

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

G & B SERVICES, 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.

July 24, 1987

Dated:



Pete T. Cenarrusa
SECRETARY OF STATE

by: *Sandra Markley*

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SEC. OF STATE
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ARTICLES OF INCORPORATION

OF
G & B SERVICES, INC.

KNOW ALL MEN BY THESE PRESENTS: THAT WE, THE UNDERSIGNED, BEING NATURAL PERSONS OF LEGAL AGE AND CITIZENS OF THE UNITED STATES OF AMERICA, IN ORDER TO FORM A CORPORATION FOR THE PURPOSES HEREINAFTER STATED, PURSUANT TO THE LAWS OF THE STATE OF IDAHO, DO HEREBY CERTIFY AS FOLLOWS:

1.

NAME

THE NAME OF THE CORPORATION SHALL BE G & B SERVICES, INC.

11.

REGISTERED OFFICE

THE LOCATION AND POST OFFICE ADDRESS OF THE CORPORATION SHALL BE 7408 DENVER ROAD, FRUITLAND, IDAHO 83619.

111.

REGISTERED AGENT

THE NAME OF THE REGISTERED AGENT OF THE CORPORATION IS GARY K. SHOEMAKER.

IV.

DURATION

The period of existence and duration of the corporation shall be perpetual.

V.

CORPORATE PURPOSES

A. To generally engage in financial transactions attendant to, but not limited by, the sales of insurance and service called for by such sales, as well as other related financial services.

B. To have, exercise and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Chapter 1 of Title 30 of the Idaho code, and any present and future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business purposes and the carrying into effect of any and all of the aforesaid objects and purposes.

VI.

AUTHORIZED CAPITAL STOCK

The corporation shall have 100 shares of no par value common stock. Each share shall have the same rights, privileges and voting power and shall be non-assessable.

VII.

INCORPORATORS

The names and post office addresses of the incorporators shall be as follows:

| <u>Names</u> | <u>Post Office Addresses</u> |
|-------------------|--|
| Barton F. Bailey | 232 E. Main Weiser, Idaho 83672 |
| Gary K. Shoemaker | 7408 Denver Road Fruitland, Idaho 83619 |

VIII.

DIRECTORS

There shall be two directors of the corporation, but the number of directors may be increased from time to time as provided by the by-laws. The name and post office address of the initial directors, named by the incorporators, is as follows:

- Barton F. Bailey, 232 E. Main, Weiser, Idaho 83672
- Gary K. Shoemaker, 7408 Denver Road, Fruitland, Idaho, 83619.

The initial directors shall serve until the first election of directors.

IX.

BY-LAWS

The Board of Directors, by a majority vote, shall have the power to adopt By-laws, and to repeal and amend By-laws.

X.

DIRECTOR'S CONFLICTS OF INTEREST

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation and no act of the corporation, shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned incorporators of said corporation have herunto set their hand and seal.

Barton F. Bailey
Barton F. Bailey

Gary K. Shoemaker
Gary K. Shoemaker

STATE OF IDAHO)
) SS.
County of Payette)

On this 23rd day of July, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared Barton F. Bailey and Gary K. Shoemaker, known to me to be the persons whose names are subscribed to the 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 first above written.

Nola M. Anderson
Notary Public for Idaho

(SEAL)