



## Department of State.

### CERTIFICATE OF INCORPORATION

**EDSON H. DEAL**  
I, ~~XXXXXXXXXXXXXX~~ Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

#### GIST & POWELL AGENCY, INC.

was filed in the office of the Secretary of State on the Twenty-fifth day of January A.D. One Thousand Nine Hundred Sixty-seven and will be / duly recorded on ~~XXXXXX~~ Microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

Perpetual existence from the date hereof, with its registered office in this State located at

Fruitland

in the County of

Payette

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 25th day of January, A.D., 1967.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
GIST & POWELL AGENCY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned natural persons of the age of twenty-one years or more, and being citizens of the United States of America, acting as incorporators of a corporation (hereinafter referred to as the "Corporation") under the provisions of the Business Corporation Act, Chapter 1, Title 30, Idaho Code (hereinafter referred to as the "Act"), adopt the following Articles of Incorporation.

ARTICLE I.

Name

The name of this Corporation is GIST & POWELL AGENCY, INC.

ARTICLE II.

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III.

Purposes and Powers

Section 1. Purposes. The purposes for which the Corporation is organized are as follows:

(a) For the purpose of carrying on a general insurance business in all its branches.

(b) For the purpose of purchasing, taking, owning and holding real and personal property, improving, selling, leasing and dealing in the same, and for the purposes of leasing and hiring all kinds of real and personal property from others wheresoever it may acquire such rights and possessions, and to maintain and carry on a general real estate and commission business, to act as agent, trustee, broker, or in other capacity in the making and negotiation of loans upon real estate or personal property, stocks, bonds, and other securities of all kinds.

(c) Also, for the purpose of buying and selling, taking, owning and holding and dealing in shares of stock in this Corporation and other corporations, bonds, mortgages, pledges, choses in action, judgments, rights-of-way, water rights, easements, inventions, trademarks, patents, patent rights, licenses and privileges.

(d) Also, for the purpose of loaning money either with or without security, and for taking all kinds of mortgages, pledges and securities of real or personal property to secure loans made by it; and to use all lawful means for the collection of money due it.

(e) Also, for the purpose of carrying on and transacting any and all kinds of business in which natural persons may lawfully engage, including doing bookkeeping for business firms, or individuals, preparation of income tax returns for individuals, corporations, partnerships, and others requiring such assistance.

(f) Ancillary Purposes. To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

(g) To Carry out the purposes hereinbefore set forth in any state, territory, district or possession of the United States, or any foreign country, to the extent that such purposes are not forbidden by the laws of such state, territory, district or possession of the United States, or by such foreign country.

Section 2. Statutory Powers. Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the purposes set forth in Section 1 of this Article, the Corporation shall have and exercise all the powers specified in the Act.

Section 3. Additional Powers. In furtherance and not in limitation of the powers conferred by the Act upon corporations organized for the foregoing purposes, the Corporation shall have power to borrow money, to purchase, construct, lease or control, sell, exchange, lease, mortgage, pledge or otherwise dispose of, property of any kind or character, real, personal or mixed, tangible or intangible, necessary, useful or convenient therefor, and to acquire, hold, mortgage, pledge or dispose of shares, bonds and other evidence of indebtedness and securities of the United States of America, or any state or municipality therein, or of any domestic or foreign corporation.

#### ARTICLE IV.

##### Authorized Shares

The aggregate number of shares, which the Corporation shall have authority to issue, is 250 shares of Capital Stock, with the par value of One Hundred Dollars (\$100.00) per share, making a total aggregate par value of Twenty-five Thousand Dollars (\$25,000.00).

#### ARTICLE V.

##### Shares not to be Divided into Classes

The shares of the Corporation are not to be divided into classes.

#### ARTICLE VI.

##### No. shares Issued in Series

The Corporation is not authorized to issue shares in series.

#### ARTICLE VII.

##### Shares to be Non-Assessable

The Capital Stock of the Corporation shall be non-assessable.

