



**CERTIFICATE OF INCORPORATION
OF**

INTERSTATE TRUCKERS 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 20, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Bernal*

DEC 20 4 22 PM '89
SECRETARY OF STATE

ROBERT L. ALDRIDGE, CHARTERED
Attorney at Law
1209 North Eighth Street
Boise, Idaho 83702-4297
Phone: (208) 336-9880
Attorney for Corporation

Articles of Incorporation
Of
Interstate Truckers Insurance Agency, Inc.

KNOW ALL MEN BY THESE PRESENTS, that I, Gary M. Hendriksen, being of legal age and a citizen of the United States, for the purpose of forming a body corporate in accordance with the provisions of the Idaho Business Corporation Act, §§30-1-1, et seq., of the Revised Statutes of the State of Idaho, as amended, do hereby make, execute, and acknowledge these Articles of Incorporation, in writing as follows:

ARTICLE I
NAME

The corporate name of this association shall be Interstate Truckers Insurance Agency, Inc.

ARTICLE II
PURPOSES

The purposes of this Corporation are:

- (1) The Corporation may perform any acts and provide any services for any lawful purpose, including all purposes described in Idaho Code, §§30-1-1 et seq., and especially in §30-1-4, and any amendments or additions thereto, but not limited thereto. The principal business of the corporation will be providing and placement of insurance and insurance related services and products.
- (2) The Corporation may buy, lease, or otherwise acquire, rights and interests of every character and description, in or to or relating to any mineral or volatile substances, and lands containing or believed to contain any such substances, and any leases, grants, and contracts relating thereto.
- (3) The Corporation may purchase or otherwise acquire, in any status, real property, within or without the State of Idaho.
- (4) The Corporation may manufacture, purchase, receive, or otherwise acquire, in any status, and may invest, deal and trade in and with, goods, wares, merchandise and personal property of any and every class and description, within or without the State of Idaho.
- (5) The Corporation may purchase otherwise acquire, in any status, shares of capital stock or other similar items and as owner thereof may possess and exercise all the rights, powers, and privileges of ownership, including the right to execute consents and vote thereon, and may do any and all acts

and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(6) The Corporation may acquire the assets, good will, rights, property, and debts and liabilities of any person or entity; the Corporation may pay for the same in cash, the stock of the Corporation, bonds, or otherwise. The Corporation may conduct in any lawful manner the whole or any part of any business so acquired and may exercise all the powers necessary or convenient in and about the conduct and management of such business.

(7) The Corporation may enter into contracts of every kind for any lawful purpose, with any person or entity, including the government of the United States of America, or with any foreign government, or with state, territory, province, municipality, or other political subdivision, or with any governmental agency.

(8) The Corporation may borrow money in any manner and in any form, and make agreements evidencing such debt, including documents for security, and including security in the stock of the Corporation.

(9) The Corporation may purchase and transfer its own stock, subject to the conditions imposed by law.

(10) The Corporation may acquire in any manner and in any status patents, trade-marks, copyrights, inventions and any similar items.

(11) The Corporation may, subject to the applicable laws in effect, loan funds, with or without security.

(12) The Corporation may more than one office and may operate outside or inside the State of Idaho, without restriction, subject to qualification requirements in other jurisdictions. This association shall be a for-profit corporation. This organization is not organized for profit, and no part of the net earnings shall inure to the benefit of any private shareholder.

(13) The Corporation may carry on any business whatsoever in connection with the objects and purposes set forth in these Amendments and/or allowable by law.

(14) The Corporation may perform as principal, agent, contractor, trustee, or in any other lawful status, alone or with others.

The foregoing objects and purposes are each independent, unless otherwise expressly limited, and each purpose shall not be limited or restricted by reference to, or inference from, the terms of any other clause or paragraph of these Articles. The foregoing shall be construed as both objects and powers; the enumeration of the foregoing shall not be deemed to limit or restrict in any manner the general powers conferred on this Corporation by the laws of the State of Idaho, and the Corporation shall expressly hold all such general powers.

ARTICLE III **DURATION**

The period of duration of this Corporation shall be perpetual.

ARTICLE IV **ASSESSMENTS**

The shares of stock of the Corporation, if and to the extent fully paid, shall not be subject to assessment for any purpose.

ARTICLE V
POWERS OF BOARD OF DIRECTORS

In furtherance, and not in limitation, of the powers conferred by statute on such Board, the Board of Directors is expressly authorized:

(1) 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 such By-laws.

(2) To designate, by a resolution passed by the majority of the whole Board, 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.

(3) When, and as, authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding which has voting power, given at a stockholder's meeting duly called for that purpose, the Board of Directors shall have the 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 other corporations) as the Board of Directors shall deem expedient and for the best interest of the Corporation.

ARTICLE VI
REGISTERED AGENT

The registered agent, and the address thereof, are as follows: Gary M. Hendriksen, 11259 Valley Heights Court, Boise, Idaho 83709.

ARTICLE VII
AUTHORIZED SHARES - COMMON STOCK

The total number of shares of common stock which the Corporation shall have authority to issue shall be 10,000 of the par value of \$1.00 each, amounting in the aggregate to Ten Thousand Dollars and No Cents (\$10,000.00). No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the Corporation, whether now or hereafter authorized, or of any bonds, debentures or other securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.,

ARTICLE VIII
INCORPORATORS

The name and post office address of each incorporator and the number of shares and class of stock subscribed for by each are as follows:

Gary M. Hendriksen	500 shares
11259 Valley Heights Court	
Boise, Idaho 83709	

ARTICLE IX
AMENDMENT OF ARTICLES

The 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.

ARTICLE X
PURCHASE OF SHARES BY CORPORATION

Purchase by the Corporation of its own shares of stock shall be made, whether directly or indirectly, only to the extent of the then existing unreserved and unrestricted earned surplus available therefore, or the unreserved and unrestricted capital surplus available therefor, whichever shall be greater, and shall in any event be in compliance with Idaho Code, §30-1-6, as the same may be amended.

ARTICLE XI
BOARD OF DIRECTORS

The Board of Directors shall consist of the number of directors set forth in the By-laws of the Corporation, as the same may be amended from time to time. The initial Board shall be composed of Gary M. Hendricksen, Robert G. Hendricksen, Donald G. Hendricksen, and Michael R. Hendricksen.

ARTICLE XII
CUMULATIVE VOTING

Cumulative voting shall be allowed.

IN WITNESS WHEREOF, these Articles of Incorporation are made, signed, acknowledged, and executed this 12-11, 1989.



GARY M. HENDRICKSEN, President
GH

THE UNDERSIGNED hereby certifies that he is an officer and director of Interstate Truckers Insurance Agency, Inc. and that the above Articles of Incorporation were duly adopted by the Corporation and the Board of Trustees at a meeting thereof, by unanimous consent.



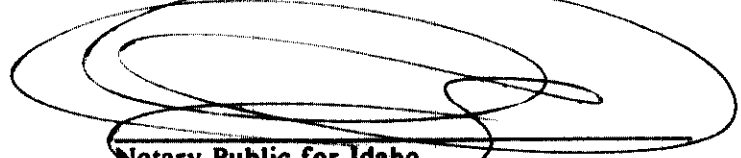
GARY M. HENDRICKSEN, President
GH

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 12-11, 1989, before me, Robert L. Aldridge, a Notary Public in and for

said State, personally appeared Gary M. Hendricksen, known or identified to me to be the President of Interstate Truckers Insurance Agency, Inc. whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

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



Notary Public for Idaho
Residing at Meridian
Commission expires July 1, 1994