

**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**TURNER-MALEY, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **September 27, 1988**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *John J. Clark*

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ARTICLES OF INCORPORATION  
OF  
SECRETARY OF STATE

TURNER-WHALEY, INC.

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KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, as set forth in Title 30, Idaho Code, Volume 5B, do hereby certify as follows:

I.

The name of the Corporation is TURNER-WHALEY, INC.

II.

The nature of the business and the objects and purposes for which said corporation is formed are:

(1) to act as an agent for insurance companies in soliciting, procuring, receiving and forwarding applications for property and casualty, life and accident and health, credit life, and all kinds of insurance, together with the collection of premiums and the doing of such other business as may be designated to agents by insurance companies and to conduct a general insurance agency and insurance brokerage business, and to do any and all things incidental to the operation of an insurance agency which is not forbidden by statute or by these Articles of Incorporation.

(2) To engage in the transaction of any or all lawful business for which corporations may be incorporated under this act, Title 30, Idaho Code, Volume 5B.

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III.

This Corporation shall have all the power, authority, and capacity set forth in the Idaho Business Corporation Act as now enacted or hereafter amended.

IV.

The Corporation shall have perpetual existence unless sooner terminated.

V.

The location and post office address of the registered office of the corporation is 360 South Arthur Avenue, in the City of Pocatello, County of Bannock, State of Idaho, or at such other place as the Board of Directors shall designate, and Keith Whaley, 360 South Arthur Avenue, Pocatello, Idaho, 83201, shall serve as the registered agent of the corporation.

VI.

The capital stock of the corporation shall be comprised of 250 shares of common stock, having no par value. Any non-issued shares herein authorized, including treasury stock, may be issued from time to time by the corporation in such manner, determined from time to time by the Board of Directors, shareholders shall have pre-emptive rights.

VII.

Each outstanding share of stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

VIII.


The Board of Directors of the corporation shall consist of one (1) or more members, unless otherwise modified from time to time by the Bylaws of the corporation. All directors shall be elected annually in accordance with the provisions of Idaho Code 30-1-36. There shall be no classification of directors or staggering of their terms.


IX.

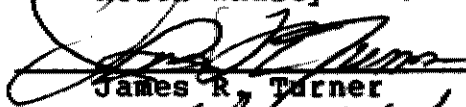
The names and post office addresses of the members of the initial Board of Directors of the Corporation, who shall serve until the first meeting of shareholders, or until their successors have been duly elected and qualified are as follows:


<u>NAME</u>	<u>ADDRESS</u>
Jerome C. Turner	134 South 19th Pocatello, Idaho 83201
Keith Whaley	345 South Eighth Pocatello, Idaho 83201
James R. Turner	1350 Cedar Lane Pocatello, Idaho 83201
Kent W. Hadley	5025 Mohawk Pocatello, Idaho 83204

IN WITNESS WHEREOF, we have hereunto set our hands  
this 21st day of September, 1988.

  
\_\_\_\_\_  
Jerome C. Turner

  
\_\_\_\_\_  
Keith Whaley

  
\_\_\_\_\_  
James R. Turner

  
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Kent W. Hadley

STATE OF IDAHO       )  
                              ) ss  
County of Bannock )

On this 21st day of September, 1988, before me, personally appeared JEROME C. TURNER, KEITH WHALEY, JAMES R. TURNER, KENT W. HADLEY, known or identified to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Darbara Fuger  
Notary Public for Idaho  
Residing at Pocatello, Idaho  
My Commission expires: 1-9-93