

AMENDED and RESTATED ARTICLES OF INCORPORATION

OF

2013 DEC 13 PM 4: 26

CUNNINGTON & ASSOCIATES, INC.

SECRETARY OF STATE
STATE OF IDAHO

The Amended and Restated Articles of Incorporation of Cunnington & Associates, Inc., are set forth herein.

**Article I
Corporate Name**

The name of this corporation shall be Cunnington & Associates Inc, doing business as (DBA) *ISU Insurance Services-Cunnington & Associates* in California and doing business as (DBA) *ISU Cunnington & Associates* in any other state, including Idaho.

**Article II
Duration**

This corporation shall exist perpetually unless sooner dissolved according to law.

**Article III
Principal Place of Business**

The principal place of business of this corporation shall be at 2230 West Everest Lane, Suite 100, Meridian, Idaho 83646, until changed by action of the directors, however, the corporation may engage in business at any location.

**Article IV
Purpose**

The business of this corporation as a private corporation shall be to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act. Such business shall include acting as an insurance agent or broker and, as such, selling and servicing insurance to the public. The corporation shall have all powers conferred upon corporations by the laws of the State of Idaho.

**Article V
Authorized Stock**

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The authorized stock of this corporation shall consist of one thousand (1,000) shares of common stock having no par value. Each issued share shall be entitled to one vote upon all matters submitted to the corporation's shareholders for vote. Any unissued shares of this corporation may be issued, allotted, and sold from time-to-time in such amounts and for such consideration as may be lawfully determined by the Board of Directors, subject to the preemptive rights of the shareholders. The shares of this corporation shall be non-assessable.

Article VI Dividends

The earnings of this corporation available under the laws of the State of Idaho for distribution as dividends shall be distributed to the shareholders at such times and in such amounts as the Board of Directors may determine.

Article VII Board of Directors

The number of directors at this time is three (3). The number of directors may be changed from a total of two (2) to a total of nine (9) as allowed by the Corporate Bylaws.

Article VIII Bylaws

The shareholder and the Board of Directors have approved and adopted the Amended and Restated Bylaws of the corporation.

Article IX Registered office and Agent

The registered office of this corporation shall be located at 2230 West Everest Lane, Suite 100, Meridian, Idaho 83646, and the name of this corporation's registered agent at such address shall be Greg Cunningham.

Article X Directors' Contracts

Except as otherwise provided by the Idaho Business Corporation Act, no contract, act, or transaction of this corporation with any person, firm, corporation, partnership, or association shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction or in any way connected with such persons, firms, corporations, partnerships, or associations. Each person who shall become a director of this

corporation is hereby released from liability that might otherwise exist from contracting with the corporation for the benefit of himself or herself or any firm, corporation, partnership, or association in which he or she may in any wise be interested.

Article XI
Power to Sell Assets

In carrying on the business of the corporation, the Board of Directors is hereby authorized and empowered to sell, exchange, mortgage, bond, or otherwise dispose of, deal with, and encumber any and all of the real or personal property of this corporation upon such terms and conditions as the Board of Directors may deem just and proper and in the best interests of this corporation without prior authorization or subsequent confirmation by vote of the shareholders.

Article XII
Liability of Shareholders

Pursuant to the Idaho Business Corporation Act, the shareholders shall not be personally liable or responsible for the debts or obligations of the corporation.

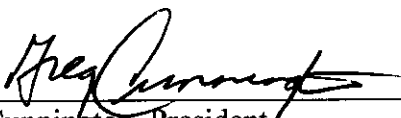
Article XIII
Amendments

These Amended and Restated Articles of Incorporation may be amended in any respect conforming to law by a majority vote of the issued and outstanding common capital stock of the corporation at any meeting of the shareholders, upon proper notice, whether such meeting is annual or special.

Article XIV
Manner of Adoption

These Amended and Restated Articles of Incorporation have been approved and adopted by the shareholder and the Board of Directors.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation are executed by the President, director, and shareholder, Greg Cunningham, on the date set forth below.



Greg Cunningham, President

Date: 6 Dec 2013