

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

GUARDIAN NORTHWEST INSURANCE COMPANY, 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.

Dated: February 12, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]* *[Signature]*

ARTICLES OF INCORPORATION

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GUARDIAN NORTHWEST INSURANCE COMPANY, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

FIRST: The name of the corporation is:

Guardian Northwest Insurance Company, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose for which the corporation is organized is the transaction of any or all lawful business for which domestic insurance corporations may be incorporated under the Idaho Business Corporation Act and Idaho Code 41-2828 and specifically the corporation is authorized to engage in the business of Property, Marine and Transportation, and/or Casualty Insurance, and all business activities reasonably and necessarily incidental to such insurance business.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue shall be One Million Five Hundred Thousand (1,500,000) shares, consisting of a single class designated as "Common Stock" with voting rights and a uniform par value of one dollar (\$1.00) per share.

(1) Dividends. Subject to the provisions of this Article FOURTH, the Board of Directors may, in its discretion, out of funds legally available for the payment of dividends and at such times and in such manner determined by the Board of Directors, declare and pay dividends on the Common Stock.

(2) Liquidation Rights. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of outstanding shares of Common Stock shall be entitled to receive pro rata, according to the number of shares held by each, the remaining assets of the corporation available for distribution.

(3) Voting Rights. Except as otherwise provided by law, only the holders of Common Stock shall be entitled to vote for the election of directors of the corporation and for all other corporate purposes. Upon any such vote the holders of Common Stock shall, except as otherwise provided by law, be entitled to one vote for each share of Common Stock held by them respectively.

(4) Assessability: Except as otherwise provided by law, the shares of Common Stock shall be non-assessable.

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH: The address of the initial registered office of the corporation is 1101 West River Street, Boise, Idaho 83702, and the name of its initial registered agent at such address is Brian Skow.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is Five (5), a majority of whom are Idaho residents, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Stephen W. Doucette	1101 W. River St., Ste. 150 Boise, Idaho 83702
David H. Leroy	P.O. Box 193 Boise, Idaho 83701
Brian Skow	1101 W. River St., Ste. 150 Boise, Idaho 83702
Richard Banas	11660 100 15th St. North Stillwater, MN 55082
Allan Fulkerson	Massachusetts Fiduciary Advisors, Inc. One Liberty Square Boston, Massachusetts 02109

NINTH: The names and addresses of the incorporators, all of whom are residents of the State of Idaho, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stephen W. Doucette	1550 Sendero Lane, Boise, Idaho 83712
Pamela Jean Doucette	1550 Sendero Lane Boise, Idaho 83712
Charlene del-Sur Moriarity	2570 Bruins Circle Boise, Idaho 83704

Michael John Moriarity

2570 Bruins Circle
Boise, Idaho 83704

Brian Randall Skow

2659 East Hancock Ct.
Boise, Idaho 83706

Judy Lee Skow

2659 East Hancock Ct.
Boise, Idaho 83706

David H. Leroy

P.O. Box 193
Boise, Idaho 83701

TENTH: Liability of Officers and Directors to the corporation or its shareholders may be limited in accordance with provisions of the Bylaws.

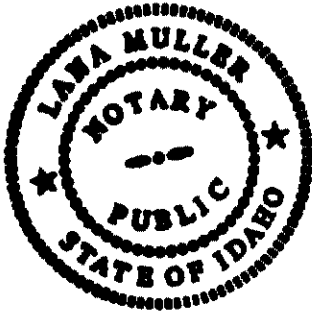
Dated this 27 day of January 1993.

STATE OF IDAHO)
COUNTY OF ADA)

Stephen W. Doucette
Judy L Skow
Brian R. Skow
Charlene A. Moriarity
Michael J. Moriarity
PAMELA J. DOUCETTE
David H. Leroy

I, Lana Mueller a Notary Public in and for said County and State, hereby certify that on this 27 day of January, 1993, personally appeared before me, Stephen W. Doucette, Pamela Jean Doucette, Charlene del-Sur Moriarity, Michael John Moriarity, Brian Randall Skow, Judy Lee Skow and David H. Leroy who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, of Guardian Northwest Insurance Company, Inc., and that the statements therein contained are true.

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



Lana Muller
NOTARY PUBLIC, *residing at Boise*
my Commission Expires 1-30-97

APPROVAL

The within and foregoing ARTICLES OF INCORPORATION of Guardian Northwest Insurance Company, Inc., having been submitted to the undersigned pursuant to Section 41-2805(1), Idaho Code, and the form and content of said Articles of Incorporation having been approved as conforming to law, the undersigned does hereby execute the approval of the office of the Director of the Department of Insurance this 11th day of February, 1993.

(SEAL)

Harry C. Walrath
HARRY C. WALRATH
Director
State of Idaho