



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

STONEBRAKER INSURANCE, INC.

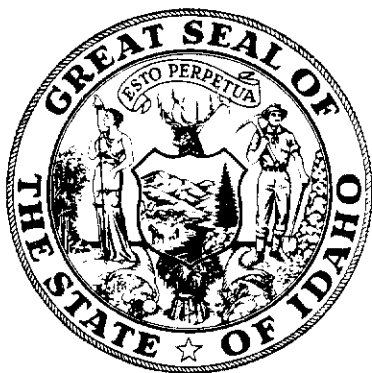
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

STONEBRAKER INSURANCE, INC.

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated September 1, 19 82



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

30 1 31 1964
RESTATED ARTICLES OF INCORPORATION

OF

STONEBRAKER INSURANCE, INC.

Pursuant to the provisions of Section 30-1-64 of the Idaho Business Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors, hereby adopts the following Restated Articles of Incorporation:

I.

That the name of the corporation shall be

Stonebraker Insurance, Inc.

II.

That the purpose for which it is formed shall be to act as agents for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, boiler, elevator, accident, burglary, rent, marine, credit, life insurance and all other kinds of insurance, and to solicit and receive applications for all manner and kind of indemnity and surety bonds; in general, to do all manner and kind of business in connection with and such as is usually or generally carried on by insurance agents, and to do and transact all business that may be delegated to or required of it by any of its principal companies, and to conduct a general insurance agency and insurance brokerage business in all of its branches.

To purchase, hold, sell, improve and lease real estate and mortgage and encumber the same, and to erect, manage, care for and maintain, extend and alter buildings thereon.

To conduct a general brokerage agency and commission business for others in the purchase, sale and management of real estate for others and the negotiations of loans thereon; to purchase and sell for others personal property, stocks, bonds and notes, and to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property or any evidences of value to secure them, and to act as agents for letting houses, lands and the collection of rents and the payment of taxes.

In connection with the foregoing specific object clauses, the corporation may carry on any other business for which individuals may lawfully associate themselves in the State of Idaho, it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation.

III.

That the place where the principal business of said

corporation shall be transacted is Lewiston, Nez Perce County, State of Idaho.

IV.

That the term for which said corporation shall exist shall be perpetual.

V.

That the number of directors in this corporation shall be three.

VI.

That the amount of the capital stock of this corporation is \$25,000, and the number of shares into which it is divided is 250 shares, of the par value of \$100 each.

VII.

That the amount of capital stock which has actually been subscribed is \$20,000, and the following are the names of the persons by whom the same has been subscribed:

<u>Name</u>	<u>No. of Shares</u>	<u>Amount</u>
M. L. Tyler	100	\$ 10,000
F. D. Webb	99	9,900
Effa M. Webb	1	100

* * * * *

The foregoing Restated Articles of Incorporation correctly set forth, without change, corresponding provisions of Articles of Incorporation as filed October 28, 1924, as amended by Articles of Amendment filed December 23, 1937, and as amended by Articles of Amendment filed March 27, 1958, in the office of the Secretary of State of the State of Idaho, and as amended by the shareholders of the corporation on August 12, 1982, in the manner prescribed by the Idaho Business Corporation Act, a full, true and correct and certified copy of the minutes of which are hereunto attached and made a part hereof by reference, and that the foregoing Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

DATED August 12, 1982.

STONEBRAKER INSURANCE, INC.

BY *Keith Stonebraker*
KEITH STONEBRAKER, President

BY *Philip W. Stonebraker*
PHILIP W. STONEBRAKER, Vice-President

STATE OF I D A H O)
 : ss.
County of NEZ PERCE)

I, *Marian Hamilton* a notary public, do hereby
certify that on this 12th day of August, 1982, personally appeared
before me Keith Stonebraker and Philip W. Stonebraker, who, being
by me first duly sworn, declared that they are respectively the
President and Vice-President of Stonebraker Insurance, Inc., an Idaho
corporation; that they signed the foregoing document as President
and Secretary respectively of the corporation, and that the state-
ments therein contained are true.

