

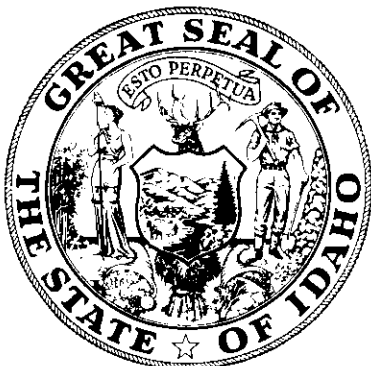
**Department of State.**

**CERTIFICATE OF AUTHORITY  
OF  
CAREER GENERAL AGENCY, INCORPORATED**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CAREER GENERAL AGENCY, INCORPORATED for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to CAREER GENERAL AGENCY, INCORPORATED to transact business in this State under the name CAREER GENERAL AGENCY, INCORPORATED and attach hereto a duplicate original of the Application for such Certificate.

Dated September 24, 19 79.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

FILED  
79 SEP 24 AM 8:54  
SECRETARY OF STATE

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Career General Agency Inc.
2. \*The name which it shall use in Idaho is Career General Agency Inc.
3. It is incorporated under the laws of Iowa
4. The date of its incorporation is 9-15-76 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1111 Ashworth Road. West Des Moines, Ia. 50265
6. The address of its proposed registered office in Idaho is 1775 E 17th Suite 0 Idaho Falls Idaho, and the name of its proposed registered agent in Idaho at that address is Garth Campbell
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Insurance Agency Sales & Service
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Lorne Worthington</u>	<u>President</u>	<u>1215 20th Pl W.D.M. Iowa</u>
<u>Donald Paulsen</u>	<u>Vice-President</u>	<u>1215 43rd St. Des Moines, Ia</u>
<u>Chad Hensley</u>	<u>Secretary</u>	<u>51 th Grand Avenue D.M. Ia</u>
<u>Ernest Tilton</u>	<u>Treasurer</u>	<u>525 24th St. W.D.M. Ia.</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>250,000</u>	<u>Common</u>	<u>Shares are without Par Value</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
5,000	Common	Without par Value

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated September 14, 19 79.

Lorne Worthington  
By *Lorne Worthington*  
Its President  
and *Chap R. Hensley*  
Its Secretary

STATE OF Iowa )  
 )ss:  
COUNTY OF Polk )

I, *Carol A. Harris*, a notary public, do hereby certify that on this 14th day of September, 19 79, personally appeared before me Lorne Worthington, who being by me first duly sworn, declared that he is the President of Career General Agency Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.



*Carol A. Harris*  
Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

# STATE OF IOWA



## OFFICE OF THE SECRETARY OF STATE

To All To Whom These Presents Shall Come, Greeting:

*I, Melvin D. Synhorst, Secretary of State of the State of Iowa, do hereby certify that the following and hereto attached is a true copy of*

*Articles of Incorporation of* CAREER GENERAL AGENCY, INCORPORATED  
an Iowa corporation

*filed in this office on the* 15th *day of* September *19* 76,

Amendment filed February 18, 1977 changing the corporate title from PREFERRED GENERAL AGENCY, INC. to the above named corporation.

*As the same appear of record in this office:*



In Testimony Whereof, I have hereunto set my hand and affixed the official seal of the Secretary of State at the Capitol, in Des Moines, this 13th day of June A.D. nineteen hundred and Seventy-nine

*Melvin D. Synhorst*

Secretary of State

Deputy

**ARTICLE I**

**OF THE STATE OF IOWA**

**THE PREFERRED RISK MUTUAL INSURANCE COMPANY, INC.**

The Preferred Risk Mutual Insurance Company, a corporation organized under the laws of the State of Iowa, coming to this incorporation, do hereby certify that Chapter 404A of the Code of Iowa 1979, except the following provisions, are incorporated into this charter for such corporation:

**ARTICLE I**

The name of the Corporation is the Preferred General Agency, Inc.

**ARTICLE II**

The purpose or purposes for which the Corporation is organized are: to engage in the sales and service of various lines of insurance including but not limited to life, health, property, casualty, liability and accident and health insurance and the corporation shall have unlimited power to engage in, and do any lawful act, concerning any and all lawful business for which corporations may be incorporated under this Chapter.

