

# Department of State.

**CERTIFICATE OF AUTHORITY  
OF**

**OLD NORTHWEST AGENTS, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **OLD NORTHWEST AGENTS, INC.**

\_\_\_\_\_ for a Certificate of Authority to transact business in this State,  
duly signed and verified 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 Authority to OLD NORTHWEST AGENTS, INC.

to transact business in this State under the name OLD NORTHWEST AGENTS, INC.

\_\_\_\_\_ and attach hereto a duplicate original of the Application  
for such Certificate.

Dated **July 29, 1983**



Robt. C. Canarsa

SECRETARY OF STATE

Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is OLD NORTHWEST AGENTS, INC.

2. The name which it shall use in Idaho is OLD NORTHWEST AGENTS, INC.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Minnesota

4. The date of its incorporation is May 19, 1983 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is  
4901 West 77th Street, Suite 154 Minneapolis, MN 55435

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
group medical insurance sales

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>John F. Dolan</u>	<u>Chairman of Board</u>	<u>15608 Willowood Dr.; Minnetonka, MN 55343</u>
<u>William D. Sexton</u>	<u>Director</u>	<u>1495 Greentrees Rd; Wayzata, MN 55391</u>
<u>Willis D. Heim</u>	<u>Director</u>	<u>7101 Tupa Drive; Edina, MN 55435</u>
<u>William D. Sexton</u>	<u>President</u>	<u>1495 Greentrees Rd; Wayzata, MN 55391</u>
<u>Willis D. Heim</u>	<u>Exec. V.P., Secy &amp; Treas</u>	<u>7101 Tupa Drive; Edina, MN 55435</u>

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
25,000		.01

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
3,000		.01

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: July 26, 1983

OLD NORTHWEST AGENTS, INC.

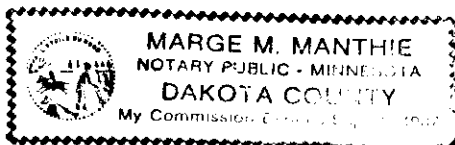
By William D. Sexton President  
Its President/Vice President (please specify)

and Willis D. Ham Secretary  
Its Secretary/Assistant Secretary (please specify)

STATE OF Minnesota )  
COUNTY OF Dakota )ss

I, Marge M. Manthie, a notary public, do hereby certify that on this 26th day of July, 19 83, personally appeared before me William D. Sexton, who being by me first duly sworn, declared that he is the President of OLD NORTHWEST AGENTS, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.



Marge M. Manthie  
Notary Public



**To All To Whom These Presents Shall Come, Greeting:**

**Whereas**, Articles of Incorporation, duly signed and acknowledged under oath, have been filed for record in the office of the Secretary of State, on the 19th day of May, A. D. 1983 for the incorporation of

Old Northwest Agents, Inc.

under and in accordance with the provisions of Minnesota Statutes, Chapter 302A,

**Now, Therefore**, by virtue of the powers and duties vested in me by law, as Secretary of State of the State of Minnesota, I do hereby certify that the said

Old Northwest Agents, Inc.

is a legally organized Corporation under the laws of this State.

Witness my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this nineteenth day of May in the year of our Lord one thousand nine hundred and eighty-three

*Jan Anderson Browne*  
Secretary of State.

4J-380

O-59,

112

ARTICLES OF INCORPORATION OF  
OLD NORTHWEST AGENTS, INC.

The undersigned incorporator, being a natural person of full age, in order to form a corporation under Minnesota Statutes, Chapter 302A, hereby adopts the following Articles of Incorporation:

ARTICLE I.

The name of this Corporation is Old Northwest Agents, Inc.

ARTICLE II.

The registered office of this Corporation is located at 4901 West 77th Street, Edina, Minnesota 55435.

ARTICLE III.

3.01. The aggregate number of shares of stock which this Corporation shall have the authority to issue is 25,000 shares. The par value for each share of stock shall be one (1) cent per share.

3.02. The Board of Directors may, from time to time, establish by resolution different classes or series of shares and may fix the rights and preferences of said shares in any class or series.

3.03. The Board of Directors shall have the authority to issue shares of a class or series to holders of shares of

510532

O-59,

113

another class or series to effectuate share dividends, splits, or conversion of its outstanding shares.

3.04. No shareholder of the Corporation shall have any preemptive rights.

3.05. No shareholder shall be entitled to any cumulative voting rights.

3.06. The shareholders shall take action by the affirmative vote of the holders of over 50% of the voting power of all voting shares, except where a larger proportion is required by law, these Articles, or a shareholder control agreement.

#### ARTICLE IV.

An action required or permitted to be taken by the Board of Directors of this Corporation may be taken by written action signed by that number of directors that would be required to take the same action at a meeting of the Board at which all directors are present, except as to those matters requiring shareholder approval, in which case the written action must be signed by all members of the Board of Directors then in office.

#### ARTICLE V.

The name and address of the incorporator is:

Willis D. Heim  
4901 W. 77th Street  
Edina, Minnesota 55435

0.59,

114

#### ARTICLE VI.

The names and addresses of the first Board of Directors are:

John F. Dolan	4901 W. 77th Street Edina, Minnesota 55435
William D. Sexton	4901 W. 77th Street Edina, Minnesota 55435
Willis D. Heim	4901 W. 77th Street Edina, Minnesota 55435

#### ARTICLE VII.

Each director, officer, employee or agent, past and present, of the Corporation, and each person who serves or may have served at the request of the Corporation as a director, officer, employee or agent of another Corporation or an employee benefit plan, and their respective heirs, administrators and executors, shall be indemnified by the Corporation in accordance with, and to the fullest extent permissible under, the provisions of Chapter 302A of the Minnesota Statutes, as it may from time to time be amended.

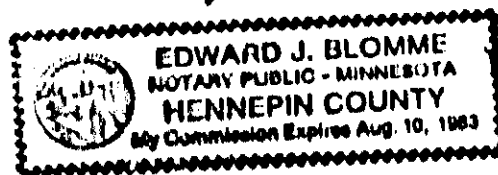
IN WITNESS WHEREOF, I have hereunto set my hand this 7<sup>th</sup> day of May, 1983.

Willis D. Heim  
Willis D. Heim, Incorporator

STATE OF MINNESOTA )  
 ) SS.  
COUNTY OF HENNEPIN )

On this 7<sup>th</sup> day of May, 1983, before me a Notary Public within and for said County, personally appeared WILLIS D. HEIM, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same in his own free acts and deeds.

Edward J. Blomme



STATE OF MINNESOTA  
COUNTY OF HENNEPIN  
instrument was filed for record  
office on the 19 day of May  
A. D. 1983 at 8:30 a.m.  
and was duly recorded in Book 0-59  
of the records of said County at 161  
pages.