



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

UNITED UNDERWRITERS, INC.

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **20th** day of **February** 1979, a properly authenticated copy of its articles of incorporation, and on the **20th** day of **February** 1979, a designation of **Deborah M Christensen** in the County of **Bonneville** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **20th** day of **February**, A.D., 19 **79**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk



Office of Lt. Governor/Secretary of State

I, DAVID S. MONSON, LT. GOVERNOR/SECRETARY OF STATE OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation of UNITED UNDERWRITERS, INC. and said corporation which was filed in this office April 17, 1969, is in good standing,

AS APPEARS OF RECORD IN MY OFFICE.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Utah at Salt Lake City, this 14th day of December A.D. 1978.

David S. Monson

LT. GOVERNOR/SECRETARY OF STATE

James C. Henry

AUTHORIZED PERSON

RECEIVED
OFFICE OF
SECRETARY OF STATE

ARTICLES OF INCORPORATION

49717

FILED in the office of the Secretary of
State of the State of Utah, on the
17 day of April A.D. 1969
CLYDE L. MILLER
Secretary of State
Filing Clerk 134 Fees 4.50

OF

UNITED UNDERWRITERS, INC.

We, the undersigned natural persons of the age of 21 years or more acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such a corporation.

ARTICLE I

The name of the corporation hereby formed shall be UNITED UNDERWRITERS, INC.

ARTICLE II

The period of its duration shall be perpetual.

ARTICLE III

The purposes for which the corporation is organized are:
To engage in the business of general underwriting of any and all types of insurance, securities, and other similar transactions including but not limited to selling, brokering, establishment of agencies and to generally deal in the insurance and securities industry and to do all other things necessary to accomplish said purposes and to further perform all other lawful acts or purposes as are or may be granted to corporation entities under the laws of the State of Utah or by any other state or foreign country.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 50,000 shares of common stock at par value of \$1.00 per share, or a total capitalization of \$50,000.00.

45.00

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There shall be no cumulative voting, and each share shall entitle the holder thereof to one vote at all meetings of the stockholders.

Stockholders shall not be liable to the corporation or its creditors for any debts or obligations of the corporation.

ARTICLE V

The corporation shall not commence business until at least \$1,000.00 has been received by it as consideration for the issuance of shares.

ARTICLE VI

The principal place of business and the principal office of the corporation shall be in Salt Lake County, State of Utah; branch offices or other places of business may be established elsewhere in the State of Utah or without the State of Utah and in the United States or without the United States as the Board of Directors may determine.

ARTICLE VII

Provisions for the regulation of the internal affairs of the corporation will be contained in By-Laws appropriately adopted by the Board of Directors in accordance with Section 16-10-25 of the Utah Code Annotated (1953), as amended.

ARTICLE VIII

The address of the initial registered office of the corporation is 3090 Connor Street, Salt Lake City, Utah; and the name of its initial registered agent at such address is George J. Varanakis.

ARTICLE IX

The number of directors shall be not less than three nor more

directors to be elected. Cumulative voting shall not be allowed. Section 16-10-31, Utah Code Annotated, as amended.

ARTICLE V: BOARD OF DIRECTORS

Section 1. The business affairs of the corporation may be managed by the Board of Directors or insofar as is permitted by law, through an executive committee consisting of three or more of its members. Directors need not be residents of the State of Utah or shareholders of the corporation. The number of directors shall never be less than three. Section 16-10-34, Utah Code Annotated, as amended. The initial board shall consist of three directors. At the first annual meeting of shareholders, and at each annual meeting thereafter, the shareholders shall elect directors to hold office until the next succeeding annual meeting. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors. Meetings of the Board of Directors shall be called by the president or by him at the request of any other director. Notice of such a meeting shall be given not less than five or more than thirty days prior to the date of the meeting. The requirement of notice may be waived if consent is previously or subsequently given in writing by all directors. The Board of Directors shall have authority to fix the compensation of directors.

Section 2. The Board of Directors may declare and pay dividends on the outstanding shares in cash, property, or in other shares of the corporation, except when insolvent or when the payment thereof would render the corporation insolvent in accordance with Section 16-10-41, Utah Code Annotated, as amended. A director shall not be personally liable for any payment of a dividend made in good faith upon financial statements represented to be correct by the president of the

corporation or officer of the corporation having charge of its books of account, or certified by an independent public accountant.

Section 3. The Board of Directors shall have power to lend monies and invest funds of the corporation, except that no loans may be made by the corporation on security of its own shares, in accordance with the proscription in Section 16-10-43, Utah Code Annotated, as amended.

Section 4. A director who is present at a meeting of the Board of Directors at which action on any corporated matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or immediately thereafter. Such right to dissent shall not apply to a director who voted in favor of such action. Section 16-10-44, Utah Code Annotated, as amended.

Section 5. Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon, or in reference to, such contract or transaction, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction

by a vote of a majority of the directors present, provided that such interested director may not participate in the vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under statutory law applicable thereto.

ARTICLE VI: OFFICERS

Section 1. The officers of the corporation shall be a president, a vice president, and a secretary-treasurer, each of whom shall be appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary-Treasurer, Section 16-10-45, Utah Code Annotated, as amended. Any officer appointed by the Board of Directors may be removed by the board whenever in its judgment the best interests of the corporation would be served thereby. A vacancy in any office created by reason of death, resignation, removal, or otherwise, may be filled by the Board. Salaries of officers shall be fixed by the Board.

