



CERTIFICATE OF INCORPORATION
OF

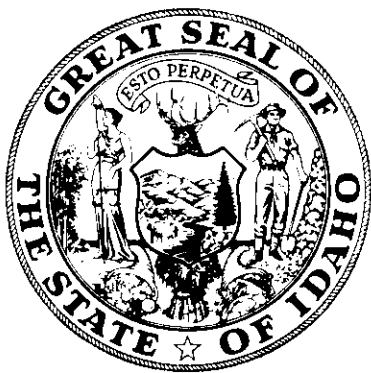
ARCHIBALD-SHEARD AGENCY, INC.

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 ARCHIBALD-SHEARD 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: **December 19, 1983**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION OF
ARCHIBALD-SHEARD AGENCY, INC.

DEC 19 9 30 AM '83
NOTARY PUBLIC

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a resident of the United States of America, of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and pursuant thereto we hereby certify as follows:

ARTICLE I

The name of the Corporation shall be ARCHIBALD-SHEARD AGENCY, INC.

ARTICLE II

Section 1. Purposes:

The purpose for which this Corporation is formed is to act as agent for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, boiler, elevator, accident, health, burglary, rent, marine, credit and life insurance, and all other kinds of insurance, the collection of premiums, and doing such other business as may be delegated to agents by such companies, and to conduct a general insurance agency and insurance brokerage business.

Section 2. Statutory Powers:

Subject to any specific written limitations or restrictions imposed by the laws of the State of Idaho, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to the limited Purposes set forth in Section 1 of this Article, the Corporation shall have and exercise all the powers specified by the laws of the State of Idaho.

Section 3. Specific Powers:

Subject to any specific written limitations or restrictions imposed by the laws of the State of Idaho, by other law, or by these Articles of Incorporation and solely in furtherance of, but not in addition to, the limited purposes set forth in Section 1 of this Article, the Corporation shall have and exercise the following specific Powers:

(a) Capacity to Act: To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary,

convenient or expedient to accomplish the Purposes as are necessary and set forth in Section 1 of this Article, and such as are not repugnant to law.

(b) To Appoint Officers and Agents: To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.

(c) To Act as Agent: To act in the State of Idaho and in any state, territory, district, or possession of the United States, or in any foreign country, in the capacity of agent or representative for any individual, association, corporation, or other legal entity, respecting any business, the purpose of which is similar to the Purposes set forth in Section 1 of this Article. The registered agent is Blair Archibald of 223 Idaho, American Falls, ID.

(d) To Deal in Real Property: To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(e) To Deal in Personal Property, Generally: To acquire (by purchase, exchange, lease, hire, or otherwise), hold own manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(f) To Deal in Securities, Generally: To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or of any instrumentality thereof.

(g) To Deal in its Own Securities: To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise acquire, hold own pledge, transfer, or otherwise dispose of the shares of the corporation, but it shall not purchase, either directly or indirectly, its own shares except out of its earned surplus or, with the affirmative vote of the holders of at least two-thirds (2/3) of all shares entitled to vote thereon, out of its

capital surplus, except as otherwise permitted by the laws of the State of Idaho, by other law, or by these Articles of Incorporation.

(h) To Deal in Charters, Licenses, and Memberships: To acquire (by application, assignment, purchase, exchange, lease, hire, or otherwise), hold, own, use, license, lease, sell, convey or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits, whether indeterminate or otherwise, certificates of convenience and necessity, certificates of authority, memberships, seats on commodity and other exchanges, and other authorizations, necessary lawfully to accomplish the purposes set forth in Section 1 of this Article, including but without limiting the generality thereof, authorizations and licenses to conduct public warehouses for commodities, or other personal property of all kinds under the provisions of the Federal Warehouse Act and the Laws of the State of Idaho.

(i) To Deal in Inventions, Copyrights, and Trade-marks: To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications therefor, licenses, formulas, privileges, processes, copyrights and applications thereof, trade-marks and applications therefor, and trade names and applications therefor.

(j) To Deal in Good Will: To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property and business of any person, entity, partnership, association, or corporation heretofore or hereafter engaged in any business, the purpose of which is similar to the purposes set forth in Section 1 of this Article.

(k) To Enter into Profit Sharing Arrangements and Partnerships: To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or co-operative association with any corporation, association, partnership, individual, or other legal entity, for the carrying on of any business, the purpose of which is similar to the Purposes set forth in Section 1 of this Article, and to enter into any general or limited partnership, the purpose of which is similar to such Purposes.

