



**CERTIFICATE OF INCORPORATION
OF**

BENEFITS UNLIMITED 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 3, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by *Sandra Matthews*

FEB 3 8 28 AM '88

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SECRETARY OF STATE
ARTICLES OF INCORPORATION
OF
Benefits Unlimited INC.

The undersigned, in order to form a corporation pursuant to the Idaho Business Corporation Act, certify as follows:

ARTICLE I

The name of the corporation is Benefits Unlimited INC.
(hereafter "Corporation").

ARTICLE II

The purposes for which this Corporation is organized are as follows:

1. To engage in Life & Health Insurance sales; and
2. To engage in any other lawful activity or business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

The address of the initial registered office of the Corporation shall be P.O. Box 8264 Boise, ID 83707, and 506 E. 45th Boise ID 83714 the name of its initial registered agent at such address is P.L. Johnson.

ARTICLE V

The shares of stock to be issued by the Corporation shall consist of one class only, and the aggregate number of shares which the Corporation shall be authorized to issue shall be **100** shares of stock, each having a par value of \$1.00 per share. All shares of stock shall have the same rights in such Corporation and shall be nonassessable when paid in full.

ARTICLE VI

The names and post office addresses of the incorporators and organizers, who have named themselves as the initial directors to serve until the first election of directors of the Corporation, are as follows:

NAME:	ADDRESS:
P.L. Johnson	P.O. Box 8264 Boise, ID 83707
Cassandra Williams	P.O. Box 810 Ontario, OR 97914

ARTICLE VII

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

ARTICLE VIII

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Dated: January 28, 1988

P.L. Johnson

Cassandra Williams

STATE OF IDAHO)
) ss
County of Ada)

On this 28th day of January, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared P.L. Johnson & Cassandra Williams known to me to be the person(s) whose name(s) are subscribed to the within instrument, and acknowledged to me that the statements contained therein are true.

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

Peggy Shaw