

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

GUARDIAN NORTHWEST 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: August 19, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

RECEIVED
SEC. OF STATE

'91 AUG 19 AM 10 51

ARTICLES OF INCORPORATION
OF

GUARDIAN NORTHWEST INSURANCE AGENCY, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FIRST: The name of the corporation is:

Guardian Northwest Insurance Agency, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is the transaction of any or all lawful businesses for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue shall be sixteen million (16,000,000) shares, consisting of: (i) fifteen million (15,000,000) shares of a class designated as "Common Stock"; and (ii) one million (1,000,000) shares of a class designated as "Preferred Stock", all of which shall be without nominal or par value.

The designation, relative rights, preferences and limitations of the shares of each class and the authority of the Board of Directors of the corporation to establish and to designate series of the Preferred Stock and to fix the variations in the relative rights, preferences and limitations as between such series, shall be as set forth herein.

A. PREFERRED STOCK

(1) Series and Variations Between Series. The Board of Directors of the corporation is authorized, subject to limitations prescribed by law and the provisions of this paragraph A, to provide for the issuance of the Preferred Stock in series, to establish or change the number of shares to be included in each such series and to fix the designation, relative rights, preferences and limitations of the shares of each such series. The authority of the Board of Directors of the corporation with respect to each series shall include, but not be limited to, determination of the following:

(i) The number of shares constituting that series and the distinctive designation of that series;

(ii) The dividend rate or rates on the shares of

that series and/or the method of determining such rate or rates and the timing of dividend payments on the shares of such series;

(iii) Whether and to what extent the shares of that series shall have voting rights in addition to the voting rights provided by law, which might include the right to elect a specified number of directors in any case or if dividends on such series were not paid for a specified period of time;

(iv) Whether the shares of that series shall be convertible into shares of stock of any other series, and, if so, the terms and conditions of such conversion, including the price or prices or the rate or rates of conversion and the terms of adjustment thereof;

(v) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(vi) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation;

(vii) The obligation, if any, of the corporation to retire shares of that series pursuant to a sinking fund; and

(viii) Any other relative rights, preferences and limitations of that series.

Subject to the designations, relative rights, preferences and limitations provided pursuant to this paragraph A, each share of Preferred Stock shall be of equal rank with each other share of Preferred Stock.

(2) Dividends. Before any dividends shall be paid or set apart for payment upon shares of Common Stock, the holders of each series of Preferred Stock shall be entitled to receive dividends at the rate per annum and at such times as specified in the particular series. Dividends on shares of Preferred Stock shall be paid out of any funds legally available for the payment of such dividends, when and if declared by the Board of Directors. Such dividends shall accumulate on each share of Preferred Stock from the date of issuance. All dividends on shares of Preferred Stock shall be cumulative so that if the corporation shall not pay, on a timely basis, the specified dividend, or any part thereof, on the shares of Preferred Stock then issued and outstanding, such deficiency shall thereafter be fully paid, but without interest, before any dividend shall be paid or set

apart for payment on the Common Stock.

Any dividend paid upon the Preferred Stock at a time when any accumulated dividends for any prior period are delinquent shall be expressly declared as a dividend in whole or partial payment of the accumulated dividend for the earliest dividend period for which dividends are then delinquent, and shall be so designated to each shareholder to whom payment is made. All shares of Preferred Stock shall rank equally and shall share ratably, in proportion to the rate of dividend of the series, in all dividends paid or set aside for payment for any dividend period or part thereof upon any such shares. So long as any shares of Preferred Stock shall be outstanding, no dividend, whether in cash, stock or otherwise, shall be paid or declared nor shall any distribution be made on the Common Stock, nor shall any Common Stock be purchased, redeemed or otherwise acquired for value by the Corporation, nor shall any moneys be paid to or set aside or made available for a sinking fund for the purchase or redemption of any Common Stock, unless:

(i) All dividends on the Preferred Stock of all series for all past dividend periods shall have been paid or shall have been declared and a sum sufficient for the payment thereof set apart; and

(ii) The corporation shall have set aside all amounts theretofore required to be set aside as and for all sinking fund accounts, if any, for the redemption or purchase of all series of Preferred Stock for all past sinking fund payment periods or dates.

The foregoing provisions shall not, however, apply to, or in any way restrict (x) any acquisition of Common Stock in exchange solely for Common Stock; (y) the acquisition of Common Stock through application of the proceeds of the sale of Common Stock; or (z) stock dividends or distributions payable only in shares of stock having rights and preferences subordinate to the Preferred Stock.

(3) Liquidation, Dissolution or Winding Up. In case of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of shares of each series of Preferred Stock shall be entitled to receive out of the assets of the corporation in money or money's worth the amount specified in the particular series for each share at the time outstanding together with all accrued but unpaid dividends thereon, before any of such assets shall be paid or distributed to holders of Common Stock. In case of the voluntary or involuntary liquidation, dissolution or winding up of the corporation, if the assets of the corporation shall be insufficient to pay the holders of all shares of Preferred Stock then outstanding the entire amounts to which they may be entitled, the holders of shares of each outstanding series of Preferred Stock shall share ratably in such assets in proportion to the respective amounts payable in liquidation.

(4) Voting Rights. The holders of Preferred Stock shall have only such voting rights as are fixed for shares of each series by the Board of Directors pursuant to this paragraph A or are provided by law.

(B) COMMON STOCK.

(1) Dividends. Subject to the provisions of this Article FOURTH, the Board of Directors may, in its discretion, out of funds legally available for the payment of dividends and at such times and in such manner as determined by the Board of Directors, declare and pay dividends on the Common Stock.

(2) Liquidation Rights. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation, after there shall have been paid to or set aside for the holders of shares of Preferred Stock the full preferential amounts to which they are entitled, the holders of outstanding shares of Common Stock shall be entitled to receive pro rata, according to the number of shares held by each, the remaining assets of the corporation available for distribution.

(3) Voting Rights. Except as otherwise provided by law and except as may be determined by the Board of Directors with respect to the Preferred Stock pursuant to paragraph A of this Article FOURTH, only the holders of Common Stock shall be entitled to vote for the election of directors of the corporation and for all other corporate purposes. Upon any such vote the holders of Common Stock shall, except as otherwise provided by law, be entitled to one vote for each share of Common Stock held by them respectively.

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH: The address of the initial registered office of the corporation is 1101 West River Street, Boise, Idaho 83702, and the name of its initial registered agent at such address is Brian Skow.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is One (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor(s) is/are elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
Stephen W. Doucette	1101 West River Street Boise, Idaho 83702

NINTH: The name and address of the incorporator is identical to that listed in Paragraph EIGHTH above as initial director.

TENTH: Liability of Officers and Directors to the corporation or

its shareholders may be limited in accordance with provisions of the Bylaws.

Dated this 14th day of AUGUST 1991.

Stephen W Doucette

STATE OF WISCONSIN }
COUNTY OF MILWAUKEE }

I, GREGORY L. HIMEBAUGH a Notary Public in and for said County and State, hereby certify that on this 14th day of AUGUST, 1991, personally appeared before me, Stephen W. Doucette, who being by me first duly sworn, severally declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

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

G. L. Himebaugh
NOTARY PUBLIC