



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

ZANE W. PARKER AGENCY, INC.

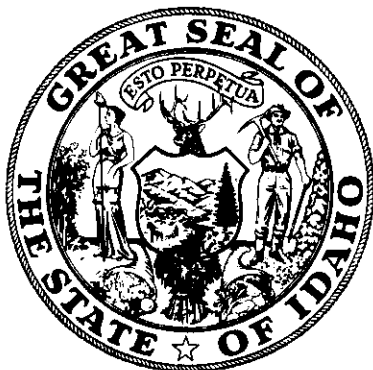
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

ZANE W. PARKER AGENCY, 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 **July 1**, 19 **81**.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

ZANE W. PARKER AGENCY, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation is ZANE W. PARKER AGENCY, INC.

ARTICLE II.

The duration of the corporation shall be perpetual.

ARTICLE III.

The purposes or purposes for which the corporation is organized is to conduct the business of an independent insurance agency and in conjunction therewith to act as an agent or representative of all or any lines of insurance and/or bonding, to act as an agent, broker, consultant and/or solicitor for such insurance or bonds or their respective companies with regard to the sale of such insurance or insurance contracts or bonds, surety agreements or contracts of commercial indemnity and all related business; and, generally to engage in and undertake all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue is Two Thousand Five Hundred Shares (2500) of common stock with no par value.

ARTICLE V.

There shall be no provisions denying preemptive rights of shareholders.

ARTICLE VI.

Provisions for the regulation of the internal affairs of the corporation are:

1. All decisions of the shareholders or the Board of Directors shall be by majority of a valid quorum as defined in the Bylaws.

2. The Board of Directors shall serve without compensation; however, this shall not prevent members of the Board of Directors to be reimbursed for reasonable and necessary expenses expended on behalf of the corporation which were either approved in advance by the Board of Directors or ratified by the Board of Directors after the fact. However, this shall not be construed so as to prevent the corporation from hiring a member of the Board of Directors as an employee and compensating him for such services.

ARTICLE VII.

The address of the initial registered office of the corporation is: c/o Zane W. Parker, 1246 Oakley Avenue, Burley, Idaho 83318 and the name of its initial registered agent at such address is Zane W. Parker.

ARTICLE VIII.

The number of the directors constituting the initial Board of Directors of the corporation is one. The number of directors may be altered by the Bylaws or by amendment to the Bylaws. The name and the address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

NAME


ADDRESS

ZANE W. PARKER

P. O. Box 189, Burley, Id. 83318

Name and address of the incorporator is: Zane W. Parker,
Post Office Box 189, Burley, Idaho 83318.

Dated this 28th day of May, 1981.


ZANE W. PARKER