

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

G.A.C. FINANCE CORPORATION OF IDAHO

was filed in the office of the Secretary of State on the **Fourth** day of **December** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **126** 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 **4th** day of **December**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

G.A.C. FINANCE CORPORATION OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being of full-age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt Articles of Incorporation as follows:

FIRST: The name of the corporation shall be G.A.C. FINANCE CORPORATION OF IDAHO.

SECOND: The purposes of the corporation are:

(a) To engage in the business of making loans, secured or unsecured; to engage in the business of purchasing and discounting notes, mortgages and receivables of all kinds; and generally to carry on and undertake any business, undertaking, transaction or operation commonly carried on by loan or finance companies, and being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's properties or rights.

(b) To acquire, establish and maintain any and all facilities requisite to carry out the objects and purposes of this corporation; to purchase or otherwise acquire, hold, own, rent, lease, mortgage, sell, convey or otherwise dispose of real estate or any interest therein and personal property of every class and description, necessary, proper or convenient for the accomplishment of any of the objects or purposes of this corporation.

(c) To acquire by purchase, subscription or otherwise, and to hold as investment, any bonds, or other securities, or evidences of indebtedness, or any shares of capital stock of any corporation, public or private, or of any association organized under the laws of the State of Idaho or under the laws of any other state or jurisdiction. This corporation, while the owner of any

such capital stock or other security, being authorized to exercise all of the rights, powers and privileges of ownership thereof, including the right to vote thereon; to purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause an impairment of its capital.

(d) To borrow money for any of the purposes of this corporation, and to issue bonds, debentures, debenture stock, notes and other obligations therefor, and to pledge or mortgage all or any part of the property then owned or thereafter acquired, together with the income, rents and profits of property of the company, and to issue bonds, debentures, debenture stock, notes or other obligations without any such security.

(e) Without in any manner limiting any of the express powers above enumerated, this corporation shall have and exercise all the powers conferred by the laws of Idaho upon corporations formed under the laws of Idaho, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do, the foregoing clauses to be construed both as objects and powers, and it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner all such powers as this corporation may have and exercise not inconsistent with the laws of the State of Idaho, and these Articles of Incorporation.

THIRD: The corporation shall have perpetual duration.

FOURTH: The location and post office address of its registered office in Idaho is First National Bank Building, Boise, Idaho. c/o Paul S. Boyd, Esq.

FIFTH: The total authorized number of par value shares is two hundred fifty (250), at a par value of One Hundred Dollars (\$100.00) per share, for an aggregate par value of Twenty-Five Thousand Dollars (\$25,000.00).

SIXTH: There shall be only one class of shares and that class shall be common and voting.

SEVENTH: The names and post office addresses of each of the incorporators and a statement of the number of shares subscribed by each is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
L. G. Connors	330 North Arch Street Allentown, Pennsylvania	16
C. J. Eby	417 East Eighth Street Northampton, Pennsylvania	17
W. J. Fenza, Jr.	534 Chestnut Street Emmaus, Pennsylvania	17

EIGHTH: The corporation does hereby indemnify any officer or director, whether or not in office at the time, against all claims, liabilities, and expenses incurred by him in connection with any action, suit, or proceeding to which he may be made a party by reason of his being or having been an officer or director of the corporation, and shall reimburse any such officer or director of the corporation in the amount of all such expenses paid or incurred by him in the defense of any such claims or liabilities, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such officer or director; and the foregoing right of indemnification shall not be exclusive of other rights to which said officer or director may be entitled as a matter of law.

NINTH: Meeting of stockholders for any purpose may be held at such place within or without the state as may be designated by the corporate by-laws.

TENTH: Meetings of directors for any purpose may be held at such place within or without the state as may be designated by a majority of the members of the board of directors.

ELEVENTH: None of the directors need be stockholders of the corporation. None of the officers need be stockholders or directors of the corporation.

CONSENT TO USE OF NAME

G. E. FOGEL and C. J. EBY hereby certify that we are respectively the Vice President and the Assistant Secretary of the undersigned corporations, organized and existing under and by virtue of the laws of the State of Idaho, and that meetings of the Boards of Directors of said corporations were held at Allentown, Pennsylvania the 29th day of November, 1963 at 10:00 a.m. pursuant to waivers of notice signed by all of the directors, that at said meetings a quorum of the directors were present and that at said meetings the following resolutions were duly passed by unanimous vote of the directors present at such meetings:

RESOLVED, that in the opinion of the Board of Directors of this corporation, the name G.A.C. FINANCE CORPORATION OF IDAHO is not so similar to the name of this corporation as to be calculated to deceive, and this corporation has no objection to the use of such name upon the qualification of such other corporation in Idaho.

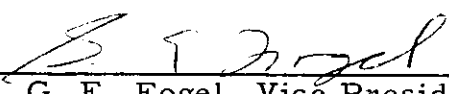
FURTHER RESOLVED, that the Vice President and Assistant Secretary of this corporation be and they hereby are authorized and directed to make and execute a certificate under the corporate seal of this company and file the same with the Secretary of the State of Idaho.

IN WITNESS WHEREOF, we have set our hands and affixed the seals of the corporations as authorized in said resolution this 2nd day of December 1963.

G.A.C. FINANCE CORPORATION OF BOISE

Attest:

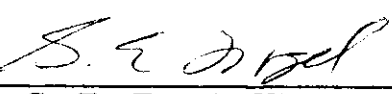

C. J. Eby
Assistant Secretary

By 
G. E. Fogel, Vice President

G.A.C. FINANCE CORPORATION OF CALDWELL

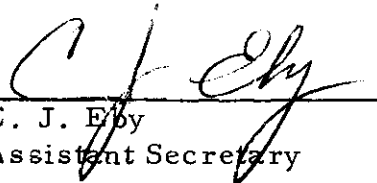
Attest:



C. J. Eby
Assistant Secretary

By 
G. E. Fogel, Vice President

G.A.C. FINANCE CORPORATION OF
POCATELLO

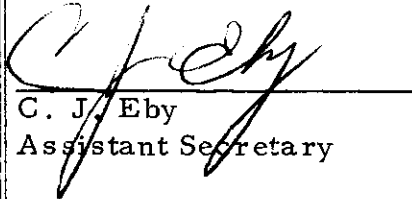
Attest:



C. J. Eby
Assistant Secretary

By 
G. E. Fogel, Vice President

G.A.C. FINANCE CORPORATION OF
TWIN FALLS

Attest:


C. J. Eby
Assistant Secretary

By 
G. E. Fogel, Vice President