

FILED

SEP 23 2 11 PM '99

# ARTICLES OF INCORPORATION

OF

## NYLINK INSURANCE AGENCY OF IDAHO, INCORPORATED

SECRETARY OF STATE  
STATE OF IDAHO

**THE UNDERSIGNED**, being of the age of eighteen years or over, for the purpose of forming a corporation pursuant to the provisions of the Idaho Code, does hereby certify:

**FIRST:** The name of the Corporation is NYLINK Insurance Agency of Idaho, Incorporated.

**SECOND:** The name and address of the Corporation's registered office/agent in the state of Idaho is c/o CT Corporation System, 300 North 6th St., Boise, Idaho 83702. The mailing address of the Corporation shall be c/o CT Corporation System, 300 North 6th St., Boise, Idaho 83702.

**THIRD:** The total number of shares which the Corporation shall have authority to issue is Two Hundred (200) shares of common stock, having a par value of \$0.01 each.

**FOURTH:** The name and mailing address of the incorporator is as follows:

Catherine A. Marrion 51 Madison Avenue, New York, NY 10010

**FIFTH:** The Board of Directors of the Corporation shall have the authority to make, amend or repeal any and all By-Laws, to the fullest extent of the law.

The following individual is elected director of the Corporation, to hold office until the first annual meeting of stockholders or until his successor is elected and qualified:

Steven Hunter 999 Main Street, Suite 1010, Boise, Idaho 83702

**SIXTH:** The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Idaho Code, provided that the Corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

Without limiting the generality of the foregoing:

To act as representative of and for, and in any lawful manner for and on behalf of, persons, firms, associations and corporations desiring to purchase, contract for or obtain insurance or reinsurance protection of any kind or character whatsoever.

IDAHO SECRETARY OF STATE

09/23/1999 09:00  
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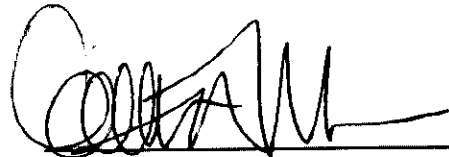
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To act generally as representative of and for, and in any lawful manner for and on behalf of, insureds, reinsureds, insurers and reinsurers, in any and all things which now and hereafter may lawfully be done by persons, firms or corporations lawfully engaged in business as insurance agents, insurance brokers, excess line brokers, reinsurance intermediaries or insurance consultants.

**SEVENTH:** To the fullest extent permitted by the Idaho Code, the Corporation shall (i) indemnify any and all persons whom it shall have the power to indemnify thereunder from and against any and all judgments, penalties, fines, settlements and reasonable expenses actually incurred by such persons in connection with any action, suit or proceeding and (ii) advance expenses incurred in defending any action, suit or proceeding prior to the final disposition of such action, suit or proceeding. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which such persons may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding such office, and shall continue as to persons who have ceased to be directors, officers, employees or agents and shall inure to the benefit of the heirs, executors, administrators and legal representatives of such persons. The indemnification and advancement of expenses provided herein shall not eliminate or limit the liability of a director: a) for any breach of the director's duty of loyalty to the corporation or its shareholders; or b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or c) for any transaction from which the director derived an improper personal benefit.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**IN WITNESS WHEREOF**, I have made and signed this Certificate this 20<sup>th</sup> day of September, 1999 and I affirm the statements contained therein as true under penalties of perjury.



Catherine A. Marrion, Incorporator  
51 Madison Avenue  
New York, NY 10010