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Vol 94 Page 1281

RECORDING REQUESTED BY, AND
WHEN RECORDED, RETURN TO:
Washington Mutual, a Federal Savings Bank
1191 Second Avenue
Seattle, Washington 98111
Attention: Della Granger

THIS DOCUMENT PREPARED BY:
James J. Erb
Jones, Day, Reavis & Pogue
1900 Huntington Center
Columbus, Ohio 43215

Space above this line for recorder's use

K-46055

AFFIDAVIT

The undersigned, MARC R. KITTNER, hereby certifies that he is the Secretary of Washington Mutual, a Federal Savings Bank, and that (a) the Certificate of Succession in Interest and (b) the certified copies of the letter, certificates and other documents as executed by G. R. Zachary that are attached hereto are, in each case, true and complete copies of the originals thereof.

EXECUTED this 10th day of January, 1994.

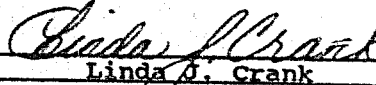
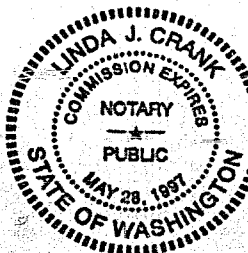


MARC R. KITTNER

STATE OF WASHINGTON)
COUNTY OF KING) ss.

I certify that I know or have satisfactory evidence that MARC R. KITTNER is the person who appeared before me and said person acknowledged that said person signed this instrument, on oath stated that said person was authorized to execute the instrument and acknowledged it as the Secretary of WASHINGTON MUTUAL, A FEDERAL SAVINGS BANK, a federal savings bank, to be the free and voluntary act of such federal savings bank for the uses and purposes mentioned in the instrument.

Dated this 10th day of January, 1994.



Linda J. Crank

Notary public in and for the state of
Washington, residing at Seattle, WA

My appointment expires 5/28/97



Office of Thrift Supervision
Department of the Treasury

1700 G Street, N.W., Washington, D.C. 20552 • (202) 906-6000

CERTIFICATE OF SUCCESSION IN INTEREST

REFERENCE: Westside Federal Savings and Loan
Association of Seattle
Seattle, Washington

Mariner Federal Savings and Loan
Association
Seattle, Washington

Prudential Bank, F.S.B.
Seattle, Washington

Pacific First Federal Savings Bank
Tacoma, Washington

Pacific First Bank, a Federal
Savings Bank (Washington)
Tacoma, Washington

Pacific First Bank, a Federal
Savings Bank
Salem, Oregon

SUCCESSOR: Washington Mutual, A Federal
Savings Bank
Seattle, Washington

I, Nadine Y. Washington, Corporate Secretary, Office of Thrift Supervision, hereby certify, according to the records of the Office of Thrift Supervision, Department of the Treasury, Washington, D.C., successor to the Federal Home Loan Bank Board:

1. Westside Federal Savings and Loan Association of Seattle, Seattle, Washington ("Westside Federal"), was chartered under the laws of the United States to transact the business of a Federal savings and loan association;

2. Westside Federal received insurance of its accounts from the Federal Savings and Loan Insurance Corporation ("FSLIC") effective August 30, 1935, Insurance Certificate No. 929, in the name of West Side Federal Savings and Loan Association, Seattle, Washington ("West Side Federal");

Westside Federal Savings and
Loan Association of Seattle
Seattle, Washington
Page 2.

3. Effective August 10, 1965, West Side Federal changed its corporate title to Westside Federal Savings and Loan Association;

4. On August 30, 1985, pursuant to an action by the Federal Home Loan Bank Board ("FHLBB"), Westside Federal was placed into receivership, with the FSLIC appointed as receiver. Simultaneously, the FHLBB authorized the organization of Mariner Federal Savings and Loan Association, Seattle, Washington ("Mariner Federal"), a new Federally-chartered mutual savings and loan association organized to assume the insured deposits of Westside Federal;

5. On May 9, 1986, the FHLBB approved the merger of Mariner Federal with and into Prudential Bank, FSB, Seattle, Washington ("Prudential Bank"), and Prudential Bank was the resulting institution;

6. Effective April 11, 1988, Prudential Bank merged with and into Pacific First Federal Savings Bank, Tacoma, Washington, and Pacific First Federal Savings Bank was the surviving institution;

7. Effective May 31, 1990, Pacific First Federal Savings Bank changed its corporate title to Pacific First Bank, a Federal Savings Bank (Washington), Tacoma, Washington;

8. Effective July 31, 1990, Pacific First Bank, a Federal Savings Bank (Washington), Tacoma, Washington, merged with and into Pacific First Bank, a Federal Savings Bank, Salem, Oregon, and Pacific First Bank, a Federal Savings Bank, Salem, Oregon, was the surviving institution, with the concurrent relocation of its corporate headquarters from Salem, Oregon, to Seattle, Washington;

9. Effective April 13, 1993, Pacific First Bank, a Federal Savings Bank, Seattle, Washington, merged with and into Washington Mutual, A Federal Savings Bank, Seattle, Washington, and Washington Mutual, A Federal Savings Bank was the surviving institution;

Westside Federal Savings and Loan
Association of Seattle
Seattle, Washington
Page 3.

