



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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 original of the articles of incorporation of

RETLAW AGENCY CORPORATION OF IDAHO

was filed in the office of the Secretary of State on the 12th day of June A.D., One Thousand Nine Hundred seventy-three and will be duly recorded on ~~film~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 80-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for Perpetual Existence from the date hereof, with its registered office in this State located at Boise, Idaho in the County of Ada

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 12th day of June A.D., 19 73 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
RETLAW AGENCY CORPORATION OF IDAHO

* * * * *

We, the undersigned, all of whom are of full age, and citizens of the United States of America, hereby sign and acknowledge the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Idaho:

FIRST: The name of the corporation is RETLAW AGENCY CORPORATION OF IDAHO.

SECOND: The purpose or purposes for which the corporation is organized are:

- (a) To act as agent for insurance companies or as insurance broker in soliciting, procuring, receiving and accepting applications for any and all kinds of insurance, to make, place, procure, arrange, sell and renew any policies of insurance, to execute insurance agencies' contracts and other insurance agreements, to collect premiums and receive and retain insurance commissions, to report and adjust losses, to do such other business as may be delegated to agents by such companies and to conduct a general insurance agency or brokerage business.
- (b) In general, to carry on any other business in connection with the foregoing and to do and perform any and all things pertinent or incident to executing or carrying out any one or more of the purposes hereinabove enumerated.

THIRD: The duration is to be perpetual.

FOURTH: The location and post office address of its registered office in the State of Idaho is 711 1/2 Bannock Street, Boise, Idaho 83701.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is Twenty Five Thousand (25,000) shares of common stock of the par value of One Dollar (\$1.00) each, so that the aggregate par value of all such shares amounts to Twenty Five Thousand Dollars (\$25,000.00).

SIXTH: Cumulative voting of shares of common stock is not authorized.

SEVENTH: The Shareholders shall have no pre-emptive right to acquire additional or treasury shares of the corporation.

EIGHTH: The names and post office addresses of the incorporators and the number of shares of stock subscribed for by each, are as follows:

<u>NAMES</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>
George T. Argyris	53 Wall Street New York, N. Y. 10005	1
Gordon L. Elicker	53 Wall Street New York, N. Y. 10005	1
Edward A. Reilly	53 Wall Street New York, N. Y. 10005	1

NINTH: The shares of stock of the corporation which have been fully paid, shall not be subject to assessment for any purpose.

TENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

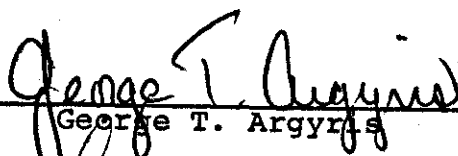
To repeal and amend the by-laws of the corporation and to adopt new by-laws subject to the right of the shareholders to alter or repeal said by-laws.

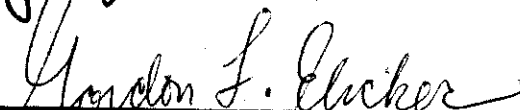
By resolution passed by a majority of the whole board, to designate two or more of the directors to constitute an executive committee, which to the extent provided in such resolution shall have and exercise the authority of the board of directors in the management of the business of the corporation.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a shareholders' meeting duly called for that purpose, the board of directors shall have power and authority to sell, lease or exchange all the assets of the corporation, other than its franchise of being a corporation, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

ELEVENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we do make and execute this certificate in triplicate, this 5th day of June, 1973.


George T. Argyris


Gordon L. Elicker


Edward A. Reilly

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 5TH day of June, A.D. 1973, before me,
FLORENCE M. WINEMAN, personally appeared
George T. Argyris, Gordon L. Elicker, and Edward A. Reilly,
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 certi-
ficate first above written.

Florence M. Wineman

FLORENCE M. WINEMAN
Notary Public State of New York
No. 31-3378526
Qualified in New York County
Commission Expires March 30, 1975

