

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

RIGGINS & RUTLEDGE INSURANCE, INC.

was filed in the office of the Secretary of State on the **15th** day of **December** A.D., One Thousand Nine Hundred **seventy-two** and ~~will be~~ /duly recorded on ~~Film No.~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Boise, Idaho** in the County of **Ada**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **15th** day of **December**, A.D., 19 **72**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
of
HIGGINS & RUTLEDGE INSURANCE, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

ARTICLE I

The name of this corporation is HIGGINS & RUTLEDGE INSURANCE, INC.

ARTICLE II

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

ARTICLE III

The purposes for which said corporation is formed are:

(A) With respect to all types of insurance and surety bonds of any kind or nature whatever;

1. To engage in the insurance business as insurance broker and agents.
2. To conduct business as an insurance broker.
3. To conduct business as an insurance agency.
4. To service policies and policy holders and adjust insurance losses.
5. To conduct business as a surety bond broker.
6. To conduct business as a surety bonding agency.
7. To service surety bonding companies.

8. To service bond customers and adjust bond losses.

9. To conduct and engage in any and all activities of every kind and nature directly or indirectly connected with insurance and surety bond business.

ARTICLE IV

The capital stock of this corporation shall be in the amount of \$50,000.00, divided into 500 shares of non-assessable common stock of the par value of \$100.00 per share, which stock shall be the voting stock of the corporation.

ARTICLE V

The principal place of business of this corporation shall be 313 North 10th Street, Boise, Idaho, which is hereby designated as the address of its registered office.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are:

Hubert L. (Bert) Higgins	2216 Brumback Boise, Idaho	1	\$100.00
William Rutledge	2203 N. Curtis Rd. Boise, Idaho	1	\$100.00
E. Ruth Higgins	2216 Brumback Boise, Idaho	1	\$100.00

ARTICLE VII

The business and prudential affairs of this corporation shall be managed and controlled by a board of three directors to be elected annually at the annual meeting of the stockholders.

ARTICLE VIII

The annual meeting of the stockholders for the election of directors and for the transaction of other business shall be held at the office of the Corporation in Boise, Idaho, on the second Tuesday in January of each year, or at such other places as may be determined from time to time by the Board of Directors. In all elections for directors, each stockholder shall be entitled to one vote for each share of stock owned by him for each director to be elected. The vote in the election for directors shall be by ballot, and the election shall be conducted in such manner and form as may be provided by the By-Laws.

ARTICLE IX

The Board of Directors of this Corporation, by a majority vote, shall have the power to repeal or amend the By-Laws thereof, and to adopt a new code of By-Laws if, in their discretion, that becomes proper.

ARTICLE X

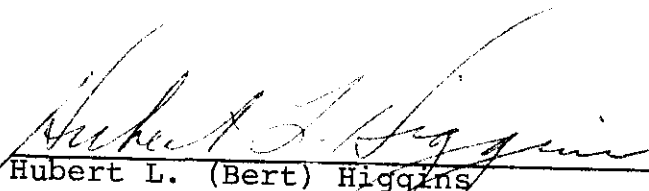
The private property of the stockholders of this Corporation shall not be subject to the payment of the corporated debts in any amount or to any extent whatever.

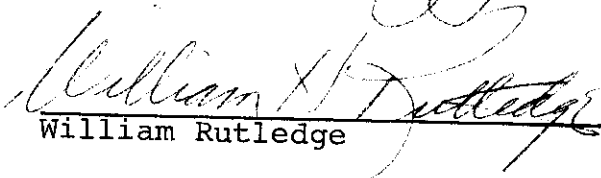
ARTICLE XI

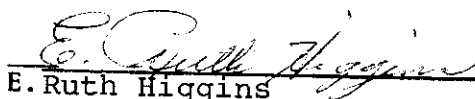
No contract, act or other transaction between this Corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the fact that any of the directors of this Corporation are financially or otherwise interested in or are directors or officers of such other 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 of this Corporation,

or to a majority thereof on the date of such contract or transaction; and any director of this corporation who is also a director or officer of such other corporation, or who is so inter-sted, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize such contract, act, or transaction, with like force and effect as if he were not such director or officers of such other corporation or was not otherwise interested therein.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 15th day of December, 1972.


Hubert L. (Bert) Higgins

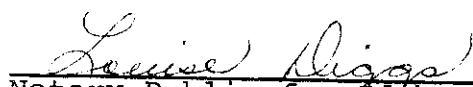

William Rutledge


E. Ruth Higgins

STATE OF IDAHO)
 : ss.
County of Ada)

On this 15th day of December, 1972, before me, the undersigned, a Notary Public in and for said county and state, personally appeared HUBERT L. (BERT) HIGGINS, WILLIAM RUTLEDGE, and ^{E. Ruth Higgins} RUTH HIGGINS, known to me to be the persons whose names are subscribed to the within 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.


Notary Public for Idaho
Residing at Boise, Idaho