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# State of Idaho

## Department of State

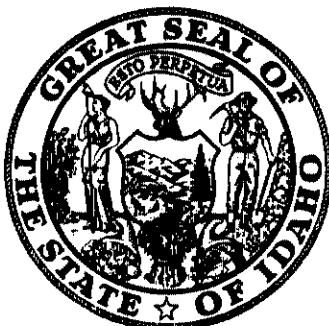
### CERTIFICATE OF INCORPORATION OF

MCNARY INSURANCE 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 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: August 14, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Valerie Hunt*

ARTICLES OF INCORPORATION  
MCNARY INSURANCE ASSOCIATES, INC.

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The undersigned, being a natural person, ~~do~~<sup>does</sup> hereby act as incorporator in adopting the following articles of incorporation for the purpose of organizing a stock corporation pursuant to the provisions of the IDAHO Stock Corporation Act.

FIRST: The name of the corporation (hereinafter called the corporation) is MCNARY INSURANCE ASSOCIATES, INC.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purpose for which this corporation is organized, which shall include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the IDAHO Stock Corporation Act, are as follows: The principal of this corporation, a licensed insurance agent in the STATE OF IDAHO, for sixteen (16) years, desires to continue to provide all insurance policies to the general public pursuant to the insurance laws of the STATE OF IDAHO. Such lines will include property, casualty, life, health and bonds, in compliance with IDAHO law.

To have, in furtherance of the corporate purposes, all of the powers conferred upon business corporations organized under the IDAHO Stock Corporation Act.

FOURTH: The total number of shares of capital stock which the corporation has authority to issue is 10,000 all of which is Class A common stock with par value of \$1.00 per share. With respect to voting powers, except as otherwise required by the laws of the STATE OF IDAHO, the holders of common stock shall possess all voting powers for all purposes.

FIFTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms,

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as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SIXTH: 1. The corporation shall, to the fullest extent permitted by the provisions of the IDAHO Stock Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and to action while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

2. The stated capital of the corporation may be reduced by the Board of Directors, without assent of the stockholders.

SEVENTH: The post office address of the initial registered office of the corporation in the State of IDAHO is 2459 Falls Avenue East, Twin Falls, Idaho 83301. The name of the county or city in the State of Idaho in which the said registered office of the corporation is located is the county of Twin Falls.

The name of the initial registered agent of the corporation at such address Delmer G. McNary. His business office is identical with the initial registered office of the corporation as set forth above.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is three (3).

The names and the addresses of the persons who are to serve as members of the initial Board of Directors of the corporation are as follows:

Delmer G. McNary	2459 Falls Avenue East, Twin Falls, Idaho 83301
Betsey N. McNary	2459 Falls Avenue East, Twin Falls, Idaho 83301
Gary W. Lenon	P.O. Box 50575, Idaho Falls, Idaho 83405

NINTH: The provisions for the regulation of the internal affairs of the corporation shall be as set forth in the bylaws.

Signed on August 13, 1992.

Delmer G. McNary  
Incorporator