#### ARTICLE VIII.

##### Pre-Emptive Rights

In the event the Corporation proposes at any time to sell or offer to sell for cash additional shares of its Stock to any shareholder of record of the corporation, who then owns 5%, or more, of the then outstanding Stock of the Corporation, or to any person, corporation, or other legal entity who is known to the Corporation to be at such time a beneficial owner of 5%, or more, of its then outstanding Stock, the Corporation shall not so sell the same until and unless it shall have first offered to all of the then holders of its Stock (including the shareholder or non-beneficial owner, as the case may be, to whom it proposes to sell such Stock) the right to subscribe for, purchase and receive a prorata proportion of such Stock, within such time as the Board of Directors of the Corporation may fix, at the price per share fixed by such Board of Directors as the price to be realized by the Corporation for such Stock, and upon such other terms and conditions as the Board of Directors may determine. Except as above provided, none of the holders of the Stock of the Corporation shall be entitled as a matter of right to subscribe for, purchase, or receive additional shares of the Stock of the Corporation.

## ARTICLE IX.

### Provisions for Regulation of the Internal Affairs of the Corporation

Section 1. Meetings of Shareholders. Meetings of the shareholders of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws. In the absence of any such provision, all meetings shall be held at the registered office of the Corporation.

Section 2. Meetings of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. Code of By-Laws. The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the By-Laws or to adopt a new Code of By-Laws shall be reserved to the shareholders, the affirmative vote of not less than the holders of two-thirds in number of the total number of shares issued and outstanding being necessary to exercise such reserved power. The Code of By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

Section 4. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors, shall, nevertheless,

authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 5. Amendments of Articles of Incorporation. The Corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to, its Articles of Incorporation in the manner prescribed by the Act.

#### ARTICLE X.

##### Address of Initial Registered Office

The location and postoffice address of the Corporation is and shall be Fruitland, Payette County, Idaho.

#### ARTICLE XI.

##### Board of Directors

Section 1. Initial Board of Directors. The initial Board of Directors shall consist of four members, who need not be residents of the State of Idaho, or shareholders of the Corporation.

Section 2. Names and Addresses. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors have been elected and qualified, follow:

NAME	ADDRESS
Kent W. Gist	Fruitland, Idaho
Edith I. Gist	Fruitland, Idaho
C. Edward Powell	841 W. 1st, Weiser, Idaho
Lillian R. Powell	841 W. 1st, Weiser, Idaho

Section 3. Increase or Decrease of Directors. The number of Directors may be increased or decreased from time to time by amendment of the Code of By-Laws; but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a by-law fixing the number of directors, the number shall be four.

#### ARTICLE XII.

##### Incorporators

The names and addresses of the incorporators of the Corporation, together with the amount of Capital Stock subscribed by each, follow:

<u>NAME</u>	<u>ADDRESS</u>	<u>No. OF SHARES</u>
Kent W. Gist	Fruitland, Idaho	3
Edith I. Gist	Fruitland, Idaho	3
C. Edward Powell	841 W. 1st, Weiser, Idaho	3
Lillian R. Powell	841 W. 1st, Weiser, Idaho	3

IN WITNESS WHEREOF, The undersigned, being all of the incorporators designated in Article XII, execute these Articles of Incorporation and certify to the truth of the facts therein stated, this 18th day of January, 1967.

Kent W. Gist (SEAL)  
Edith I. Gist (SEAL)  
C. Edward Powell (SEAL)  
Lillian R. Powell (SEAL)

STATE OF IDAHO     )  
                               ( ss.  
 County of Payette    )

On this 23rd day of January, 1967, before me, the undersigned, a Notary Public in and for said State, personally appeared Kent W. Gist, Edith I. Gist, C. Edward Powell and Lillian R. Powell, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

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

W. R. McCune  
 Notary Public for Idaho  
 Residing at Payette, Idaho