Section 2. The president shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control the business and affairs of the corporation. He shall preside at all meetings of the shareholders.

Section 3. In the absence of the president or in the event of his inability or refusal to act as herein prescribed, the vice president designated by the Board of Directors shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions applicable to the president.

Section 4. The secretary-treasurer shall (a) keep the minutes of the shareholders' meetings; (b) mail notices in accordance with the provisions of these By-Laws; (c) have charge and custody of and be responsible for all funds and securities of the corporation;

(d) receive and deposit all such monies in the name of the corporation in banks and other depositories; (e) in general, perform all duties as may be assigned by the president of the Board of Directors.

Section 5. An independent stock transfer agent shall have charge of the share certificates and stock transfer books of the corporation.

ARTICLE VII: INDEMNIFICATION

The corporation shall indemnify any director, officer, or employee against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged liable for negligence or misconduct in the performance of duty. The corporation may also reimburse any such party for any settlements made with third persons if it shall be found by a majority of the Board of Directors that settlement was in the best interest of the corporation.

ARTICLE VIII: AMENDMENTS

Subject to the provisions in Section 16-10-25, Utah Code Annotated, as amended, the power to alter, amend, or repeal these By-Laws is vested in the Board of Directors, provided that a majority of the Board, acting at a special or regular meeting, shall be necessary to effect any such change.

WE HEREBY CERTIFY that the foregoing is the original or a true and correct copy of the By-Laws adopted by UNITED UNDERWRITERS, INC., at an organization meeting of its stockholders and directors held on the

15th day of April, 1969.

BY-LAWS
OF
UNITED UNDERWRITERS, INC.

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ARTICLE I: OFFICES

Section 1. The principal place of business of the corporation and its initial registered office in the State of Utah is located at 3090 Connor Street, Salt Lake City, Utah. The name of its original registered agent at that address is George J. Varanakis. The corporation may maintain other offices, within or without the State of Utah, as the Board of Directors may from time to time designate.

Section 2. The corporation may change its registered office or its registered agent, or both, upon filing in the Office of the Secretary of State in the State of Utah a statement setting forth the facts required by law (Section 16-10-12, Utah Code Annotated, as amended), executed on behalf of the corporation by its president or vice president and verified by him.

ARTICLE II: CAPITAL STOCK

Section 1. The authorized capital of the corporation is divided into 50,000 shares of common stock at \$1.00 per share par value. Each issued share shall have full voting rights.

Section 2. The common shares of the corporation shall not carry pre-emptive rights.

ARTICLE III: SHARE CERTIFICATES: TRANSFER

Section 1. Each holder of stock shall be entitled to a certificate representing his appropriate equity interest in the corporation; such certificate shall set forth on its face and particulars required by law, Section 16-10-21, Utah Code Annotated, as amended. A share certificate or certificates can be transferred only in accordance with Section 16-10-21, and Section 16-3-1, Utah Code Annotated, as amended, with notification in writing to the transfer agent for the corporation.

Section 2. The corporation may issue a new certificate for shares issued and alleged to have been lost, stolen, or destroyed, provided that the Board of Directors may require the owner thereof, or his legal representative, to furnish an affidavit as to such loss and to give a bond to indemnify the corporation or the transfer agent against any claim that may be made by third persons or in any other respect on that account. Section 16-3-17, Utah Code Annotated, as amended.

ARTICLE IV: SHAREHOLDERS MEETINGS

The annual meeting of shareholders shall be held on the first day in at m., at the principal office of the corporation or elsewhere as the Board of Directors may select. Notice shall be given to each shareholder of record not less than ten or more than thirty days prior to the date of the meeting. Special meetings of the shareholders, for any purpose not otherwise proscribed by statute, shall be called by the president at the request of the holders of not less than one-third of the outstanding shares of the corporation. Any action required to be taken at the meetings of the shareholders, or any other action may be taken without a meeting if consent in writing is signed by all of the shareholders entitled to vote. At each election for directors every shareholder shall be entitled to vote, in person or by proxy, the number of shares owned by him for as many persons as they are

than nine, and the directors constituting the initial Board shall be three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:


George J. Varanakis	3090 Connor Street Salt Lake City, Utah
Barbara J. Varanakis	3090 Connor Street Salt Lake City, Utah
Joseph Varanakis	7696 South 1530 West West Jordan, Utah

ARTICLE X

The name and address of each incorporator is:

George J. Varanakis	3090 Connor Street Salt Lake City, Utah
Barbara J. Varanakis	3090 Connor Street Salt Lake City, Utah
Joseph Varanakis	7696 South 1530 West West Jordan, Utah


GEORGE J. VARANAKIS


BARBARA J. VARANAKIS

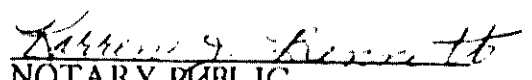

JOSEPH VARANAKIS

Incorporators

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 15th day of April, 1969, personally appeared before me George J. Varanakis, Barbara J. Varanakis, and Joseph Varanakis, who being by me first duly sworn severally declare that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of April, 1969.


NOTARY PUBLIC
Residing at Salt Lake City, Utah

My Commission Expires:

3-4-73