(l) To Make Contracts: To enter into, make, perform and carry out, or cancel and rescind, contracts, for any lawful purposes pertaining to its business.

(m) To Execute Guaranties: To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations created by any individual, partnership, association, corporation, or other entity, to the extent that such guaranty is made in pursuance of the purposes set forth in Section 1 of this Article.

(n) To Borrow Funds: To borrow or raise moneys for any of the purposes of the Corporation set forth in Section 1 of this Article and, from time to time, without limit as to amount: to execute, accept, endorse, and deliver, as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and full performance and evidences of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the Corporation, real personal, or mixed, including contract rights, whether at the time owned or thereafter acquired.

(o) To Lend Funds Generally: To lend money for any of the purposes set forth in Section 1 of this Article, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested; but to make no loans secured by the shares of the Corporation.

(p) To Lend Funds to Employees: To lend money, to, and otherwise assist, its employees, other than its officers and directors, but to make no loans secured by the shares of the Corporation.

(q) Donations: To make donations for the public welfare or for charitable, scientific or educational purposes, and in time of war to make donations in aid of war activities.

(r) Indemnification of Directors, Officer, and Employees: The Corporation shall indemnify any director, officer, or employee, or former director, officer, employee of the Corporation, or any person who may have served at its

request as director, officer, or employee of other corporation in which it owns shares of capitol stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any by-law, agreement, vote of shareholders, or otherwise.

(s) Ancillary Powers: To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

Section 4. No construction of Powers as Purposes:

The powers enumerated in Sections 2 and 3 of this Article shall not be construed as purposes, but the Corporation shall have an exercise such powers solely in furtherance of, but not in addition to, the limited purposes set forth in Section 1 of this Article.

Section 5. Direction of Purposes and Exercise of Powers by Directors:

Subject to any specific written limitations or restrictions imposed by the laws of the State of Idaho, by other law, or by these Articles of Incorporation, the Board of Directors of the Corporation is hereby authorized to direct, by resolution duly adopted, the purposes set forth in Section 1 of this Article, and to exercise the powers set forth in Section 2 and 3 of this Article, without previous authorization or subsequent approval by the shareholders of the corporation; and all parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to such authorization by the Board of Directors. Board of Directors consists of Blair C. Archibald and Lorrie Archibald of 223 Idaho, American Falls, ID., Ralph Archibald of 532 Douglas, Idaho Falls, ID., and Steven Archibald of 50 N. Ash, Blackfoot, ID.

ARTICLE III

The registered office of this Corporation and the principal place for the transaction of its business is hereby designated as 223 Idaho, American Falls, Power County, Idaho.

ARTICLE IV

This Corporation shall have perpetual existence.

ARTICLE V

The amount of the total authorized capital stock of this Corporation is Twenty-Five Thousand Dollars (\$25,000.00), divided into Two Hundred Fifty (250) shares of common capital stock with equal voting rights of the par value of One Hundred Dollars (\$100.00) each.

Such stock is, and shall remain non-assessable.

ARTICLE VI

The private property of the stockholders of this Corporation shall not be subject to the payment of Corporation debts to any extent whatsoever.

ARTICLE VII

The amount of capital stock actually subscribed by the persons whose residences are hereinafter set forth appear opposite the name of the said person, as follows, to-wit:

| <u>NAME</u> | <u>ADDRESS</u> | <u>AMOUNT OF STOCK SUBSCRIBED</u> |
|---------------------|-----------------------|-----------------------------------|
| Blair C. Archibald | American Falls, Idaho | Seven (7) Shares |
| Lorrie Archibald | American Falls, Idaho | One (1) Share |
| Ralph M. Archibald | Idaho Falls, Idaho | One (1) Share |
| Steven C. Archibald | Blackfoot, Idaho | One (1) Share |

IN WITNESS WHEREOF, We have hereunto set our hands and seals in triplicate originals this 7th day of December, 1983.

Blair C. Archibald
Lorrie Archibald

Ralph M. Archibald
Steven C. Archibald

STATE OF IDAHO

County of Jefferson

On this day of December,, 1983, before me, DARREN E. JOSE PITSON
a Notary Public in and for said State, personally appeared Blair C. Archibald,
Lorrie Archibald, Ralph M. Archibald, and Steven C. Archibald, known to me to
be the persons whose names are subscribed to the foregoing instrument, and
acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have here unto set my hand and affixed my official
seal the day and year first above written.

Darren E. Pitson
Notary Public in and for the State
of Idaho, Residing at Idaho Falls, Id.
Idaho
My Commission Expires: 1-85