10. The charter of Washington Mutual, A Federal Savings Bank is in full force and effect; and

11. As of December 20, 1993, Washington Mutual, A Federal Savings Bank is operating as a SAIF-insured financial institution.

DATED this 21st day of December 1993.



Nadine Y. Washington
Nadine Y. Washington
Corporate Secretary

APPROVED
SEP 28 1949

1285

Minschull
Supervisor of Banking

CERTIFICATE OF
REINCORPORATION

Converting the Prudential Savings and Loan Association,
of Seattle, Washington, into a Mutual Savings Bank,
with the name PRUDENTIAL MUTUAL SAVINGS BANK.

WHEREAS, authority for conversion of the Prudential
Savings and Loan Association, a corporation organized
under the laws of the State of Washington, into a Mutual
Savings Bank, under the applicable provisions of law, has
been voted by the shareholders of said Association, and
all the provisions of law have been complied with:

NOW, THEREFORE, the Directors of said Association,
to-wit:

S. S. Selak, James A. Gibbs, E. M. Brennan,
B. G. Smith, P. J. Gleason, G. E. Skinner,
A. W. Paraghar, Clyde W. Summerville, and
W. R. Yeakel

in order to effectuate such conversion, execute this
Certificate, and state:

(1) The name by which said converted Association
shall be known is PRUDENTIAL MUTUAL SAVINGS BANK.

(2) The City of Seattle, in the County of King,
State of Washington, is the place where said Mutual
Savings Bank is to be located and its business trans-
acted, that being the City where the principal place
of business of said Prudential Savings and Loan
Association has heretofore been located.

I hereby certify that this is a copy of the original Certificate of Reincor-
poration for Prudential Mutual Savings Bank, Seattle, Washington, as filed
in the office of the Supervisor of Banking.

G. R. Zachary
G. R. Zachary
Acting Assistant Director
Division of Banks

(3) The names, occupations, places of business and Post-Office addresses of the signers of this Certificate follow:

S. S. BELAK, President, Prudential Savings & Loan Association
1100 Third Ave., Seattle, Wash.

JAMES A. GIBBS, Investments- Builder
American Building, Seattle, Wash.

E. H. BRENNAN, Superintendent, P. E. Harris & Co.
Dexter-Horton Bldg., Seattle, Wash.

L. G. GREWE, Vice-President, Continental Casualty Co.
1411 Fourth Ave. Building
Seattle, Wash.

F. J. OLSON, Jeweler, 1510 Westlake Ave.
Seattle, Washington

G. E. STRIDER, Attorney, 304 Spring Street
Seattle, Washington

A. W. PARAGHER, Vice-Chairman, National Bank of Commerce
1100 Second Ave. Seattle, Wash.

CLYDE W. SUMMERVILLE, President
Seattle Steel Co.
1200 Fourth Ave. So.
Seattle, Washington

W. R. YEANDEL, Owner, Northwest Bolt & Nut Co.
4502- 14th N.W.
Seattle, Washington

(4) On the 1st day of September, 1949, the amount of the assets of the Prudential Savings and Loan Association was \$3,734,601.68; the amount of its liabilities to shareholders was \$3,389,588.84; the amount of its Contingent Fund, Reserve and Undivided Profits was \$236,789.51, and all other liabilities totaled \$80,223.33.

(5) Each signer of this Certificate declares that he will accept the responsibilities and faithfully discharge the duties of a Trustee of the Mutual Savings Bank, and that he is free from all the disqualifications specified in the laws applicable to Mutual Savings Banks.

WITNESS the hands of said Directors this 16th day of September, 1949.

