

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
MUTUAL INSURANCE ASSOCIATES, INC.**

For Office Use Only

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Pursuant to the provisions of Section 30-29-1003 and 30-29-1007 of the Idaho Business Corporation Act, the undersigned Corporation, pursuant to a resolution duly and unanimously adopted by its Board of Directors and unanimously approved by the shareholder at a joint meeting of the directors and shareholders, hereby adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I

That the name of the Corporation is Mutual Insurance Associates, Inc.

ARTICLE II

That the purpose for which said Corporation is formed is for the following purposes:

- a. To conduct an insurance business and operate an insurance agency, merchandising all forms of insurance, including the financing of premiums.
- b. To engage in the ownership, leasing and leasing-back of equipment and real estate.
- c. To engage in the purchase, sale and management of real estate and other investments.
- d. To provide pension planning and services, and other financial counseling.
- e. To sell or purchase its own stock, or to sell and purchase the corporate stock of any other corporation; to take own, and hold mortgages or other liens.
- f. To own real estate and to dispose of the same in any manner that may be necessary for the benefit of said corporation.
- g. To enter into, make, and perform contracts of every kind with any person, firm, association, or corporation, municipality, State Government; to draw, make accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants and other negotiable or transferable instruments and to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho.
- h. To do all things necessary and convenient in carrying out the purposes for which

this corporation is organized, and especially to exercise all of the powers and rights granted to general business corporation under the laws of the State of Idaho pertaining thereto.

ARTICLE III

That the term for which said corporation is to exist is perpetual.

ARTICLE IV

That the principal office and place of business of said corporation is 1575 Baldy Ave., City of Pocatello, County of Bannock, State of Idaho.

ARTICLE V

That the number of directors of said Corporation shall not be less than one (1), nor more than three (3).

ARTICLE VI

That the President or Secretary of the Corporation are authorized to execute on behalf of the Corporation all necessary applications for such permits or licenses as may be required under Federal, State or local laws or as otherwise provided by resolution of the Board of Directors.

ARTICLE VII

That the amount of the total authorized capital stock of the Corporation is Twenty-Five Thousand and No/100 Dollars (\$25,000); divided into Two Hundred and Fifty (250) shares of common stock of the par value of One Hundred and No/100 Dollars (\$100) per share. Holders of common stock in this Corporation shall be entitled to one vote for each and every share of common stock standing in his or her, or its name, at any and all meetings of the stockholders of the Corporation.

ARTICLE VIII

Ownership of stock of the Corporation shall not be necessary to qualify for the office of director.

ARTICLE IX

Meetings of the Board of Directors and Shareholders may be held at such times and places within or without the State of Idaho, in accordance with the Bylaws of the Corporation or as otherwise provided by law if not fixed in the Bylaws.

ARTICLE X

Dividends shall be declared and paid at such time and in such amounts as the Board of Directors may from time to time determine, but declared and paid only from surplus, and in accordance with the provisions of Idaho Code Section 30-29-640.

ARTICLE XI

The Corporation shall have the power to provide in the By-Laws, by contract, or otherwise, for such restrictions upon the transfer of its capital stock as it may deem desirable, including a provision for the first right of refusal in the Corporation upon its stock at the prices for which a stockholder shall have received a bona fide offer to purchase.

IN WITNESS WHEREOF, we have hereto set our hand and seal this 16th day of November, 2018.

MUTUAL INSURANCE ASSOCIATES, INC.,

By: Barbara Steele
Barbara Steele, President

By: B.J. Helterbrand
B.J. Helterbrand, Secretary

By: Barbara Steele
Barbara Steele, Director

By: B.J. Helterbrand
B.J. Helterbrand, Director

By: Barbara Steele
Barbara Steele, Sole Shareholder