

**CERTIFICATE OF INCORPORATION  
OF**

**GARY D. POTTER INSURANCE AGENCY, 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: **April 17, 1989**



**SECRETARY OF STATE**

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

GARY D. POTTER INSURANCE AGENCY, INC.

KNOW ALL MEN BY THESE PRESENTS:

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

ARTICLE I.

NAME

The name of corporation is Gary D. Potter Insurance Agency, Inc.

ARTICLE II.

DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III.

PURPOSES AND POWERS

The purposes of this corporation is to do any or all of the things mentioned herein, to the same extent that natural persons might, as follows:

SECTION 1. PURPOSES:

To engage in the business to act as agent or broker for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, automobile, truck and other motor vehicle, boiler, elevator, accident, health, burglary, rent, marine, credit, and life insurance, and all

1 other kinds of insurance, collecting premiums, and doing such  
2 other business as may be delegated to agent or brokers by such  
3 companies and to conduct a general insurance agency and  
4 insurance brokerage business and all business incidental or in  
5 anyway connected therewith.

6 2. To generally engage in, do and perform any  
7 enterprise, act or vocation that a natural person might or  
8 could do or perform.

9 3. The purposes specified herein shall be construed  
10 both as purposes and powers and shall be in no way limited nor  
11 restricted by reference to or inference from the terms of any  
12 other clause in this or any other article, but the purposes and  
13 powers specified in each of the clauses herein shall be  
14 regarded as independent purposes and powers and the enumeration  
15 of specific purposes and powers shall not be construed to limit  
16 nor restrict in any manner the meaning of the general terms of  
17 of the general powers of the corporation; nor, shall the  
18 expression of one thing be deemed to exclude another, although  
19 it be of like nature not expressed.

20 SECTION 2 POWERS: This corporation shall have all of  
21 the powers specified in the Idaho Business Corporation Act,  
22 Chapter 1, Title 30, Idaho Code. As examples and not as  
23 limitations, this corporation shall have the power to do the  
24 following:

25 1. To have and to exercise all powers now or hereafter  
26 conferred by the laws of the State of Idaho upon corporations  
organized pursuant to the laws under which the corporation is

organized and any and all acts amendatory thereof and supplemental thereto.

2. ALL POWERS NECESSARY TO CARRY OUT PURPOSES: To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes or powers.

3. CARRYING ON BUSINESS OUTSIDE STATE: To conduct and carry on its business or any branch thereof in any state or territory of the United States or in any foreign country in conformity with the laws of such state, territory, or foreign country, and to have and maintain in any state, territory or foregoing country, a business office, plant, store or other facility.

4. MANAGEMENT AND OPERATION OF OTHER BUSINESS: In general, to manage, operate and carry on any other business in connection with the foregoing powers, and to have and exercise all the powers conferred on similar (business or as the case may be) corporations formed under the laws of the State of Idaho, and any amendments thereto.

5. ACQUISITION AND DISPOSITION OF PROPERTY GENERALLY: The corporation hereby formed shall have power to purchase, lease, or otherwise acquire by bequest, devise, gift, or other

means, and to hold, own, manage, or develop, and to mortgage,  
1 hypothecate, deed in trust, sell, convey, exchange, option,  
2 subdivide, or otherwise dispose of real and personal property  
3 of every class and description and any estate or interest  
4 therein, as may be necessary or convenient for the proper  
5 conduct of the affairs of the corporation, without limitation  
6 as to amount or value, in any of the states, districts, or  
7 territories of the United States, and in any and all foreign  
8 countries, subject to the laws of any such states, districts,  
9 territories or countries.

10       6. ACQUISITION OF REAL PROPERTY: To take, buy,  
11 exchange, lease or otherwise acquire real property and any  
12 interest or right therein, and to hold, own, operate, control,  
13 maintain, manage, and develop such property and interest in any  
14 manner that may be necessary, useful, or advantageous for the  
15 purposes of this corporation.

16       7. ACQUISITION OF REAL PROPERTY - IMPROVEMENTS: To  
17 erect, construct, maintain, improve, rebuild, enlarge, alter,  
18 manage and control, directly or through ownership of stock in  
19 any corporation, any and all kinds of buildings, houses,  
20 stores, offices, shops, warehouses, factories, mills,  
21 machinery, and plants, and any and all other structures and  
22 erections that may at any time be necessary, useful, or  
23 advantageous for the purposes of the corporation.

24       8. ACQUISITION OF PERSONAL PROPERTY: To take,  
25 purchase, or otherwise acquire, and to own and hold such  
26 personal property, chattels, chattels real, rights, easements,

privileges, choses in action, notes, bonds, mortgages and securities as may lawfully be acquired and held by corporations under the laws of the State of Idaho.

