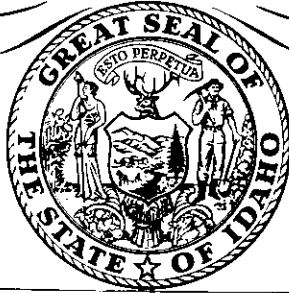


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

**COOK AND KIESEWETTER, INC.**

was filed in the office of the Secretary of State on the **Eleventh** day  
of **February**, A.D. One Thousand Nine Hundred **Sixty-three** and  
duly recorded on Film No. **122** of Record of Domestic Corporations, of the State of Idaho,  
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and  
successors are hereby constituted a corporation, by the name hereinbefore stated, for  
**perpetual existence** from the date hereof, with its registered office in this State located at  
**Twin Falls** in the County of **Twin Falls**

IN TESTIMONY WHEREOF, I have hereunto  
set my hand and affixed the Great Seal of the  
State. Done at Boise City, the Capital of Idaho,  
this **11th** day of **February**,  
A.D., 19**63**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
COOK AND KIESEWETTER, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are of full age and are citizens of the United States and are bona fide residents and citizens of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

I.

That the name of said corporation shall be "COOK AND KIESEWETTER, INC."

II.

That the purposes for which said corporation is formed are:

1. To carry on a general insurance agency business, and in this connection, to act as agent and/or to maintain an agency or agencies without restriction as to the type of insurance or the character of the agency so involved, for any and all insurance companies authorized to do business in the State of Idaho or elsewhere.
2. To act as agent or attorney in fact and/or maintain an agency or agencies for any and all surety, fidelity or bonding companies authorized to do business in the State of Idaho or elsewhere.
3. To engage in any and all other types of business enterprise which the corporation may from time to time find necessary, desirable or convenient to do in conjunction with a general insurance agency business.
4. To purchase, lease, own, sell, mortgage, sublease and otherwise acquire and dispose of lands, buildings, easements and all rights in real property as well as personal property which may be requisite for the purposes or are capable of being conveniently used in connection with any of the objects of this corporation, and to enter

into, make, perform and carry out contracts of every sort and kind with any person and to acquire and take over the good will, property, rights, franchises and assets of every kind and the liabilities of any person, firm, association or corporation either in whole or in part and to pay for the same in cash, stock or bonds of the corporation or otherwise.

5. To borrow money and otherwise obtain credit for the account of said corporation and to issue debentures or other evidences of indebtedness therefor and to obligate the assets of the corporation as security for such indebtedness; to act as surety and guarantor in any and all types of engagements including the power to execute, endorse and deliver contracts, and to guarantee the prompt and faithful performance and payment of debts, notes, agreements, contracts and undertakings of any other person, firm, partnership or corporation; and including also the power to act as an accommodation, co-maker or guarantor of obligations either as primary or secondary obligor.

6. In the purchase of or acquisition of property, business rights or franchises or for any other object in and about its business or affairs, to incur debt and to borrow and secure the payment of money in any lawful manner including the issue and sale or other disposition of bonds, debentures, notes and other evidences of indebtedness.

7. To exercise, use and employ the authority specified in Section 30-114, Idaho Code 1947, and to have, exercise, use and employ any or all of the same and any or all of the objects, purposes, powers, privileges, authority and rights therein and herein set forth both within and without the State of Idaho and within the United States of America, District of Columbia, the territories and colonies of the United States and in foreign countries; and to have one or more corporate or business offices and places of business, within and without said state, said United States of America, District of Columbia, territories and colonies of the United States in foreign countries.

The statements contained in the several subdivisions numbered 1 to 7 in this Paragraph shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other subdivision but shall be regarded as independent purposes and powers. The several

subdivisions contained in this statement of purposes shall be construed as both purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this type of corporation by the laws of the State of Idaho, all of which are hereby expressly claimed.

III.

That the principal place of business, registered office and the location and post office address of the registered office of said corporation shall be in Twin Falls, County of Twin Falls, State of Idaho.

IV.

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

V.

That the number of Directors of said corporation shall be three (3).

VI.

That the amount of the capital stock of said corporation shall be Five Thousand Dollars (\$5,000.00) divided into five thousand (5,000) shares, each having a par value of One Dollar (\$1.00).

VII.

That the name and post office address of each of the incorporators and the number of shares subscribed by each set opposite their respective names are:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>NO. OF SHARES:</u>	<u>AMOUNT:</u>
HARVEY M. COOK	Twin Falls, Idaho	1	\$1.00
E. KIESEWETTER	Twin Falls, Idaho	1	\$1.00
ENID F. COOK	Twin Falls, Idaho	1	\$1.00
NONA P. KIESEWETTER	Twin Falls, Idaho	1	\$1.00

VIII.

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as upon the shareholders, to be exercised by a majority vote of said Directors, or of the issued and outstanding shares of the corporation, as may be provided in the By-Laws.

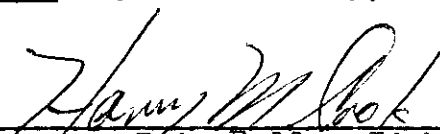
IX.

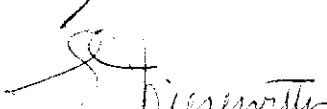
All or any meetings of the shareholder or of the Board of Directors may be held within or without the State of Idaho.

X.

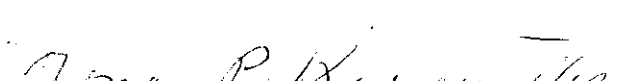
Before any stockholder shall sell or otherwise dispose of his or her shares of stock in this corporation he or she shall first offer to sell said shares to the corporation, and in the event the corporation shall refuse to purchase said shares, the stockholder may then dispose of the same to any other person or persons at the same or higher but not at a lower price than said shares were offered to the corporation.

IN WITNESS WHEREOF, We have signed triplicate originals of these Articles this 8<sup>th</sup> day of February, 1963.

  
Address: Twin Falls, Idaho.

  
Address: Twin Falls, Idaho.

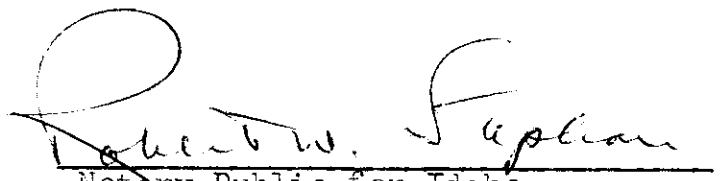
  
Address: Twin Falls, Idaho.

  
Address: Twin Falls, Idaho.

STATE OF IDAHO,                    }  
COUNTY OF TWIN FALLS,        } SS.

On this 8<sup>th</sup> day of February, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared HARVEY M. COOK, E. KIESEWETTER, ENID F. COOK, and NONA P. KIESEWETTER, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
\_\_\_\_\_  
Notary Public for Idaho,  
Residing at Twin Falls, Idaho.