(S E A L)

Marian Hamilton
Notary Public in and for the State of
Idaho, Residing at Lewiston therein.

My Commission Expires: *2/16/85*

SPECIAL MEETING OF SHAREHOLDERS

OF

STONEBRAKER INSURANCE, INC.

A special meeting of the shareholders of Stonebraker Insurance, Inc., an Idaho corporation, was held at the office of the corporation at Lewiston, Idaho, immediately following the special meeting of the board of directors on August 12, 1982. All shareholders were present in person, and executed a waiver of notice of said meeting in accordance with §30-1-144, Idaho Code, waiving notice and purpose of said meeting, which waiver was ordered to be attached to these minutes.

Keith Stonebraker acted as chairman and Philip W. Stonebraker acted as secretary.

The chairman advised that the board of directors had, by resolution, urged the shareholders to ratify and approve a resolution for the amendment of the Articles of Incorporation, passed at a special meeting of the board of directors, a copy of which is hereunto attached, which resolution was then read to the shareholders. After discussion, it was duly moved and seconded as follows:

"BE IT RESOLVED, that Article IV of the Articles of Incorporation be amended to provide that the term for which said corporation shall exist shall be perpetual.

"BE IT FURTHER RESOLVED, that all other Articles of Incorporation, as amended, be ratified and approved.

"BE IT FURTHER RESOLVED, that the corporate officers file restated articles of incorporation in conformity with this resolution and the Idaho Business Corporation Act setting forth the amendment of Article IV and all other articles as originally filed and/or subsequently amended."

Upon being put to a vote, the resolution passed by unanimous ballot, all present having cast an affirmative vote.

There being no further business to come before the meeting, it was, upon motion, duly adjourned.

ATTEST:

Philip W. Stonebraker
PHILIP W. STONEBRAKER

Keith Stonebraker
KEITH STONEBRAKER

STATE OF IDAHO)

100

County of WEE PERCE)

KEITH STONEBRAKER and PHILIP W. STONEBRAKER, each being first duly sworn on oath, deposes and says:

That they are the duly elected officers of Stonebraker Insurance, Inc., an Idaho corporation, being, respectively, President and Vice-President thereof, and are shareholders thereof, and are entitled to vote at all corporate meetings; that at a meeting of the shareholders of said corporation duly called and held on the 12th day of August, 1982, at the office of the principal place of business at Lewiston, Idaho, all shareholders entitled to vote were present in person and waived notice and purpose of said meeting, in writing, and that the within and foregoing minutes are hereby certified to be a full, true and correct copy of the minutes of the special meeting of the shareholders at said meeting and correctly reflect all action taken at said meeting.

Keith Stonebaker (SEAL)
KEITH STONEBAKER

PHILIP W. STONEBRAKER
Philip W. Stonebraker (SEAL)
PHILIP W. STONEBRAKER

SUBSCRIBED AND SWORN to before me this 12th day of August, 1962.

(B E A L)

Marion Hamilton
Notary Public in and for the State of
Idaho, Residing at Lewiston therein.

WAIVER OF NOTICE OF SPECIAL MEETING
OF SHAREHOLDERS OF
STONEBRAKER INSURANCE, INC.

We the undersigned, constituting all of the shareholders of STONEBRAKER INSURANCE, INC., an Idaho corporation, do hereby severally waive all of the statutory requirements as to notice of time, place and purpose of the meeting of shareholders in accordance with §30-1-144, Idaho Code, held August 12, 1982, and the publication thereof, and consent that the meeting shall be held at the principal office of the corporation in Lewiston, Idaho, on the 12th day of August, 1982, and we hereby consent to the transaction of any and all business that may properly come before the meeting, specifically including, but not limited to, amendment of the Articles of Incorporation to provide that the term of the corporation be perpetual.

DATED this 12th day of August, 1982.


MEREL E. STONEBRAKER


KEITH STONEBRAKER


PHILIP W. STONEBRAKER