9. DISPOSITION OF PROPERTY: To sell, assign, convey, exchange, lease, and otherwise deal in and dispose of such real and personal property, lands, buildings, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held or disposed of by the corporation under the laws of the State of Idaho.

10. ACQUISITION AND CONDUCT OF SIMILAR BUSINESS: To acquire all or any part of the good will, rights, franchises, property and business of any person, firm, association or corporation, engaged in any business similar to the business of this corporation, and to pay for it in cash or in stock or obligations of the corporation or otherwise, and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation, and to conduct in a lawful manner the whole or any part of the business thus acquired.

1. MAKING AND PERFORMANCE OF CONTRACTS - GENERAL POWER: To enter into and perform all manner and kinds of contracts, agreements and obligations, for any lawful purpose by or with any person, firm, association, corporation or governmental division or subdivision.

2. MAKING AND PERFORMANCE OF CONTRACTS - UNDERWRITING

1 CONTRACTS: To enter into and to perform or cancel and rescind  
2 contracts of underwriting of the securities of any corporation,  
3 association, partnership, firm, trustee, syndicate, individual,  
4 or governmental division or subdivision, domestic or foreign,  
5 or of any combination, organization or entity, domestic or  
6 foreign, and to act as manager of any underwriting or  
purchasing or selling syndicate.

7 3. ASSISTANCE TO OTHER BUSINESSES: To promote and  
8 assist, financially or otherwise, corporations, firms,  
9 syndicates, associations, individuals, and other, and to give  
10 any guaranty in connection therewith or otherwise for the  
11 payment of money or for the performance of any other  
12 undertaking or obligation.

13 4. ACQUISITION AND OPERATION UNDER FRANCHISES AND  
14 LICENSES: From time to time to apply for, purchase or  
15 acquired, by assignment, transfer, or otherwise, and to  
16 exercise, carry out, and enjoy any license, power, authority,  
17 franchise, concession, right or privilege that any government  
18 or authority, Federal, State, or local, or any corporation or  
19 other legal entity may be empowered to enact, make, or grant,  
20 and to pay for, aid in, and contributed toward carrying it into  
21 effect and to appropriate any of the company's stock, bonds,  
22 and assets to defray the necessary costs, charges and expenses  
23 thereof.

24 5. ENTRANCE INTO PARTNERSHIPS: To enter into  
25 partnership agreements and joint ventures with any person,  
26 firm, association, or corporation engaged in carrying on any

business in which the corporation is authorized to engage, or in connection with carrying out all or any of the purposes of this corporation.

16. PARTICIPATION IN COOPERATIVE AGREEMENTS: To join or consolidate with, and to enter into agreements and cooperative relations not in contravention of law with, any persons, firms, associations or corporations, governmental, municipal, or otherwise, in connection with carrying out all or any of the purposes of this corporation.

17. ACTING AS GUARANTOR: To endorse or guarantee the payment of principal of, or interest on, bonds, notes, or other evidences of indebtedness or obligations, and to guarantee the performance of any other contracts or other undertakings in which the corporation may otherwise be or become interested, of any corporation, association, partnership, firm, trustee, syndicate, individual or governmental division or subdivision, domestic or foreign, insofar as may be permitted by law.

18. INSURANCE OF COMMERCIAL PAPER: To borrow money, and to draw, make, accept, endorse, issue, sell or otherwise deal lawfully in promissory notes, bills of exchange, bonds, debentures, or any other negotiable or transferable obligations or instruments from time to time, for any purpose of or concerning the business of the corporation.

19. ISSUANCE OF COMMERCIAL PAPER - SECURITY FOR INDEBTEDNESS: To secure the payment of corporate indebtedness by executing mortgages, deeds of trust, pledges, or similar instruments with respect to all or any part of the property of



the corporation, whether now owned or to be acquired in the future.

20. ISSUANCE OF STOCK AND ACCEPTANCE OF PAYMENT

THEREFORE: To issue both preferred and common stock and accept payment of subscriptions therefore and such installments in such manner, on such terms, in money or in property, real or personal, or both, as shall be determined by the board of directors.

1. INVESTMENT IN SECURITIES: To acquire by purchase, subscription, contract, or otherwise, and to hold for investment or otherwise, to sell, discount or re-discount, exchange, mortgage, pledge, or otherwise dispose of, and generally to deal in and with all forms of securities including, but not by way of limitation, shares, stocks, bonds, debentures, notes, scrip, mortgages, and choses in action of all kinds, both as principal and as agent, and while the holder thereof, to exercise all the rights and privileges of ownership the same as may be permitted to natural persons, including the right to vote thereon.

2. LOAN OR ADVANCE OF MONEY: To lend and advance money or to give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the corporation; and to guarantee or give security for the loans of its customers; but, nothing contained herein shall be construed to give this corporation banking powers.

