

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

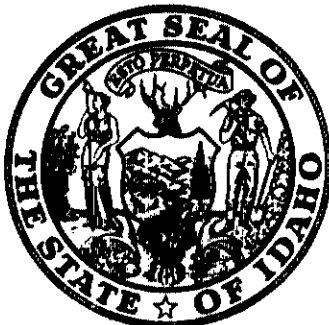
MURPHEY FAVRE INSURANCE SERVICES, INC.

File number C 106430

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: May 24, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

May 24 4 26 PM '94
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
MURPHEY FAVRE INSURANCE SERVICES, INC.

The undersigned incorporator, for the purposes of creating a corporation under the Idaho Business Corporation Act, MURPHEY FAVRE INSURANCE SERVICES, INC., hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation is:

Murphey Favre Insurance Services, Inc.

ARTICLE II

The period of duration of this corporation shall be perpetual.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act. This corporation is specifically authorized to transact business under a resident agent's or broker's license pursuant to Idaho Code Section 41-1036(4).

ARTICLE IV

The aggregate number of shares which this corporation has authority to issue is 10,000 shares, each of which shares is of no par value.

The transfer of any share of this corporation shall be subject to restrictions, if any, contained in the corporation bylaws or shareholder agreements.

ARTICLE V

The shareholders of this corporation have no preemptive right to acquire additional shares of this corporation.

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ARTICLE VI

The address of the initial registered office of this corporation is:

c/o Hawley Troxell Ennis & Hawley
First Interstate Center
877 Main Street, Suite 1000
Boise, Idaho 83701

The name of the initial registered agent at that address is Patrick Collins.

ARTICLE VII

The initial board of directors shall consist of six (6) directors. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Gene G. Branson
1201 Third Avenue
Seattle, WA 98101

Craig S. Hobbs
1201 Third Avenue
Seattle, WA 98101

Kerry K. Killinger
1201 Third Avenue
Seattle, WA 98101

William G. Papesh
1201 Third Avenue
Seattle, WA 98101

Douglas D. Springer
1201 Third Avenue
Seattle, WA 98101

Michael D. Towers
1201 Third Avenue
Seattle, WA 98101

With respect to the subsequent boards of directors, the number of directors constituting the board of directors shall be fixed by the bylaws. In the absence of such a provision in the bylaws, the board shall consist of the minimum number of directors required by Idaho law, or the number constituting the initial board of directors, whichever is greater.

ARTICLE VIII

The name and address of the incorporator is:

Michael M. Stoddard
877 Main Street, Suite 1000
Boise, Idaho 83701

ARTICLE IX

The board of directors has the power to adopt, amend, or repeal the bylaws of this corporation, subject to the concurrent power of the shareholders to adopt, amend or repeal the bylaws. Any bylaw adopted, amended or repealed by the directors may be repealed, amended or reinstated by an affirmative vote of a majority of the shareholders present, in person or by proxy, at the next meeting of shareholders following such action without further notice other than this Article.

ARTICLE X

This corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers, and shareholders and with corporations, associations, firms, and entities in which they are or may become interested as directors, officers, shareholders, members, or otherwise, as freely as though such interest did not exist, except that no loan shall be made to any of its officers or directors unless first approved by the holders of two-thirds of the voting shares and no loans shall be made by this corporation secured by its shares. In the absence of fraud the fact that any director, officer, shareholder, or any corporation, association, firm or other entity of which any director, officer, or shareholder is interested, is in any way interested in any transaction or contract shall not make the transaction or contract void or voidable, or require the director, officer, or shareholder to account to this corporation for any profits therefrom if the transaction or contract is or shall be authorized, ratified, or approved by (i) the vote of a majority or quorum of the board of directors excluding any interested director or directors, (ii) the written consent of the holders of a majority of the shares entitled to vote, or (iii) a general resolution approving the acts of the directors and officers adopted at a shareholders meeting by vote of the holders of the majority of

the shares entitled to vote. Nothing herein contained shall create any liability in the events described or prevent the authorization, ratification or approval of such transactions or contracts in any other manner.

ARTICLE XI

Section 1. Limitation of Director Liability. A director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, (ii) for conduct violating Section 30-1-48 of the Idaho Business Corporation Act, or (iii) for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Idaho Business Corporation Act is amended in the future to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the full extent permitted by the Idaho Business Corporation Act, as so amended, without any requirement of further action by the shareholders.

Section 2. Indemnification and Insurance. This corporation has the power to indemnify, including advance of expenses, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents against all liability, damage, and expenses arising from or in connection with service for, employment by, or other affiliation with this corporation or other firms or entities to the full extent and under all circumstances permitted by applicable law.

This corporation shall indemnify, including advance of expenses, each of its directors to the full extent and under all circumstances permitted by applicable law.

Section 3. Applicable Law. "Applicable law" shall be construed as the applicable law in effect at the date indemnification may be sought, or the law in effect at the date of the action, omission or other event giving rise to the situation for which indemnification may be sought, whichever is selected by the director. As of the date hereof, applicable law shall include Section 30-1-5 of the Idaho Business Corporation Act.

Section 4. Survival of Benefits. Any repeal or modification of this Article by the shareholders of this corporation shall not adversely affect any right of a director of the corporation existing at the time of such repeal or modification.

ARTICLE XII

The right to cumulate votes in the election of directors shall not exist with respect to shares of stock of this corporation.

EXECUTED in duplicate this 24 day of May, 1994.



Michael M. Stoddard



1201 3rd Avenue
Suite 780
Seattle, WA 98101

Telephone:
(206) 461-8900

MAY 24 4 26 PM '94
SECRETARY OF STATE

May 20, 1994

Secretary of State
P.O. Box 83720
Boise, Idaho 83720-0080

Dear Sir or Madam:

Murphey Favre, Inc., a foreign corporation qualified to do business in Idaho, consents to incorporation in Idaho of Murphey Favre Insurance Services, Inc.

Very truly yours,

A handwritten signature in cursive script, which appears to read "Gene G. Branson", is written over the typed name.

Gene G. Branson
Executive Vice President