J. J. Selak

G. E. Steiner

F. J. Gleason

Chas. D. Cunningham

J. A. Gibbs

E. M. Brennan

J. J. Smith

W. L. Yeakel

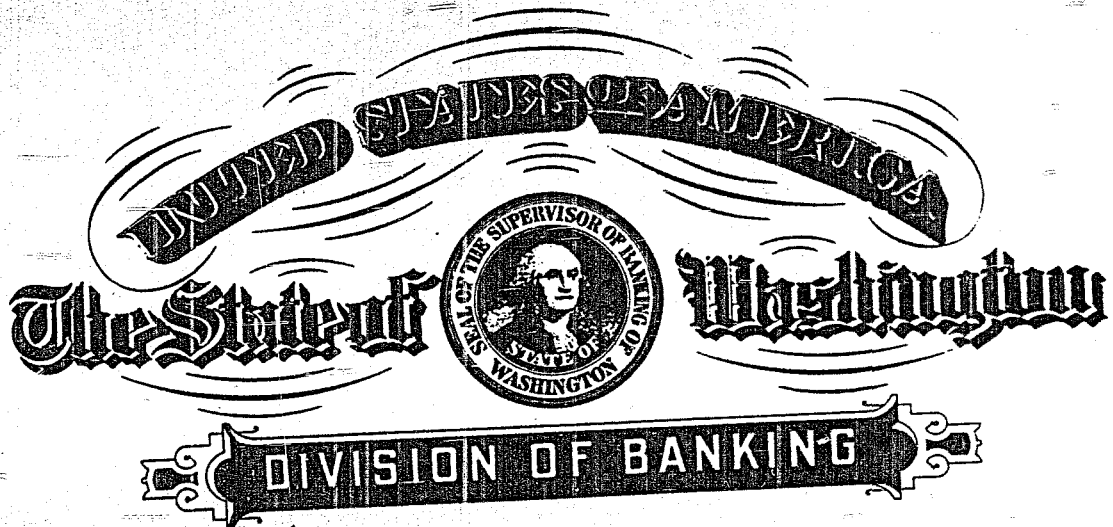
W. Sanger

STATE OF WASHINGTON)
COUNTY OF KING) ss

THIS IS TO CERTIFY that on this 16th day of September, 1949, before me, a Notary Public in and for the State of Washington, duly commissioned and qualified, personally came S. S. SELAK, JAMES A. GIBBS, E. M. BRENNAN, P. J. GLEESON, L. G. GRENE, G. E. STEINER, A. W. PARACHER, CLYDE W. SUMNERVILLE and W. R. YRAKEL, to me known to be the persons who are described in and who executed the within instrument and acknowledged to me that they signed the same as their free and voluntary act and deed for the uses and purposes therein stated.

WITNESS my hand and seal the day and year first above written.

Kathryn Wittman
Notary Public in and for the State of
Washington, residing at Seattle



TO ALL TO WHOM THESE PRESENTS SHALL COME

Whereas, the PRUDENTIAL MUTUAL SAVINGS BANK
 located at SEATTLE County of KING
 State of Washington, has complied with all the requirements
 of law governing MUTUAL SAVINGS BANKS

Now Therefore, I, the undersigned, Supervisor of Banking
 for the State of Washington, do hereby, issue this

CERTIFICATE OF AUTHORITY

to the above named corporation to commence the business of
MUTUAL SAVINGS BANK as defined by law.

In Testimony Whereof, I have hereunto set my
 hand and affixed the official seal of the Supervisor of
 Banking at the Capitol in the City of Olympia.
 this FIRST day of OCTOBER A.D. 1942.

J. Marshall
 Supervisor of Banking

I hereby certify that this is a copy of the original Certificate of Authority
 for Prudential Mutual Savings Bank, Seattle, Washington, as filed in the
 office of the Supervisor of Banking.

G. R. Zachary
 G. R. Zachary
 Acting Assistant Director
 Division of Banks



STATE of WASHINGTON SECRETARY of STATE

I, Ralph Munro, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF CONVERSION

of

PRUDENTIAL MUTUAL SAVINGS BANK

a Washington profit corporation,

was/were filed for record in this office on the date indicated below.

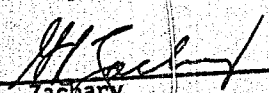
Conversion from a mutual savings bank to a stock savings bank;
increasing capital to \$27,500,000.00 and changing name to
PRUDENTIAL BANK, A SAVINGS BANK

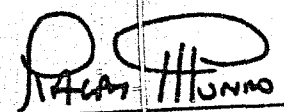
Corporation Number: 2-113700-5

Date: July 5, 1983

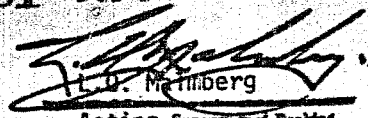
I hereby certify that this is a copy of the original certificate for Prudential Mutual Savings Bank, Seattle, Washington, as filed in the office of the Supervisor of Banking.

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.


