



CERTIFICATE OF INCORPORATION
OF

JERRY MORTENSEN AND ASSOCIATES, INC.

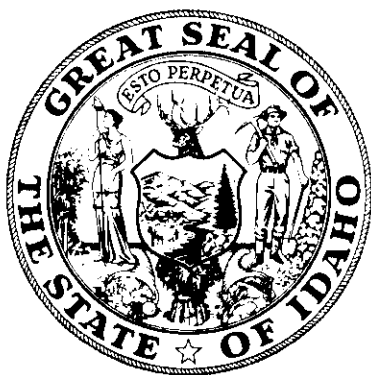
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

JERRY MORTENSEN AND ASSOCIATES, INC.

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: **October 17, 1984**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
JERRY MORTENSEN AND ASSOCIATES, INC.
* * * * *

For the purpose of forming a corporation under the laws of Idaho, the undersigned, whose names and places of residence appear in full herein, hereby certify and agree as follows:

ARTICLE I

Corporate Name

The name of the corporation is JERRY MORTENSEN AND ASSOCIATES, INC. and it is formed and organized at Meridian, Idaho, which shall be its principal office and place of business, but branch offices may be established elsewhere in or outside the State of Idaho by resolution of the Board of Directors.

ARTICLE II

Duration of Corporation

The corporation is to have perpetual existence unless dissolved or otherwise terminated according to law.

ARTICLE III

Corporate Powers and Purposes

In furtherance, and in no way in limitation of the powers now or hereafter conferred upon corporations by the laws of Idaho, or any other state, territory or country in which this corporation may or shall do business, the object, business and pursuit of this corporation, agreed upon in general terms are as follows:

A. To engage in the business and activity of an independent general insurance agency or broker, to solicit insurance sales and to be paid commissions as allowed by the applicable laws and regulations of the State of Idaho.

B. To acquire, own, hold and dispose of any and all kinds of property, real, personal, or mixed, necessary to or incident to the conduct of the corporate business, including its own stocks and bonds, and the stocks and bonds of other corporations; and while the owner of any such property, to exercise all the rights of ownership over the same, and to sell, mortgage, hypothecate and otherwise dispose of the same, and vote the shares of the corporations it may own.

C. To borrow and lend money with or without security, and for that purpose, to execute and issue debenture bonds, promissory notes, mortgages, or other evidence of indebtedness.

D. To enter into, take, perform and carry out contracts of any and every kind, for any lawful purpose, without limit as to amount, nature or kind, with any person, firm, association, party, or corporation.

E. Generally, to do and exercise, any and all powers now, or which may hereafter be conferred upon corporations by the laws of the State of Idaho, or any other state, territory, or foreign country, in which this corporation may perform services or own or control property, as fully and to all intents and purposes as natural persons may and shall do.

ARTICLE IV Corporate Stock

The stock of this corporation shall consist of one class that shall be divided into 50,000. All stock shall be of NO PAR VALUE, and shall be issued for such consideration as the

directors may, from time to time, fix and determine to be reasonable. No stock can be transferred, bargained, pledged, sold or assigned to any other person or party, without first offering to sell the same to the other stockholders, on a basis proportionate to their respective interests, for the same consideration the stock was or would be offered to a third person or party, or as otherwise agreed between the individual stockholders. All stock shall share in dividends on the same basis and as shall be fixed or determined by the Board of Directors. Fully paid stock of the corporation shall not be liable to any further call or assessment.

ARTICLE V
Incorporators

The names and places of residence of the incorporators hereto, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jerry Mortensen	Box 812, 540 W. Cherry Lane Meridian, Idaho 83642
Lorraine Mortensen	Box 812, 540 W. Cherry Lane Meridian, Idaho 83642
Lynn Mortensen	Box 812, 540 W. Cherry Lane Meridian, Idaho 83642

ARTICLE VI
Commencing Business

This corporation will not commence business until consideration of a value of at least \$1,000.00 has been received for the issuance of shares.

ARTICLE VII
Officers and Directors

The names and addresses of the persons who are to serve as the initial Board of Directors of this corporation until the first annual meeting of shareholders or until their successors shall be elected and qualified, are as follows:

<u>NAME</u>	<u>Address</u>
Jerry Mortensen	Box 812, 540 W. Cherry Lane Meridian, Idaho 83642
Lorraine Mortensen	Box 812, 540 W. Cherry Lane Meridian, Idaho 83642
Lynn Mortensen	Box 812, 540 West, Cherry Lane Meridian, Idaho 83642

In carrying on the business of the corporation, the Board of Directors is authorized and empowered, to sell, exchange, mortgage, bond or otherwise dispose of, deal with and encumber any or all of the property of the corporation, upon such terms as the Board of Directors may deem just and proper and or in the best interest of the corporation without prior authorization or subsequent confirmation by a vote of the stockholders or otherwise.

ARTICLE VIII
Pre-Emptive Rights and Cumulative Voting

The authorized stock of this corporation may be issued at such time, upon such terms and condiditons and for such consideration as the Board of Directors shall determine. Stockholders shall have pre-emptive rights in issues of authorized stock or treasury stock, according to the percentage

of shares originally subscribed to by the incorporators.

At each election of directors, every shareholder entitled to vote at such election shall have the right of accumulating his votes by giving one candidate as many votes as the number of directors to be elected, as multiplied by the number of his shares, shall equal, or by distributing such votes on the same principle among all or any number of such candidates.

ARTICE IX

Registered Office and Agent

The address of this corporation's initial registered office is: Box 812, 540 W. Cherry Lane, Meridian, Idaho 83642.

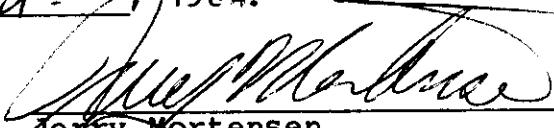
The name of this corporations' initial registered agent is: Jerry Mortensen.

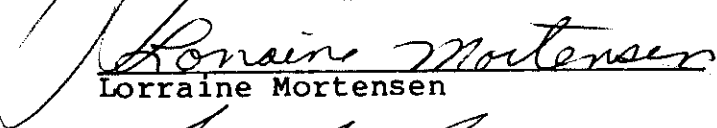
ARTICLE X

Stockholder Liability

The private property of the individual stockholders of this corporation, whether held in their own right or as trustees, shall not be subject to the payment of the corporate debts of or for this corporation, in any amount or to any extent or degree whatsoever.

Dated this 28 day of Sept., 1984.


Jerry Mortensen


Lorraine Mortensen


Lynn Mortensen

STATE OF IDAHO)
 : ss.
County of ada)

I, the undersigned, a Notary Public, hereby certify that JERRY MORTENSEN, LORRAINE MORTENSEN, and LYNN MORTENSEN, personally appeared before me, and being duly sworn by me, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28 day of Sept, 1984.

My Commission Expires

Virginia Johnson
Notary Public

Residing at: Meridian, Idaho

2-2-86