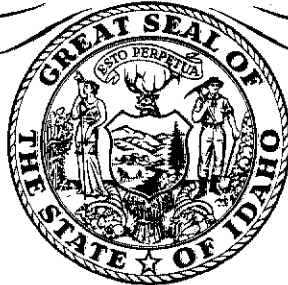


State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

ARGONAUT-NORTHWEST INSURANCE COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Eleventh** day of **March**, 19 **64**, original articles of amendment, as provided by Sections **30-146, 30-147, 41-2826 and 41-2827, Idaho Code**, amending **ARTICLE VI**, changing principal place of business from **1350 Vista Avenue, Boise**, to **Boise**; **ARTICLE V**, increasing paid-in surplus by **\$12,000.00**; **ARTICLE VI** providing that corporation will not be subject to assessment; and **ARTICLE VIII**, re election of directors, and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **127** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **11th** day of **March**, A. D., 19 **64**.

Secretary of State

AMENDMENT OF
ARTICLES OF INCORPORATION
OF
ARGONAUT-NORTHWEST INSURANCE
COMPANY

We, the undersigned, all being citizens of the State of Idaho, and the incorporators of the ARGONAUT-NORTHWEST INSURANCE COMPANY, by resolution unanimously passed at the organizational meeting of incorporators of said corporation have adopted the following amendments to the Articles of Incorporation of Argonaut-Northwest Insurance Company.

Articles IV, V, VI, and VIII shall be amended to read as follows:

ARTICLE IV
LOCATION AND POST OFFICE ADDRESS

The location and post office address of the corporation shall be Boise, Idaho, which shall be the principal and home office of the corporation. The corporation may establish branches in any other part of the State of Idaho, in any other state or territory of the United States, or the District of Columbia, and in any other place or places where the corporation is qualified to do business.

ARTICLE V
PAID IN CAPITAL AND SURPLUS

The amount of paid in capital and surplus with which the corporation will begin business is Eight Hundred Twenty Thousand Dollars (\$820,000.00), divided into Four Hundred Thousand Dollars (\$400,00.00) capital and Four Hundred Twenty Thousand (\$420,000.00) surplus.

ARTICLE VI

STOCK

The capital stock of the corporation is of one class represented by four hundred thousand (400,000) shares of common stock of One Dollar (\$1.00) per share par value. All stock shall be voting common stock with uniform rights.

The stock of this corporation shall not be subject to assessment, and no stockholder shall be liable for the debts of the corporation for any amount greater than his unpaid subscription.

ARTICLE VIII

DIRECTORS

There shall be no less than five (5) and no more than fifteen (15) directors of the corporation, as shall from time to time be fixed by the stockholders and provided by the by-laws of the corporation. Directors shall be elected by the stockholders at the annual meeting thereof and shall be elected for a term as hereinafter provided.

A director shall be a stockholder of the corporation. If and so long as the corporation operates as an authorized insurer only in the State of Idaho, a majority of the members of the board of directors shall be citizens of and shall actually reside in the State of Idaho.

Until and unless otherwise provided by the by-laws, there shall be five (5) directors, each of whom shall be elected for a term of one (1) year and until his successor is elected and qualified; provided, and anything contrary herein notwithstanding, all directors shall serve at the pleasure of the stockholders and may be removed by act of the stockholders at any time.

In electing directors at the meeting of the stockholders for that purpose or at the regular meeting thereof, the directors shall be chosen by a plurality of the votes cast in such election. Every stockholder of record shall have a right to vote in person or by proxy the number of shares of stock owned by him for as many persons as there are directors to be elected, or to cumulate said shares so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares

of such stock shall equal, or to distribute them on the same principle among as many candidates as he shall see fit. Vacancies in the board of directors shall be filled by the directors or the stockholders as the by-laws may provide.

The officers of the corporation shall be a chairman of the board (as the board of directors shall so determine), a president, one or more vice-presidents, a secretary, one or more assistant secretaries, a treasurer, one or more assistant treasurers and such other officers as the directors may determine to be required by the business of the corporation. Each officer hereinabove named shall be chosen by the Board of Directors.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 27th day of September, 1963.

Eugene L. Welter
William A. Thompson
Clarence J. Vela
Eed Huistensen
Lutz L. Vinjard
Long H. Stonterburg
Melvin D. Vinjard


STATE OF IDAHO)

) ss

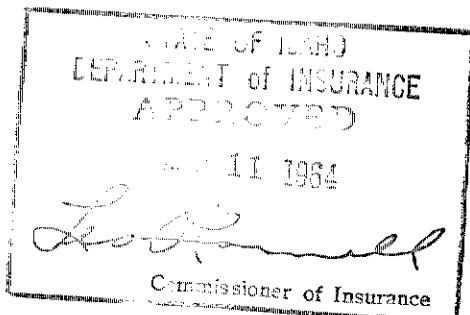
County of Ada)

On this 27th day of September, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared Melvyn D. Vinyard, K. H. Stoutenburg, E. W. Christensen, Eugene L. Welter, Clarence Helm, Eugene C. Thomas and Ruth L. Vinyard, known 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.



Notary Public for Idaho
Residing at Boise, Idaho



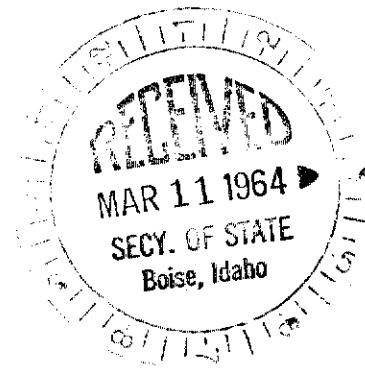
ROBERT E. SMYLTÉ
GOVERNOR

LEO O'CONNELL
COMMISSIONER OF INSURANCE



STATE OF IDAHO
DEPARTMENT OF INSURANCE
207 STATE HOUSE
BOISE

March 11, 1964



HONORABLE ARNOLD D. WILLIAMS
Secretary of State
Building

Attention: Corporation Clerk

Dear Mr. Williams:

On June 14, 1963 Articles of Incorporation were filed
in your department for the

ARGONAUT-NORTHWEST INSURANCE COMPANY
Boise, Idaho.

The company is now offering Amendment of Articles of
Incorporation, which the Attorney for the company,
J. Charles Blanton, has had reviewed by the Idaho
Attorney General. Please return one copy for our records
after it has been stamped with your recording data.
Mr. Blanton will pay the fee direct to your office
upon notification of the amount.

Very truly yours,

DEPARTMENT OF INSURANCE

N. Carroll

By: N. Carroll, Chief Clerk