

FILED

APPLICATION FOR CERTIFICATE OF AUTHORITY

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To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

The name of the corporation is NORTH WEST MORTGAGE CORP.

2. *The name which it shall use in Idaho is _____

NORTH WEST MORTGAGE CORP.

3. It is incorporated under the laws of Deleware

4. The date of its incorporation is July 9, 1979 and the period of its duration is indefinite

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1300 Market St. Wilmington, Del. 19801

6. The address of its proposed registered office in Idaho is 8185 So. Linder Rd., Meridian, Idaho 83642, and the name of its proposed

registered agent in Idaho at that address is ~~same as above~~ William A. Cort *

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Mortgage Loans

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Wm. A. Cort</u>	<u>President</u>	<u>8185 So. Linder, Meridian, Id.</u>
<u>Wm. R. Cort</u>	<u>Vice President</u>	<u>8185 So. Linder, Meridian, Id.</u>
<u>Barbara L. Cort</u>	<u>Secty-Treasurer</u>	<u>8185 So. Linder, Meridian, Id.</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>		<u>* NO Par Value Shares</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
_____	_____	_____
_____	_____	_____
_____	_____	_____

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated November 7, 19 79.

NORTH WEST MORTGAGE CORP.

By Wm. A. Cort

Its _____ President

and Barbara L. Cort

Its _____ Secretary

STATE OF Idaho)
)ss:
COUNTY OF Ada)

I, the undersigned, a notary public, do hereby certify that on this 9th day of November, 19 79, personally appeared before me Wm. A. Cort, who being by me first duly sworn, declared that he is the President of North West Mortgage Corp.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Dea. Fontaine
Notary Public

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

CERTIFICATE OF INCORPORATION

of

NORTH WEST MORTGAGE CORP.

A CLOSE CORPORATION

FIRST. The name of this Corporation is North west Mortgage Corp.

SECOND. Its registered office in the State of Delaware is to be located at _____

1300 Market St., City of Wilmington

County of: New Castle The registered agent in charge thereof is The Company
Corporation

_____ address "same as above".

THIRD. The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The amount of total authorized capital stock of the corporation is divided into
1,000 shares of no-par value

FIFTH. The name and mailing address of the incorporator is as follows:

Regina Cephas - 1300 Market St., Wilmington, DE 19801

SIXTH. The powers of the incorporator are to terminate upon filing of the certificate of incorporation, and the name and mailing addresses of the persons who are to serve as managing stockholder(s) until their successors are elected are as follows:

Name and address of managing stockholder(s)

Wm. A. Cort, 8185 So. Linder Rd., Meridian, Id. Fill in name(s)

Barbara L. Cort, 8185 So. Linder Rd., Meridian, Id. and address(es)

Wm. R. SEVENTH. All of the corporations issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

EIGHTH. All of the issued stock of all classes shall be subject to the following restriction on transfer permitted by Section 202 of the General Corporation Law.

Each stockholder shall offer to the Corporation or to other stockholders of the corporation a thirty (30) day "first refusal" option to purchase his stock should he elect to sell his stock.

NINTH. The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware do make, file and record this certificate, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand.

DATED AT: 7-6-79

Regina Cephas



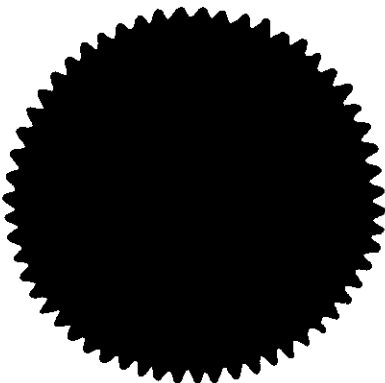
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
 Certificate of Incorporation of the "North West Mortgage Corp." (A CLOSE CORPORATION), as
 received and filed in this office the ninth day of July, A.D. 1979, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this _____ ^{twelfth} *day*
of _____ ^{October} *in the year of our Lord*
one thousand nine hundred and _____ ^{seventy-nine.}



Glenn C. Kenton

Glenn C. Kenton, Secretary of State