of whom is of legal age and a citizen 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 pursuant thereto certify as follows:

Article I

The name of this corporation shall be Administrative Financial Services, Inc.

Article II

This corporation shall have perpetual existence.

Article III

The registered office and principal place of business of the corporation is presently located at 3712 Kipling Road, Boise, Idaho. The board of directors may, from time to time, establish other office or offices within or without the State of Idaho.

Article IV

The objects and purposes for which this corporation is formed are to do in any part of the world, as principal, agent, or otherwise, any and all things hereinafter set forth to the same extent as a natural person might or could do. Pursuant thereto, in addition to the general powers conferred upon a corporation by the laws of the State of Idaho, we expressly provide that this corporation shall have the following powers:

(a) To purchase, hold, own, acquire by operation of law or otherwise, real and personal property of all kinds or classes, or interests therein; to lease, exchange, mortgage, sell, or otherwise encumber or hypothecate such real or personal property, or any interest therein; to improve, subdivide, and otherwise use such real or personal property; and to finance the purchase, development, or improvement of such real or personal property.

(b) To borrow or lend money and to make, take, or execute notes, mortgages, bonds, deeds of trust or other evidences of indebtedness.

(c) To enter into, make and perform contract with any person, firm, association, partnership or corporation and to contract with the United States of America, any foreign country, state, city, county, or other governmental unit.

(d) To apply for, purchase, or by other means, acquire, hold, sell, assign, lease, mortgage, or otherwise dispose of, patents, patent rights, licenses, trademarks, tradenames, or copyrights, as may appear useful or advantageous to the corporation.

(e) To purchase, exchange, or otherwise acquire and own, the corporate common or preferred stock, bonds, or other securities of any other corporation, private or public, and to purchase, redeem or otherwise acquire its own capital stock insofar as not contrary to the constitution or laws of the State of Idaho, and to issue and sell its own corporate common or preferred stock, bonds, debentures, or other securities, or evidences of indebtedness.

(f) To merge, or consolidate with any other corporation in such manner and to such extent as may be permitted by law.

(g) To participate in a partnership and to be a partner in a general

or limited partnership and to act as a general or limited partner in a limited partnership.

(h) To issue common, or preferred stock, or any other type of corporate securities, and to sell the same on such terms and for such consideration as may be determined by the board of directors.

(i) To act as trustee or to become surety or guarantor for any other person, firm, association or corporation.

In addition to the foregoing powers, and to those granted under the constitution of and laws of the State of Idaho and any amendments thereto, this corporation shall have the power and authority to do and perform every act or thing necessary to carry out the above enumerated purposes calculated, directly or indirectly, to the advancement of the business of the corporation and the enhancement of its properties.

Article V

The authorized capital stock of this corporation is \$25,000.00 divided into 25,000 shares of common capital stock with a par value of \$1.00 per share.

Each share of common capital stock shall be entitled to one vote and to participate in any dividends declared on common stock. The common capital stock shall be non-assessable but shall not have pre-emptive rights.

The capitalization of this corporation may be increased or decreased in the manner provided by law. If increased, such amendment may provide for one or more classes of stock with voting, dividend rights, pre-emptive rights, or other privileges as provided therein.

Article VI

The board of directors of this corporation shall be composed of

four (4) members. It is not necessary that a director be a shareholder of this corporation. The incorporators shall be the board of directors until their successors are elected at the first meeting of shareholders following incorporation. At the first meeting of stockholders, directors shall be elected to serve until the following annual meeting of stockholders or until successors are elected or appointed.

Article VII

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts.

The sale of stock of the corporation may be qualified so that shareholders receive the benefits of Section 1244 of the Internal Revenue Code, or of any amendments thereto.

Article VIII

The Articles of Incorporation for this corporation may be amended as hereinafter provided and as authorized under the statutes of the State of Idaho.

Article IX

By-laws of this corporation shall be adopted by the stockholders at the first meeting of stockholders following incorporation. Such by-laws may provide that the board of directors of the corporation, whenever a quorum is in attendance, by two-thirds (2/3rds) vote of directors voting may:

(a) Remove at any time any officer of the corporation, elected or appointed;

(b) Repeal or amend by-laws of the corporation or adopt new by-laws which do not affect the term of office of a director.

The board of directors, whenever a quorum is in attendance, by

majority vote of the directors voting may exercise the usual powers of a corporate board of directors, as authorized under the laws of the State of Idaho, including:

(a) The determination, amount, and date of payment of dividends to be paid upon the issued stock of the corporation;

(b) Authorize mortgages, liens, other encumbrances, or transfers of real and personal property of the corporation;

(c) When authorized by the majority vote of the issued and outstanding stock of the corporation, or if subsequently ratified by affirmative vote of majority of the issued and outstanding stock of the corporation, the board of directors may sell, lease, or exchange all or any part of the assets of the corporation, including its franchise as a corporation, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock of another corporation, as the board of directors may deem expedient and in the best interests of this corporation.

Article X

The names of the incorporators and the amount of capital stock subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Amount</u>
George A. Lyda	3712 Kipling Road Boise, Idaho 83704	100 shares
Laura Mae Lyda	3712 Kipling Road Boise, Idaho 83704	100 shares
George H. Wells	1801 Leadville Avenue Boise, Idaho 83706	100 shares
Dorothy M. Wells	1801 Leadville Avenue Boise, Idaho 83706	100 shares

IN WITNESS WHEREOF, We have hereunto set our hands and
seals this 31 day of July, 1975.

George A. Lyda
Dorothy M. Wells
George H. Wells
Laura Mae Lyda

STATE OF IDAHO)
) ss
County of Ada)

On this 31 day of July, 1975, before me, the undersigned, a
Notary Public in and for said county and state, personally appeared
GEORGE A. LYDA, LAURA MAE LYDA, GEORGE H. WELLS and
DOROTHY M. WELLS, 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year first above written.

Mary Ann Lincoln
Notary Public for Idaho
Residing at Boise, Idaho