



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

ROGNSTADS INC.

was filed in the office of the Secretary of State on the *28th* day
of *January* A.D., One Thousand Nine Hundred *seventy-six* and
~~will be~~ ^{will be} ~~duly recorded on Film No.~~ ^{duly recorded on} ~~microfilm~~ 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
Lewiston, Idaho in the County of *Nez Perce*

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 *28th* day of *January*,
A.D., 19 *76*.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

ROGNSTADS INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of legal age, and at least two-thirds of them being citizens of the United States, in order to form a corporation for the purposes hereinafter stated pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

FIRST:

The name of the corporation is ROGNSTADS INC.

SECOND:

The purposes for which said corporation is formed are:

To sell policies of property and casualty insurance, and surety bonds to the general public.

To buy, sell, deal in, exchange or otherwise acquire or dispose of any part of or all of the capital stock or assets of any corporation, partnership or sole proprietorship, or to undertake to guarantee the obligation of any corporation, partnership or sole proprietorship.

To lend money, either without any collateral security or on the security of real or personal property, and to enter into, make, perform and carry out, or cancel and rescind contracts of every kind and for any lawful purpose with any person, firm, association, corporation, syndicate, governmental, municipal or public authority, domestic or foreign, or others.

To make, execute and enter into contracts with, and to take and receive contracts or assignments of contracts from any and all persons, firms, co-partnerships, associations and corporations, for doing any or all of the acts or things that this corporation is, or may be, authorized to do; and to carry out and perform, assign or sublet to others in whole or in part, any or all such contracts, whether originally made and entered into by this

1 corporation, or acquired by assignment from others.

2 To be appointed and to act as the agent or representative,
3 or both, of any corporation, firm or individual in any and all
4 parts of the world, in such capacity and on such terms and condi-
5 tions as may from time to time be mutually determined upon.

6 To conduct a general agency business, to employ, engage,
7 hire, and to appoint corporations, firms and individuals in any
8 and all parts of the world; to act as agents and/or sub-agents
9 for this company in such capacity and on such conditions as may
10 be determined from time to time by the board of directors.

11 To manufacture, purchase or otherwise acquire, own, mortgage,
12 pledge, sell, assign, and transfer, or otherwise dispose of, to
13 invest, trade, deal in and deal with, goods, wares and merchandise
14 and personal property of every class and description.

15 To acquire, and pay for in cash, stocks or bonds of this
16 corporation or otherwise, the good will, rights, capital stock,
17 assets and property, and to undertake or assume the whole or any
18 part of the obligations or liabilities of any person, firm,
19 association or corporation.

20 To borrow or raise moneys for any of the purposes of the
21 corporation, and, from time to time, without limit as to amount,
22 to draw, make, accept, endorse, execute and issue promissory
23 notes, drafts, bills of exchange, warrants, bonds, debentures,
24 and other negotiable or non-negotiable instruments and evidences
25 of indebtedness for any of the objects or purposes of the corpora-
26 tion, and to secure payment of any thereof and of the interest
27 thereon by mortgage upon or pledge, conveyance or assignment in
28 trust of the whole or any part of the property of the corporation
29 and to sell, pledge or otherwise dispose of such bonds or other
30 obligations of the corporation for its corporate purposes.

31 To endorse, guarantee and secure the payment and satisfaction
32 of bonds, coupons, mortgages, deeds of trust, debentures, securi-

1 ties, obligations and evidences of indebtedness, and also to
2 guarantee and secure the payment or satisfaction of interest on
3 obligations and of dividends on shares of the capital stock of
4 other corporations, also to assume the whole or any part of the
5 liabilities existing or prospective of any person, corporation,
6 firm or association and to aid in any manner any other person,
7 firm or association with which it has business dealings or whose
8 stock, bonds, or other obligations are held or are in any manner
9 guaranteed by the corporation, and to do any other acts and
10 things for the preservation, protection, improvement or enhancement
11 of the value of such stocks, bonds or other obligations.

12 To have one or more offices, to carry on all or any of its
13 operations and business, and without restriction or limit as to
14 amount to purchase or otherwise acquire, hold, own, mortgage,
15 pledge, sell, convey or otherwise dispose of such real and personal
16 property as the purposes of this corporation may require, in any
17 of the states, districts, territories or colonies of the United
18 States, and in any and all foreign countries, subject to the laws
19 of such state, district, territory, colony or country.

20 To engage in any of the activities enumerated herein either
21 alone or in conjunction with other persons, firms or corporations
22 by joint lease, joint venture, or other forms of joint enterprise.

23 In general to carry on any other business whatsoever in
24 connection with the foregoing, or which is calculated directly or
25 indirectly to promote the interest of the corporation or to
26 enhance the value of its properties and to have and exercise all
27 the rights, powers and privileges which are now or may hereafter
28 be conferred by the laws of Idaho, to execute from time to time
29 general or special powers of attorney to persons, firms, associa-
30 tions or corporations, either in the United States or in any
31 other country, state or locality, and to revoke the same as and
32 when the board of directors may determine, and to do any and all

1 of the things hereinbefore set forth to the same extent as natural
2 persons might or could do.