G. R. Zachary
Acting Assistant Director
Division of Banks


Ralph Munro, Secretary of State

1291 APPROVED


L. D. Manning

Acting Supervisor of Banking
7-5-83

FILED

JUL 5 1983

SECRETARY OF STATE
STATE OF WASHINGTON

AMENDED CHARTER AND
ARTICLES OF INCORPORATION
OF
PRUDENTIAL BANK, A SAVINGS BANK

Pursuant to the provisions of Section 32.32.485 of the Revised Code of Washington, the following shall constitute the amended charter and articles of incorporation of Prudential Bank, A Savings Bank.

ARTICLE I. The name of the corporation shall be Prudential Bank, A Savings Bank.

ARTICLE II. The principal office of the corporation shall be located in the City of Seattle, King County, State of Washington.

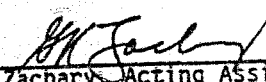
ARTICLE III. The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act of business for which savings banks may be organized under the laws of the State of Washington as now in existence or as such laws may hereafter be amended.

ARTICLE IV. The existence of this corporation is perpetual.

ARTICLE V. The total number of shares of all classes of capital stock which the corporation has authority to issue is 7,500,000, of which 5,000,000 shall be common stock, par value \$5.00 per share, and 2,500,000 shall be serial preferred stock, par value \$1.00 per share. The consideration for the issuance of the shares shall be paid in full before their issuance and shall not be less than the stated value per share. Upon payment of such consideration such shares shall be deemed to be fully paid and nonassessable. Nothing contained herein shall entitle the holders of any class or series of capital stock to vote as a separate class or series. A description of the different classes and series of the corporation's capital stock is as follows:

Common Stock. Except as provided herein, the holders of the common stock shall exclusively possess all voting power.

I hereby certify that this is a copy of the original Amended Charter and Articles of Incorporation of Prudential Bank, Seattle, Washington, as filed in the office of the Supervisor of Banking.


G. R. Zachary, Acting Assistant Director
Division of Banks

Each holder of shares of common stock shall be entitled to one vote for each share held by such holder, and there shall be no right to cumulate votes for the election of directors or for any other purpose.

Whenever there shall have been paid, or declared and set aside for payment, to the holders of the outstanding shares of any class of stock having preference over the common stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement fund or other retirement payments, if any, to which such holders are respectively entitled in preference to the common stock, then dividends may be paid on the common stock and on any class or series of stock entitled to participate therewith as to dividends, out of any assets legally available for the payment of dividends; but only when and as declared by the board of directors.

Subject to Article VIII of these Articles, in the event of any liquidation, dissolution or winding up of the corporation, after there shall have been paid to or set aside for the holders of any class having preferences over the common stock in the event of liquidation, dissolution or winding up, of the full preferential amounts of which they are respectively entitled, the holders of the common stock, and of any class or series of stock entitled to participate therewith, in whole or in part, as to distribution of assets, shall be entitled after payment or provision for payment of all debts and liabilities of the corporation to receive the remaining assets of the corporation available for distribution, in cash or in kind.

Each share of common stock shall have the same relative rights as and be identical in all respects with all the other shares of common stock.

Serial Preferred Stock. The board of directors of the corporation is authorized by resolution or resolutions from time to time adopted, to provide for the issuance of serial preferred stock in series and to fix and state the voting powers, designations, preferences and relative, participating, optional or other special rights of the shares of each such series and the qualifications, limitations and restrictions thereof, including, but not limited to, determination of any of the following:

(a) The distinctive serial designation and the number of shares constituting such series;

(b) The dividend rates or the amount of dividends to be paid on the shares of such series, whether dividends shall be cumulative and, if so, from which date or dates, the payment date or dates for dividends, and the participating or other special rights, if any, with respect to dividends;

(c) The voting powers, full or limited, if any, of shares of such series;

(d) Whether the shares of such series shall be redeemable and, if so, the price or prices at which, and the terms and conditions on which, such shares may be redeemed;

(e) The amount or amounts payable upon the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation;

(f) Whether the shares or such series shall be entitled to the benefit of a sinking or retirement fund to be applied to the purchase or redemption of such shares, and if so entitled, the amount of such fund and the manner of its application, including the price or prices at which such shares may be redeemed or purchased through the application of such fund;

(g) Whether the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the corporation, and, if so convertible or exchangeable, the conversion price or prices, or the rate or rates of exchange, and the adjustments thereof, if any, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange.

(h) The price or other consideration for which the shares of such series shall be issued; and

(i) Whether the shares of such series which are redeemed or converted shall have the status of authorized but unissued shares of serial preferred stock and whether such shares may be reissued as shares of the same or any other serial preferred stock.

Each share of each series of serial preferred stock shall have the same relative rights as and be identical in all respects with all other shares of the same series.

ARTICLE VI. Holders of the capital stock of the corporation shall not be entitled to preemptive rights with respect to any shares of the corporation which may be issued.

