

State of Idaho

Department of State

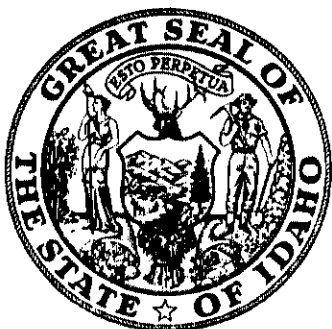
CERTIFICATE OF INCORPORATION OF

ED BECK 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: December 30, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

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ARTICLES OF INCORPORATION
 OF

ED BECK INSURANCE AGENCY, INC.

The undersigned, being over the age of eighteen (18) years, for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certifies and adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation shall be ED BECK INSURANCE AGENCY, INC., and its existence shall be perpetual.

ARTICLE II

Purposes and Powers

This corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, as amended, under the provisions of which this corporation is incorporated.

ARTICLE III

Preemptive Rights

Shareholders of this corporation shall not have preemptive rights to acquire additional shares offered for sale by this corporation.

ARTICLE IV

Cumulative Voting

Shareholders of this corporation shall not have cumulative voting rights.

ARTICLE V

Registered Agent

The registered agent of this corporation and the street address of the registered office of this corporation are as follows:

Registered Agent

Edward A. Beck

Address

412 E. Mullan
Post Falls, ID 83854

ARTICLE VI

Shares

1. The aggregate number of shares which this corporation shall have authority to issue is fifty thousand (50,000) shares.

2. Such shares are to consist of one class only, to be known as common stock, and such shares are to have a par value of One Dollar (\$1.00) per share.

3. This corporation shall have the right to purchase its own shares from the unreserved and unrestricted capital surplus available, as well as from the unreserved and unrestricted earned surplus available.

ARTICLE VII

Directors

1. The number of directors of this corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

2. In compliance with the Idaho Business Corporation Act, this corporation may enter into, contract and otherwise transact business as vendor, purchaser or otherwise, with one or more of its directors, officers or shareholders or with any corporation, association, firm or entity in which one or more of them are or may become interested as directors, officers, shareholders, members or otherwise.

3. The initial directors of this corporation shall be two (2) in number and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Edward A. Beck	412 E. Mullan Post Falls, ID 83854
JoAnn Beck	412 E. Mullan Post Falls, ID 83854

4. The terms of the initial directors shall be until the first annual meeting of the shareholders of this corporation and until their successors are elected and qualified.

5. A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (a) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, (b) conduct violating Section 30-1-48 of the Idaho Business Corporation Act, or (c) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by said Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of this corporation shall not adversely affect any right or protection of a director of this corporation existing at the time of such repeal or modification.

ARTICLE VIII

Indemnification

This corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees and other persons and agents. without limiting the generality of the foregoing, this corporation shall

indemnify its directors against all liability, damages and costs or expenses (including attorneys' fees) arising from or in connection with service for, employment by, or other affiliation with this corporation to the maximum extent and under all circumstances permitted by law.

ARTICLE IX
Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Edward A. Beck	412 E. Mullan Post Falls, ID 83854

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation in duplicate this X day of December, 1993.



Edward A. Beck, Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, EDWARD A. BECK, consent to serve as registered agent in the State of Idaho for the following corporation:

ED BECK INSURANCE AGENCY, INC.

I understand that, as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer(s) of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

Date

12-28-93



Edward A. Beck

412 W. Mullan

Post Falls, ID 83854