3. SUPPORT OF CHARITIES: To support and subscribed to

any charitable or public institution, organization, or club that may be for the benefit of the corporation or its employees or stockholders, or may be connected with any city or place where the corporation does business, or to organize such institutions, organizations or clubs, if it shall be deemed necessary.

24. EMPLOYEE FRINGE BENEFITS - PENSIONS AND INSURANCE:

To establish and maintain a fund to provide pensions for the benefit of employees and their dependents, and to establish and contribute to group life and health insurance plans for the benefit of employees and their dependents.

25. EMPLOYEE FRINGE BENEFITS - PROFIT SHARING: To

enter into any kind of profit-sharing plan with its officers or employees that the corporation may deem advantageous or expedient, or otherwise to reward or pay those persons who have been largely responsible for a current year's profits and who will be primarily responsible for the corporation's continued success, as the directors may deem fit.

26. RESERVATION OF INCIDENTAL POWERS: The above

enumerated powers shall not be construed as limiting or restricting in any manner the powers of this corporation which shall always have such incidental powers as may be connected with or related to any specific power herein enumerated.

SECTION IV.

STOCK

SECTION 1. Description and Classes of Shares: There

shall be one class of shares, all of which shall be common

stock.

1           SECTION 2. Number of Shares: The aggregate number of  
2 shares which this corporation shall have authority to issue is  
3 1,000 shares, with a par value of \$100.00 per share, for an  
4 aggregate par value of \$100,000.00.

5           SECTION 3. Voting Rights: Each share shall have equal  
6 voting powers; each shall entitle the holder to one vote.

7           SECTION 4. Nonassessable: No shares shall be issued  
8 until the same are fully paid for, and when fully paid for, the  
9 same shall be nonassessable. There shall be stated on each  
10 stock certificate in print the following: "The shares  
11 represented by this certificate are fully paid for and  
12 nonassessable."

13                           ARTICLE V.

14           PROVISIONS FOR REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

15           SECTION 1. Meetings of Shareholders and Directors: Meetings  
16 of the shareholders and directors of this corporation may be  
17 held within or without the State of Idaho at such place or  
18 places as may from time to time be designated in the code of  
19 bylaws or by resolution of the board of directors.

20           SECTION 2. Code of Bylaws: The initial code of bylaws  
21 of this corporation shall be adopted by its shareholders. The  
22 power to amend or repeal the bylaws or to adopt a new code of  
23 bylaws shall be in the shareholders, but the affirmative vote  
24 of the holders of a majority of the share outstanding shall be  
25 necessary to exercise the power. The code of bylaws may  
26 contain any provisions for the regulation and management of

1 this corporation which are consistent with the Idaho Business  
2 Corporation Act and these Articles of Incorporation.

3 ARTICLE VI.

4 REGISTERED OFFICE AND REGISTERED AGENT

5 The initial registered agent in the State of Idaho of  
6 this corporation is:

7 Gary D. Potter  
8 251 S. Woodruff  
9 Idaho Falls ID 83401

10 The initial registered office in the State of Idaho of  
11 this corporation has the address as follows:

12 251 S. Woodruff Avenue  
13 Idaho Falls ID 83402

14 ARTICLE VII.

15 The initial incorporator will constitute the initial  
16 board of Directors, and shall serve as director until the first  
17 annual meeting of shareholders or until successors shall be  
18 elected and qualify.

19 ARTICLE VIII.

20 INFORMATION ON THE INCORPORATORS

21 The name and address of each incorporator is as follows:

22 Gary D. Potter  
23 251 S. Woodruff  
24 Idaho Falls ID 83401

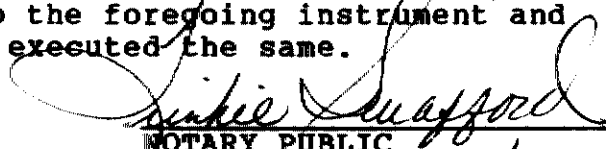
25 IN WITNESS WHEREOF, The undersigned, being the  
26 incorporators of this corporation, execute the Articles of  
Incorporation in triplicate and certifies to the truth of the  
facts therein stated.

Dated this 13 day of April, 1989.

  
GARY D. POTTER

STATE OF IDAHO )  
COUNTY OF BONNEVILLE )

I, the undersigned Notary Public, duly commissioned to take acknowledgments and administer oaths in the State of Idaho, certify that on this 13 day of April, 1989, before me personally appeared GARY POTTER, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

  
NOTARY PUBLIC  
Residing: Idaho Falls ID  
Commission expires: 9/27/91

SWAFFORD LAW OFFICE, CHARTERED  
ATTORNEY AT LAW  
525 NINTH STREET  
IDAHO FALLS, IDAHO 83404  
(208) 524-6002