**ARTICLE III**

The Corporation shall have the authority to issue 100,000 shares of common stock. Such shares shall be without par value.

**ARTICLE IV**

All shares of the Corporation shall be owned by the incorporator, the Preferred Risk Mutual Insurance Company and these shares may not be sold or otherwise disposed of by the incorporator.

**ARTICLE V**

The address of its initial registered office in the State of Iowa is 2221 Adams Street, in the City of West Des Moines, County of Polk, and the name of its initial registered agent at such address is Loren Worthington.

**ARTICLE VI**

The number of the directors constituting the initial board of directors of the Corporation is 7, and the names and addresses of the persons who are to sign as the initial directors are:

<u>Name</u>	<u>Address</u>
Bernard Horner	3100 Terrace Drive, Des Moines, Iowa
Loren Worthington	1225 20 Place, West Des Moines, Iowa
Donald Paulsen	1215 4th St., Des Moines, Iowa 50311
Claude L. Groll	3045 N.W. 20th St., Des Moines, Iowa 50311
Glad Runney	3141 Grand Avenue, Des Moines, Iowa 50312
Walter Anderson	333 - 20th, Des Moines, Iowa 50312
Ernest Tilton	125 - 24th St., West Des Moines, Iowa

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ARTICLE VII

The name and address of each incorporator is:

Name

Address

The Preferred Risk Mutual Insurance Co. 1111 Ashworth Road, West Des Moines, Iowa

Dated 9-14 1976

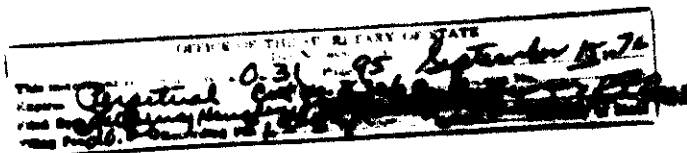
Preferred Risk Mutual Insurance Co.  
Incorporated

By Bernard Mercer  
Bernard Mercer, its President

State of Iowa  
County of Polk SS

On this 14th day of Sept, A. D. 1976, before me,  
the undersigned, a Notary Public in and for said County in said State, personally  
appeared BERNARD MERCER and \_\_\_\_\_  
and \_\_\_\_\_ to me known to be the persons named in  
and who executed the foregoing articles of incorporation, and acknowledged that  
they executed the same as <sup>N.S.</sup> ~~their~~ voluntary act and deed.

Rae G. L.  
Notary Public in and for said County



ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

THE PREFERRED GENERAL AGENCY INCORPORATED

RECEIVED  
77 FEB 18 11 19 62

To: The Secretary of State of the State of Iowa

Pursuant to the provisions of Section 496A.54 and 496A.58 of the Iowa Business Corporations Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

The name of the corporation is the Preferred General Agency Incorporated. The effective date of its incorporation was September 15, 1976.

ARTICLE II

The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on February 16, 1977, in the manner prescribed by the Iowa Business Corporations Act.

Article I of the Articles of Incorporation is amended to read: The name of the corporation is the Career General Agency, Incorporated.

ARTICLE III

The number of shares outstanding at the time of the adoption was 5,000, all of which were entitled to vote.

ARTICLE IV

All of the outstanding shares were owned by the Preferred Risk Mutual Insurance Company and all shares were voted in favor of the amendment.

Preferred General Agency Incorporated

Bernard Mercer  
Bernard Mercer - Its President

STATE OF IOWA

COUNTY OF POLK

On this 17th day of FEB. 1977, before me

ROSE L. LEVERSON a Notary Public in and for said County personally appeared Bernard Mercer, to me personally known, who being by me duly sworn did say that he is President of the Preferred General Agency Incorporated, that the said Articles of Amendment were signed and sealed on behalf of said corporation by authority of its Board of Directors and the said Bernard Mercer acknowledged the execution of said instrument to be the voluntary act and deed of the said corporation by it voluntarily executed.

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Rose L. Leverson  
Notary Public in and for Polk County