ARTICLE VII. One-third of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

ARTICLE VIII. Pursuant to the laws of the State of Washington, the corporation shall establish and maintain a liquidation account for the benefit of its savings account holders as of December 31, 1982 ("eligible savers"). In the event of a complete liquidation of the corporation it shall comply with such laws with respect to the amount and the priorities on liquidation of each eligible saver's inchoate interests in the liquidation account to the extent it is still in existence; provided, however, that an eligible saver's inchoate interest in the liquidation account shall not entitle such eligible saver to any voting rights at meetings of the corporation's stockholders.

ARTICLE IX. The initial board of directors will consist of twelve (12) members. The persons who shall serve as the initial board of directors of the corporation until the first annual meeting of stockholders, at which time they may stand for reelection, are as follows:

<u>Name</u>	<u>Mailing Address</u>
M. Lamont Bean	9504 N. E. 13th Bellevue, WA 98004
M. C. Blackstock	14013 3rd Avenue, N.W. Seattle, WA 98177
Fenwick J. Crane	3451 West Mercer Way Mercer Island, WA 98040
James A. Curtis	4244 Crestwood Place Mercer Island, WA 98040
Frank A. Dupar, Jr.	65 Skagit Key Bellevue, WA 98006
Robert B. Hutchinson	2525 Monta Vista Place W. Seattle, WA 98199
G. Bain Low	2050 89th Ave. N.E. Bellevue, WA 98004
Carl R. Meurk	9123 Lake Washington Blvd., N.E. Bellevue, WA 98004
Patrick F. Patrick	735 Stadium Way Tacoma, WA 98403
John P. Ransom	13504 Sherman Road, N.W. Seattle, WA 98177
John T. Toland	411 84th N.E. Bellevue, WA 98004
George L. Wollenberg	1634 Rambling Lane Bellevue, WA 98004

ARTICLE X. The registered office of the corporation shall be located at 1100 Third Avenue, Seattle, Washington. The initial registered agent of the corporation at such address shall be John P. Ransom.

ARTICLE XI. For a period of five years from the date of filing of these articles of incorporation with the Secretary of State, no person, either directly or through an affiliate thereof, shall be permitted to acquire more than 10% of the outstanding voting stock of the corporation. The terms "person" and "affiliate" shall have the meaning defined in RCW 32.32.435 and RCW 32.32.025, respectively, as now or hereafter in effect.

ARTICLE XII. No amendment to these articles of incorporation shall be made unless such is first proposed by the board of directors and approved by the stockholders by at least two-thirds of the total votes eligible to be cast at a lawful meeting. All amendments to these articles of incorporation shall be subject to the approval of the Supervisor of Banking, State of Washington.

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

<u>Name</u>	<u>Mailing Address</u>
John P. Ransom	13504 Sherman Road, N.W. Seattle, WA 98177

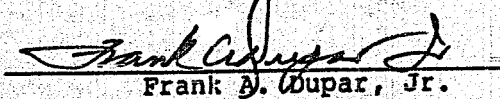
Executed this 1st day of July, 1983.


M. Lamont Bean

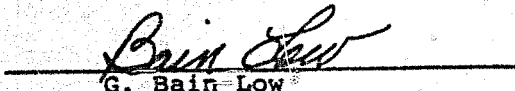

M. C. Blackstock


Fenwick J. Crane

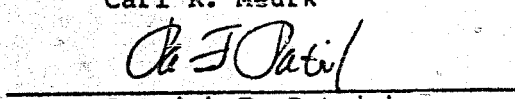

James A. Curtis

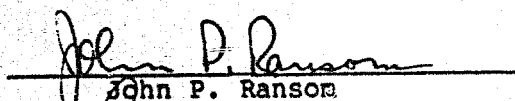

Frank B. Dupar, Jr.


Robert B. Hutchinson


G. Bain Low


Carl R. Meurk


Patrick F. Patrick


John P. Ransom


John T. Toland


George L. Wollenberg

STATE OF WASHINGTON
COUNTY OF KING

On this 1st day of July, 1983, before me personally appeared George L. Wollenberg, M. Lamont Bean, M.C. Blackstock, Fenwick J. Crane, James A. Curtis, Frank A. Dupar, Jr., Robert B. Hutchinson, G. Bain Low, Carl R. Meurk, Patrick F. Patrick, John P. Ransom and John T. Toland, to me known to be the Trustees of Prudential Mutual Savings Bank described in and who executed the within and foregoing instrument, and acknowledged that they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

Given under my hand and official seal this 1st day of July, 1983.

