

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

JENSEN-LEAVITT INSURANCE AGENCY, INC.

File number C 112107

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: September 21, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alma Sibel*

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OF
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STATE OF IDAHO

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ARTICLE I

Corporate Name

The name of this corporation is JENSEN-LEAVITT INSURANCE AGENCY, INC.

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 602 South Washington, Emmett, Idaho 83617, until changed by action of the directors. However, the corporation may engage in business at any location.

ARTICLE IV

Pursuit of Business

The business of this corporation as a private corporation, in general terms, shall be to engage in the transaction of any or all lawful business for which corporations may be incorporated under Section 30-1-54 of the Idaho Business Corporation Act, INCLUDING 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

The authorized stock of this corporation shall consist of One Thousand (1,000) shares of common stock of the par value of One and no/100 Dollar (\$1.00) per share. 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 pre-emptive rights of the shareholders. The shares of this corporation shall be non-assessable.

ARTICLE VI

Earnings

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.

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ARTICLE VII
Receipt of Consideration

The corporation will not commence conducting its business until consideration of the value of at least One Thousand and no/100 Dollars (\$1,000.00) has been received for the issuance of its shares.

ARTICLE VIII
Board of Directors

The affairs of the corporation shall be conducted by the Board of Directors and the Officers hereafter designated. The initial Board of Directors of this corporation shall consist of five (5) members. A quorum shall consist of at least one-half of the Directors. The number of Directors may be increased or decreased by a Directors' or Shareholders' resolution amending the By-laws of this corporation. The Board of Directors shall be elected annually at the annual meeting of the stockholders in January of each year. Until the first annual meeting of the shareholders and until their successors are elected and qualified, the Board of Directors shall consist of the following persons:

<u>NAME</u>	<u>ADDRESS</u>
Dane O. Leavitt	242 South 200 West, Cedar City, Utah 84720
Eric O. Leavitt	1831 Herbert Avenue, Salt Lake City, Utah 84108
Max C. Black	3731 Buckingham Drive, Boise, Idaho 83704
Terry Fuhrman	13303 Seamans Gulch, Boise, Idaho 83703
Jay L. Jensen	1202 East Main Street, Emmett, Idaho 83617

ARTICLE IX
By-Laws

The Board of Directors shall enact By-Laws for the conduct, regulation and management of the affairs of the corporation, subject to the right of the shareholders at any general meeting or at a special meeting thereof, called and held for that purpose, to alter, amend, revise or repeal the same.

ARTICLE X
Registered Office and Agency

The initial registered office of this corporation shall be located at 602 Washington, Emmett, Idaho 83617, and the name of this corporation's initial registered agent at such address shall be Jay L. Jensen. By signing below, Jay L. Jensen accepts the appointment as registered agent of the corporation.

Date Signed: 9-19-95

BY: Jay L. Jensen
Jay L. Jensen

ARTICLE XI
Directors' Contracts

Except as limited under Section 30-1-41 of 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, and each person who may become a Director of this corporation is hereby released from liability which might

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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 XII
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 XIII
Liability of Shareholders

Pursuant to Section 30-1-25 of the Idaho Business Corporation Act, the private property of the shareholders shall not be liable or responsible for the debts or obligations of the corporation.

ARTICLE XIV
Amendments

These 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, upon proper notice, at any meeting of the shareholders, whether annual or special.

ARTICLE XV
Names of Incorporators

The names and addresses of each incorporator of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jay L. Jensen	1202 East Main Street, Emmett, Idaho 83617

ARTICLE XVI
Officers

The officers of this corporation shall consist of a President, one (1) or more Vice Presidents as prescribed by the bylaws, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors at each annual meeting of the corporation January of each year. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. All officers and agents of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the corporation as may be provided in the bylaws, or as may be determined by resolution of the board of directors not inconsistent with the bylaws. Until the first annual meeting of the Directors and until successors are elected and qualified, the Officers of the corporation shall consist of the following persons:

<u>OFFICE</u>	<u>NAME</u>
President	Eric O. Leavitt
First Vice President	Jay L. Jensen
Second Vice President	Terry Fuhrman
Secretary	Dane O. Leavitt
Treasurer	Caylor J. Dalley

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IN WITNESS WHEREOF, these Articles of Incorporation are executed in three identical counterparts, each considered to be original, by the Incorporators of JENSEN-LEAVITT INSURANCE AGENCY, INC., on the dates set forth below.

JENSEN-LEAVITT INSURANCE AGENCY, INC.

BY: Jay L. Jensen
Jay L. Jensen, Incorporator

Date signed: 9-19-95

[Go to next page for verification.]

VERIFICATION

Under penalties of perjury, the incorporator declares that he has examined this document, and that it is, to the best of his or her knowledge and belief true, correct and complete.

Jay L. Jensen
Jay L. Jensen

STATE OF IDAHO)
 §
COUNTY OF GEM)

On this 19th Day of September, 1995, there personally appeared before me, a Notary Public in and for said County and State, Jay L. Jensen, who after being duly sworn stated he signed the foregoing instrument for the purposes stated therein.

Notary Public