3 The objects and purposes specified in the foregoing clauses
4 shall, except where otherwise expressed, be in no wise limited or
5 restricted by reference to, or inference from the terms of any
6 other clause in these Articles of Incorporation, but the objects
7 and purposes specified in each of the foregoing clauses of this
8 article shall be regarded as independent objects and purposes.

9 THIRD:

10 The location and post office address of the registered
11 office of the corporation is 108 10th Street, Lewiston, Nez Perce
12 County, Idaho.

13 FOURTH:

14 The total authorized number of par value shares is 20,000
15 shares of the par value of \$10.00 per share, aggregate par value,
16 \$200,000.00.

17 FIFTH:

18 The names and post office addresses of the incorporators and
19 the number of shares subscribed by each are as follows:

20	A. Vernon Rognstad	3506 Country Club Dr.	1 share
21		Lewiston, Idaho 83501	
22	Fern E. Rognstad	3506 Country Club Dr.	1 share
23		Lewiston, Idaho 83501	
24	Ros B. Rognstad	3038 Mayfair Ridge	1 share
25		Lewiston, Idaho 83501	

25 SIXTH:

26 The private property of the stockholders shall not be subject
27 to the payment of corporate debts to any extent whatever. The
28 shares of stock of this corporation shall not be subject to
29 assessment for any purpose.

30 SEVENTH:

31 The board of directors shall consist of three (3) directors,
32 or such other number as shall be established by the By-Laws of

1 the corporation. Any vacancies occurring in the office of any
2 director, however occasioned, may be filled by the remaining
3 members of said board. On failure of the board to elect a succes-
4 sor within forty-five (45) days of such vacancy, a special meeting
5 of the stockholders shall be called to fill the vacancy.

6 EIGHTH:

7 The existence of this corporation is to be perpetual.

8 NINTH:

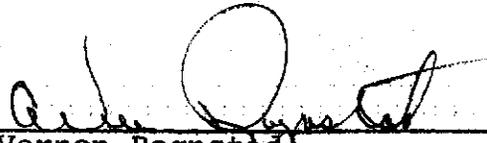
9 The directors shall have the power to make and to alter or
10 amend the By-Laws, to fix the amount to be reserved as working
11 capital and to authorize and cause to be executed mortgages and
12 liens without limit as to the amount upon the property and franchise
13 of this corporation.

14 TENTH:

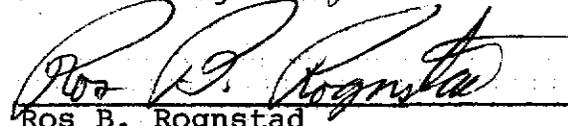
15 This corporation shall indemnify any and all of its directors
16 or officers or former directors or officers or any person who may
17 have served at its request as a director or officer of another
18 corporation in which it owns shares of capital stock or of which
19 it is a creditor against expenses actually and necessarily
20 incurred by them in connection with the defense of any action,
21 suit or proceeding in which they, or any of them, are made parties,
22 or a party, by reason of being or having been directors or officers
23 or a director or officer of the corporation, or of such other
24 corporation, except in relation to matters as to which any such
25 director or officer or former director or officer or person shall
26 be adjudged in such action, suit or proceeding to be liable for
27 negligence or misconduct in the performance of duty. Such
28 indemnification shall not be deemed exclusive of any other rights
29 to which those indemnified may be entitled, under any by-law,
30 agreement, vote of stockholders, or otherwise.

1 We, the undersigned, for the purpose of forming a corporation
2 under the laws of the State of Idaho, do make, file and record
3 this certificate and do hereby certify that the facts herein
4 stated are true; and we have accordingly hereunto set our respec-
5 tive hands and seals.

6 DATED at Lewiston, Idaho this 26th day of January, 1976.

7
8
9
10 
A. Vernon Rognstad

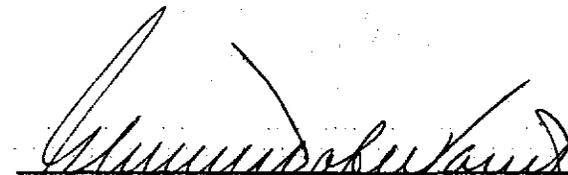
11 
Fern E. Rognstad

12
13 
14 Ros B. Rognstad

15
16 STATE OF IDAHO)
17 County of Nez Perce) ss.

18 BE IT REMEMBERED that on this 26th day of January, 1976,
19 personally appeared before me A. VERNON ROGNSTAD, FERN E. ROGNSTAD
20 and ROS B. ROGNSTAD, parties to the foregoing certificate of
21 incorporation, known to me personally to be such, and I have
22 first made known to them, and each of them, the contents of said
23 certificate, and they did each severally acknowledge that they
24 signed, sealed and delivered the same as their voluntary act and
25 deed, and each deposes that the facts therein stated were truly
26 set forth.

27 Given under my hand and seal of office the day and year
28 hereinabove first written.

29
30
31 
Notary Public for the State of Idaho
Residing at Lewiston therein.
My commission expires: April 1977