Deputy Barker
Notary Public in and for the State
of Washington, residing at Seattle

FILED
JUL 5 1983

1299

SECRETARY OF STATE
STATE OF WASHINGTON

CERTIFICATE

This Certificate, subscribed and acknowledged by the undersigned this 1st day of July, 1983, each of whom presently serves as trustees of Prudential Mutual Savings Bank (the "Bank") and each of whom shall be directors of the Bank upon its conversion to a stock savings bank pursuant to RCW 32.32, which shall then be known as Prudential Bank, A Savings Bank, sets forth the following:

(a) A total of 584,388 shares of the Bank's common stock offered pursuant to its plan of conversion ("Plan") has been subscribed for by eligible account holders and other participants under the Bank's Plan and the Bank has entered into an agreement with Piper, Jaffray & Hopwood, Incorporated, for the purchase of the remaining shares, and upon recordation and filing of the articles of incorporation attached hereto, all of the shares of the Bank shall be issued.

(b) The attached articles of incorporation have been executed by all the persons who are to be directors of the Bank upon conversion.

(c) The principal office of the Bank shall continue to be located at 1100 Third Avenue, King County, Seattle, Washington, and the Bank shall continue to conduct its business in the same manner and in the same locations as it has theretofore conducted its business.

(d) The name, occupation, residence, and post office address of each of the persons signing this certificate are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OCCUPATION</u>
M. Lamont Bean	9504 N.E. 13th Bellevue, WA 98004	Chairman of the Board of Directors and Chief Executive Officer Pay'n Save Corporation
M.C. Blackstock	14013 3rd Avenue N.W. Seattle, WA 98177	President and Chief Executive Officer Lumber Supply and Warehouse Co.
Fenwick J. Crane	3541 West Mercer Way Mercer Island, WA 98040	Chairman, Board of Directors Family Life Insurance Company
James A. Curtis	4244 Crestwood Place Mercer Island, WA 98040	President and Chief Executive Officer Milliman & Robertson, Inc.
Frank A. Dupar, Jr.	65 Skagit Key Bellevue, WA 98006	President, Tube Art Architec- tural and Electrical Signing
Robert B. Hutchinson	2525 Monta Vista Place W. Seattle, WA 98199	Senior Vice President & Chief Financial Officer, Simpson Timber Company
G. Bain Low	2050 89th Ave. N.E. Bellevue, WA 98004	Regional General Manager Sears, Roebuck and Co.
Carl R. Meurk	9123 Lake Washington Blvd. N.E. Bellevue, WA 98004	Executive Vice President Todd Shipyards Corporation
Patrick F. Patrick	735 Stadium Way Tacoma, WA 98403	President and Chief Executive Officer Prudential Mutual Savings Bank
John P. Ransom	13504 Sherman Road N.W. Seattle, WA 98177	Executive Vice President & Secretary/ Treasurer, Prudential Mutual Savings Bank
John T. Toland	411 84th N.E. Bellevue, WA 98004	President, Summerville Steel Company
George L. Wollenberg	1634 Rambling Lane Bellevue, WA 98004	Chairman of the Board Prudential Mutual Savings Bank

(e) The assets, liabilities, guaranty fund, and non-divided profits of the Bank as of June 1, 1983, were as follows:

Assets.....	\$192,645,844
Liabilities.....	\$185,928,368
Guaranty Fund.....	\$ 1,950,196
Nondivided Profits.....	\$ 4,767,280

(f) Each of the undersigned will accept the responsibilities and faithfully discharge the duties of a director of the Bank, as converted, and is free from all the disqualifications specified in the laws applicable to converted mutual savings banks.

WHEREAS, this Certificate is hereby subscribed and acknowledged by each of the undersigned on the day and year first hereinabove set forth.

M. Lamont Bean
M. Lamont Bean

M. C. Blackstock
M. C. Blackstock

Fenwick J. Crane
Fenwick J. Crane

James A. Curtis
James A. Curtis

Frank A. Dupar, Jr.
Frank A. Dupar, Jr.

Robert B. Hutchinson
Robert B. Hutchinson

G. Bain Low
G. Bain Low

Carl R. Meurk
Carl R. Meurk

Patrick F. Patrick
Patrick F. Patrick

John P. Ransom
John P. Ransom

John T. Toland
John T. Toland

George L. Wollenberg
George L. Wollenberg

STATE OF WASHINGTON
COUNTY OF KING

On this 1st day of July, 1983, before me personally appeared M. Lamont Bean, M.C. Blackstock, Fenwick J. Crane, James A. Curtis, Frank A. Dupar, Jr., Robert B. Hutchinson, G. Bain Low, Carl R. Meurk, Patrick F. Patrick, John P. Ransom John T. Toland and George L. Wollenberg, to me known to be the Trustees of Prudential Mutual Savings Bank described in and who executed the within and foregoing instrument, and acknowledged that they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

Given under my hand and official seal this 1st day of July, 1983.

