

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

OVERACRE INSURANCE AGENCY, 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: December 24, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Jonya Coulson

Corporation Clerk

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SEC. OF STATE
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ARTICLES OF INCORPORATION
OF

OVERACRE INSURANCE AGENCY, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together with the purpose of forming a corporation for profit under the laws of the State of Idaho, and we do hereby certify and state as follows:

FIRST: The name of the corporation is OVERACRE INSURANCE AGENCY, INC.

SECOND: This corporation is formed and organized to engage in the general business of selling insurance, or for any other lawful purpose as the Board of Directors may from time to time determine, and shall have all the statutory powers conferred upon corporations by Title 30 of the Idaho Code, as it now exists or as it may from time to time be amended.

THIRD: This corporation is to have perpetual existence.

FOURTH: The location, mailing address and phone number of the registered office of the corporation is:

119 Center Street East
P.O. Box "R"
Kimberly ID 83341
Phone: (208) 423-5588

The name of the registered agent of the corporation who may be found at that address is FLORA RUTH OVERACRE.

FIFTH: The total authorized stock of this corporation shall be divided into two hundred (200) shares, all of which shall be without par value. The Board of Directors may, from time to time, fix the consideration for which shares without par value shall be issued and sold. Said stock shall be nonassessable.

SIXTH: The names and addresses of the incorporators are:

FLORA RUTH OVERACRE
715 East Center St., #17
Kimberly ID 83341

THOMAS SAMPSON OVERACRE
715 East Center St., #17
Kimberly ID 83341

DAVID THOMAS OVERACRE
525 Jefferson Street
Kimberly ID 83341

SEVENTH: The initial directors of the corporation hereby appointed by the incorporators to serve until the first election of directors, shall be as follows:

FLORA RUTH OVERACRE
THOMAS SAMPSON OVERACRE
DAVID THOMAS OVERACRE

EIGHTH: The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

NINTH: All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services, or any other right or thing of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash, and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for any capital stock.

TENTH: From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors and as may be permitted by law.

ELEVENTH: Whenever the corporation shall have in effect a valid election, neither terminated nor revoked, to be taxed pursuant to Subchapter S of the Internal Revenue Service Code, no attempted transfer or hypothecation, voluntary or involuntary, (including any cause of by death of a stockholder) of any stock of the corporation shall be effective unless and until the proposed transferee shall have timely executed and delivered any consent or other documents required to maintain in full force and effect such election.

TWELFTH: The number of directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, provided the number of directors of the corporation shall not be fewer than the number required by law. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

THIRTEENTH: Stockholders of the corporation shall have preemptive and preferential rights of subscription of any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations of the corporation convertible into stock.

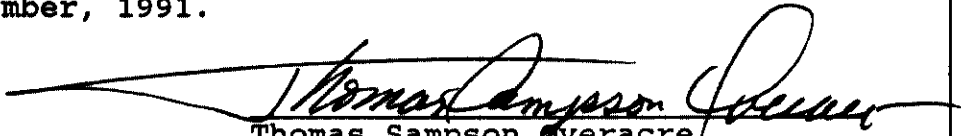
WEBB, PEDERSEN & WEBB
ATTORNEYS AT LAW
188 SECOND AVENUE NORTH
BOX 1768
TWIN FALLS, ID 83303-1768
PHONE 208/734-1616

FOURTEENTH: A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors after authorization by the shareholders pursuant to the Idaho Code, upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

FIFTEENTH: No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

SIXTEENTH: The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these articles, in the manner now or hereafter prescribed by law, by a majority vote of the stockholders, presented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the law of the State of Idaho otherwise provides.

23rd IN WITNESS WHEREOF, we have hereunto set our hands this day of December, 1991.


Thomas Sampson Overacre


Flora Ruth Overacre


David Thomas Overacre

WEBB, PEDERSEN & WEBB
ATTORNEYS AT LAW
188 SECOND AVENUE NORTH
BOX 1788
TWIN FALLS, ID 83303-1788
PHONE 208/784-1616

STATE OF IDAHO

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(ss.

County of Twin Falls

On this 23rd day of December, in the year 1991, before me, the undersigned Notary Public in and for said County and State, personally appeared THOMAS SAMPSON OVERACRE, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

Donnie Kimbaugh
NOTARY PUBLIC
Residence: Twin Falls, Idaho
Commission Expires: 11-17-94

STATE OF IDAHO

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(ss.

County of Twin Falls

On this 23rd day of December, in the year 1991, before me, the undersigned Notary Public in and for said County and State, personally appeared FLORA RUTH OVERACRE, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she 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.

Donnie Kimbaugh
NOTARY PUBLIC
Residence: Twin Falls, Idaho
Commission Expires: 11-17-94

WERNER, PEDERSEN & WERNER
ATTORNEYS AT LAW
188 SECOND AVENUE NORTH
BOX 1788
TWIN FALLS, ID 83303-1788
PHONE 208/734-1818

STATE OF IDAHO

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(ss.
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County of Twin Falls

On this 23rd day of December, in the year 1991, before me, the undersigned Notary Public in and for said County and State, personally appeared DAVID THOMAS OVERACRE, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

Donnaie Kimbrough
NOTARY PUBLIC
Residence: Twin Falls, Idaho
Commission Expires: 11-17-94

WEBB, FREDERICK & WEBB
ATTORNEYS AT LAW
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