



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

IDAHO CREDIT FINANCE CORPORATION

was filed in the office of the Secretary of State on the **Twenty-first** day
of **July** A.D. One Thousand Nine Hundred **Fifty-eight** and
duly recorded on Film No. **103** 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
Rexburg in the County of **Madison**

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 **21st** day of **July**,
A.D., 19**58**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
IDAHO CREDIT FINANCE CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States of legal age, have this day voluntarily associated ourselves together for the purpose of forming a general business corporation under the laws of the State of Idaho, and

WE CERTIFY:

FIRST

That the name of this corporation is

"IDAHO CREDIT FINANCE CORPORATION".

SECOND

That the nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz:

(a) To engage in and carry on a general investment and finance business, including loaning of money, engaging in the small loan business, automotive loan company, and etc., as provided under the laws of the State of Idaho, or of any other state; to lend the money to every qualified borrower, either pursuant to laws relating to a small loan business, or as otherwise provided by law; to invest in, sell, assign and hypothecate stocks, conditional sales agreements, promissory notes, bonds, real or chattel mortgages, and any and all other evidences of indebtedness of any individual, corporation, or partnership; to discount and re-discount negotiable instruments of all types and all other evidences of

indebtedness and to otherwise engage in a general finance business, including loaning of money on long term contracts to repay, secured by real and personal mortgages, and in all other respects to loan money and deal in securities of every kind and character;

(b) To charge, collect and receive, commissions, fees, bonuses, rewards and compensation for services rendered in the conduct of insurance, real estate and loan businesses; to charge, collect and receive commissions, fees and other evidences of payment for services rendered as agent, broker, attorney, attorney-in-fact, or arbitrator, adjustor or negotiator;

(c) To borrow money to carry on the business of the corporation, or for general corporate purposes, and to issue bonds, debentures, notes or other obligations therefor, and to secure the same by pledge or mortgage on the whole or any part of the property of the corporation;

IN FURTHERANCE AND NOT IN LIMITATION of the general powers conferred by the laws of the State of Idaho and of the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

(a) To take, own, hold, deal in, mortgage, or otherwise give liens against, and to lease, sell, exchange, transfer, or in any manner dispose of real property within and without the State of Idaho, wherever situated; to purchase or acquire in any lawful manner and to hold, own, mortgage, pledge, lease, sell, assign, exchange, transfer, and in any manner dispose of, to deal and trade in and with any and every class of property both within and without the State of Idaho and in any part of the world;

(b) To purchase, repurchase, redeem, buy, sell, and make and enter into contracts and options for the purchase, repurchase,

redemption and sale or resale of its capital stock as permitted by and in accordance with the laws of the State of Idaho, as now provided, and as the same may hereafter be amended. The power and authority hereby invested in the corporation to purchase, repurchase, redeem, buy, sell and to make and enter into contracts and options relating thereto, shall be, and is vested in, and shall be exercised by the Board of Directors, in its discretion, as the Board may by resolution provide, and the Board of Directors shall have and it is hereby given the authority to determine the value thereof from time to time for such purpose, or purposes, and to determine the terms and provisions of all contracts and options relating thereto. As to such capital stock so acquired by the corporation, the stockholders or shareholders of the corporation shall have no pre-emptive or preferential right thereto, and the same may be sold or offered for sale, and contracts or options made with reference thereto, to any employee, director, officer or person, corporation, partnership or association, as the Board of Directors shall approve;

(c) To organize, incorporate, or create, and to enter into contracts and agreements with subsidiary or affiliated corporations of any type or nature; to merge or consolidate with other corporations;

(d) To make, enter into and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, county, state or government;

(e) To have one or more offices to conduct its business and promote its objects within and without the State of Idaho,

in other states and territories of the United States, or other countries, subject, however, to the laws and limitations of such state, territory or country;

(f) To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof; provided the same be not inconsistent with the laws under which this corporation is organized.

THIRD

The existence of this corporation is to be perpetual.

FOURTH

That the place where its principal place of business shall be is in the City of Rexburg, County of Madison, State of Idaho.

FIFTH

The capital stock of this corporation shall be \$60,000.00, divided into 60,000 shares of common stock of the par value of \$1.00 per share. Before any of the capital stock of this corporation may be sold or transferred, the corporation itself must be given a 30 day option to repurchase the stock. At all meetings of the stockholders, cumulative voting may be allowed, as provided by the By-Laws, and each stockholder may vote by written proxy. All stock shall be non-assessable.

SIXTH

The amount of the capital stock which has been actually

subscribed and paid for is the sum of thirty shares for the sum of \$30.00, and following are the names and addresses of the persons and number of shares by whom the same have been subscribed, to-wit:

NAME OF SUBSCRIBER	ADDRESS	NO.OF SHARES	AMOUNT
J. Harold Matson	Rexburg, Idaho	10	\$10.00
G. Albin Matson	Minneapolis, Minnesota	10	10.00
John C. Porter	Rexburg, Idaho	10	10.00

SEVENTH

The management of this corporation shall be vested in a Board of not less than three, nor more than nine directors, as may be fixed by the By-Laws. The directors shall be elected at the annual meeting of the stockholders, to be held at the general office of this corporation in said City of Rexburg, Idaho, on the first Monday of August, at 8 o'clock P.M. each year, and until the first election of directors, to be held within three months of the filing of these Articles, the directors of said corporation shall be the said J. Harold Matson, President; G. Albin Matson, Vice-President, and John C. Porter, Secretary-Treasurer.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 18th day of July, 1958.

J. Harold Matson
J. Harold Matson

G. Albin Matson
G. Albin Matson

John C. Porter
John C. Porter

IDAHO
STATE OF UTAH,)
Madison SS.
COUNTY OF SALT LAKE.)

On this 18th day of July, 1958, before me, the undersigned, a Notary Public in and for said State, personally appeared J. HAROLD MATSON and G. ALBIN MATSON, known to me to be the persons

whose names are subscribed to the within instrument, and duly acknowledged to me that they executed the same.

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

Ray H. Legby
Notary Public, residing at

My commission expires:

1-24-59

STATE OF IDAHO,)
 SS.
COUNTY OF MADISON.)

On this 18th day of July, 1958, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHN C. PORTER, known to me to be the person whose name is subscribed to the within instrument, and duly acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate first above written.

Ray H. Legby
Notary Public, residing at

My commission expires:

Rexburg, Idaho

January 24, 1959.