Dorothy B. Bordin
Notary Public in and for the State
of Washington, residing at Seattle

1303

RECEIVED

OFFICE OF SUPERVISORY AGENT

FEDERAL HOME LOAN BANK BOARD

600 STEWART STREET

PHONE (206) 624-3980

SEATTLE, WASHINGTON 98101

AUG 1 1984

DIVISION OF SAVINGS
August 2, 1984

Supv.	
Asst.	
S. Asst.	
C. Asst.	
Secy	
Clk	
File	

R.H. Lewis, Supervisor
Department of General Administration
Division of Savings and Loan
Associations
217-C General Administration Building
Olympia, Washington 98504

Banking

AUG 0 6 1984

SUPERVISOR OF BANKING
OLYMPIA, WASHINGTON

AUG 0 1 1984

SUPERVISOR OF BANKING
OLYMPIA, WASHINGTON

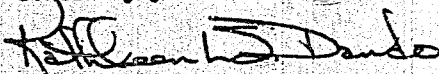
Dear Mr. Lewis:

Attached for your information is a copy of the FSLIC notice indicating the effective date of insurance for Prudential Bank, F.S.B., Seattle, Washington.

The institution also converted to a Federally-chartered savings bank effective May 14, 1984.

Please accept my apology for the delayed notification.

Sincerely yours,



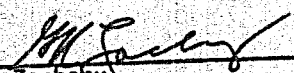
KATHLEEN L.S. DANDO
Applications Analyst

Enclosure

dp

GRZ AUG 4 1984

I hereby certify that this is a copy of the original letter for Prudential Bank, F.S.B., Seattle, Washington as filed in the office of the Supervisor of Banking.


G. R. Zachary
Acting Assistant Director
Division of Banks

Date

1304

CONTROLLER'S DIVISION

WILLIAM B. CLEAVER

JULY 3, 1984

FEDERAL HOME LOAN BANK OF SEATTLE

TELEGRAM SENT PRUDENTIAL BANK, FSB, SEATTLE,

WASHINGTON TODAY STATING INSURANCE EFFECTIVE

JUNE 29, 1984, UNDER CERTIFICATE NUMBER 5883.

THE DOCKET NUMBER ASSIGNED IS 4130.

Wm. B. Cleaver

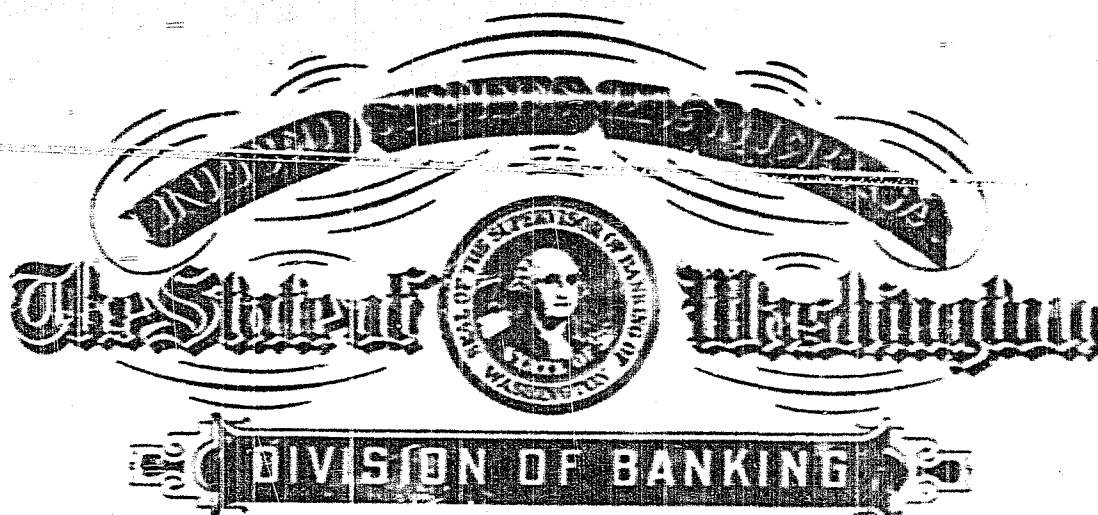
WILLIAM B. CLEAVER

ASST. TREASURER - FSLIC

3082

1305

RECEIVED
MAY 20 1911
DIVISION OF BANKING
OLYMPIA, WASHINGTON



TO ALL TO WHOM THESE PRESENTS SHALL COME

Know all men, that THE FEDERAL BANK, A SAVING BANK

located at SEATTLE County of COV
State of Washington has complied with all the requirements
of law governing INCORPORATED NATIONAL SAVING BANK

