

FILED EFFECTIVE
2012 OCT 11 AM 9:00
SECRETARY OF STATE
STATE OF IDAHO

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARTIN INSURANCE, INCORPORATED**

Pursuant to Idaho Code Section 30-1-1001, Martin Insurance, Incorporated (originally known as Lipps Insurance Agency, Inc.) amends and restates its Articles of Incorporation as follows:

**ARTICLE I
CORPORATE NAME**

The name of this corporation was changed to Martin Insurance, Incorporated on March 29, 1978, and shall remain:

MARTIN INSURANCE, INCORPORATED

**ARTICLE II
PURPOSE**

This corporation is formed for the purpose and objective of transacting any and all lawful business for which corporations may be incorporated under Title 30 of the Idaho Code, including, but without limitation to, conducting and carrying on a general insurance agency and insurance brokerage business.

**ARTICLE III
EXISTENCE**

This corporation shall have perpetual existence.

IDAHO SECRETARY OF STATE
10/11/2012 05:00
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**ARTICLE IV
BOARD OF DIRECTORS**

The number of Directors of this corporation shall be at least two (2), but such number may be increased to five (5) or more at any time in the future as may be prescribed by the Bylaws of this corporation; every Director must be the owner in his own right of at least one (1) share of the capital stock of this corporation.

**ARTICLE V
REGISTERED OFFICE**

The registered office of this corporation shall be located at 1122 Idaho Street, Lewiston, Idaho 83501. The registered agent of this corporation at such address shall be Michael L. Martin

**ARTICLE VI
CAPITALIZATION**

The capital stock of this corporation shall consist of 50,000 shares of common stock having no par value per share. Each of such shares shall be nonassessable upon receipt of full payment therefor. The capital stock of this corporation shall not be divided into classes, but shall consist of one class only, that being common stock. Each share of stock shall be entitled to one vote in all matters wherein the shareholders of the corporation shall be entitled to vote, and each share shall, in all respects, be equal to every other share.

The capital stock shall be transferred in accordance with such rules and regulations as may be established from time to time by the Board of Directors and set forth in the bylaws of the corporation. All restrictions relative to the transfer of shares of stock of the corporation shall be specifically noted on the stock certificates issued by the corporation.

**ARTICLE VII
BOARD OF DIRECTORS**

The below named individuals constitute the current Board of Directors who shall serve as the Directors until the next annual meeting of shareholders or until their successors are duly elected and qualified:

Michael L. Martin
1122 Idaho Street
Lewiston, Idaho 83501

Ann M. Grimm
1122 Idaho Street
Lewiston, Idaho 83501

**ARTICLE VII
LIMITED LIABILITY**

The directors and officers of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer to the maximum extent permitted by Idaho statute, provided that such personal liability shall not be limited for any of the following acts:

1. For any breach of the director's or officer's duty of loyalty to the corporation or its stockholders;
2. For any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
3. For any transaction from which the director or officer derived an improper personal benefit.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators and all of the initial directors hereinbefore named, do hereby make this certificate for the purpose of forming a

corporation pursuant to the provisions of Title 30, Idaho Code, and do hereby certify that the facts hereinbefore set forth are true and correct.

Signed to be effective this 1st day of July, 2012.

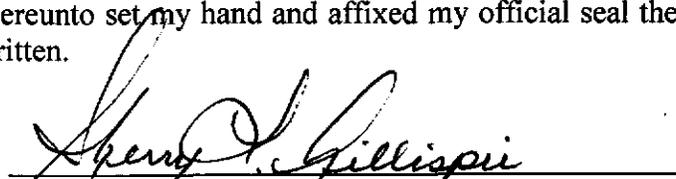

Michael L. Martin, President

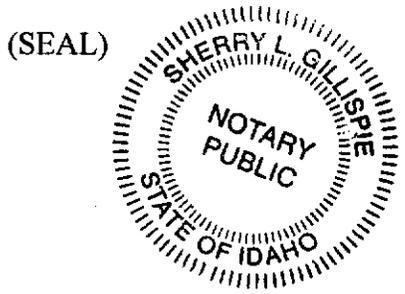

Ann M. Grimm, Secretary/Treasurer

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 5th day of October, 2012, before me, the undersigned, a notary public in and for said state, personally appeared Michael Lee Martin, 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.

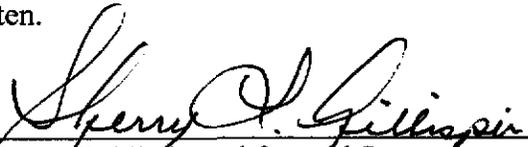

Notary Public in and for said State,
residing at or employed in Lewiston.
My Commission Expires: 6-10-14



STATE OF IDAHO)
 : ss.
County of Nez Perce)

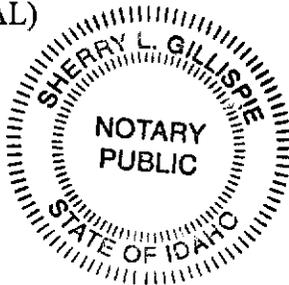
On this 5th day of October, 2012, before me, the undersigned, a notary public in and for said state, personally appeared Ann M. Grimm, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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



Notary Public in and for said State,
residing at or employed in Lewiston.
My Commission Expires: 6-10-2016

(SEAL)



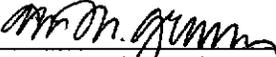
CERTIFICATE

The Amended and Restated Articles of Incorporation of Martin Insurance, Incorporated, contain amendments to the Articles of Incorporation requiring approval by the shareholders of Martin Insurance, Incorporated. In an action without a meeting effective July 1, 2012, in which three (3) shareholders were entitled to vote, with three (3) shareholders casting votes for the amendment and zero (0) shareholders casting votes opposing the amendment. There is only one class of share.

DATED to be effective this 1st day of July, 2012.


Michael L. Martin, President

Attest:


Ann M. Grinnam, Secretary