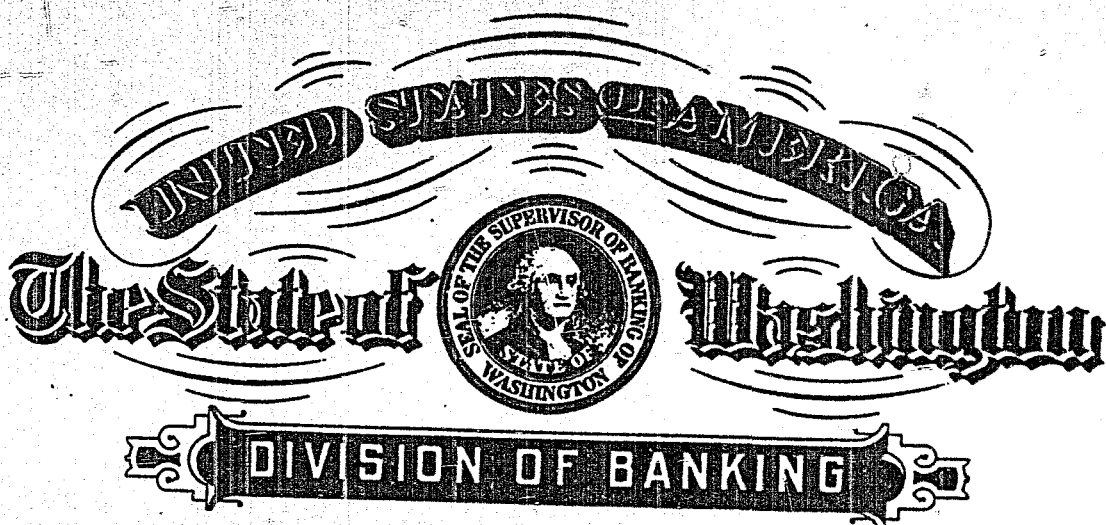
That I, Wm. Harrison, J. the undersigned, Supervisor of Banking
for the State of Washington do hereby certify

IN FULL OF MY AUTHORITY

to the above named corporation to commence the business of
A LIMITED NATIONAL SAVING BANK as defined by law

In Testimony Whereof, I have hereunto set my
hand and affixed the official seal of the Department of
Banking at the Capital City of Olympia
this 20th day of May 1911

1305

RECEIVED
JULY 28 1933
SUPERVISOR OF BANKING
CLERKAL DIVISION

TO ALL TO WHOM THESE PRESENTS SHALL COME:

Whereas, the PRUDENTIAL BANK, A SAVINGS BANK
 located at SEATTLE County of KING
 State of Washington, has complied with all the requirements
 of law governing CONVERTED MUTUAL SAVINGS BANKS

Now Therefore, I, the undersigned, Supervisor of Banking
 for the State of Washington, do hereby, issue this

CERTIFICATE OF AUTHORITY

to the above named corporation to commence the business of
A CONVERTED MUTUAL SAVINGS BANK as defined by law.

In Testimony Whereof, I have hereunto set my
 hand and affixed the official seal of the Supervisor of
 Banking at the Capitol in the City of Olympia,
 this 5TH day of JULY 1933



L.O. Matberg
 L.O. Matberg, Acting Supervisor of Banking

I hereby certify that this is a copy of the original Certificate of Authority
 for Prudential Bank, Seattle, Washington, as filed in the office of the
 Supervisor of Banking.

G. R. Zachary
 G. R. Zachary
 Acting Assistant Director
 Division of Banks

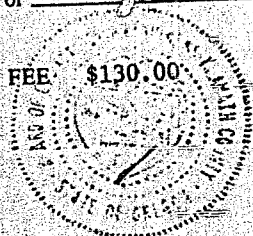
Date

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Klamath County Title Co the 12th day
of Jan A.D. 19 94 at 3:44 o'clock P M., and duly recorded in Vol. M94,
of Articles of Incorporation Page 1281.

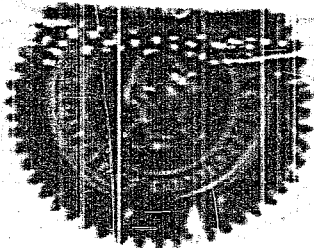
Evelyn NBiehn

County Clerk

By Wendine Miller

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[Signature]
J. Edgar Hoover, Director

1. I hereby certify that the above is a true and correct copy of the original document as submitted to the President of the Senate, Executive, Legislative, and Judicial Branches of the Government of the State of New York, for the purpose of the same.

Acting Assistant Director
Division of Buys

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