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# State of Idaho

## Department of State

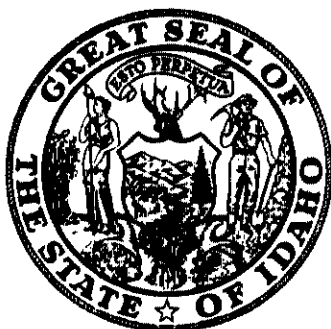
### CERTIFICATE OF INCORPORATION OF

ADAMS INSURANCE 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 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: January 18, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seibel*

RECEIVED  
SEC. OF STATE

ARTICLES OF INCORPORATION

ADAMS INSURANCE AGENCY, Inc.

IDAHO SECRETARY OF STATE  
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CUST# 3625  
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KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being a competent citizen of the United States of America, and having reached the age of majority, have this day formed a corporation under and pursuant to the laws of the State of Idaho, and I do hereby certify as follows:

I.

That the corporate name of this corporation shall be:  
ADAMS INSURANCE AGENCY, INC.

II.

That the purposes and objects for which this corporation is formed are as follows:

(a) Selling, brokering, buying insurance of all kinds and any related interest involved in selling of insurance.

(b) To purchase all equipment necessary to operate the business.

(c) To borrow money for the purpose of this corporation. To issue notes or other evidences of indebtedness therefore, and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise. All or any portions of the real or personal property of the corporation may be so pledged, mortgaged or hypothecated.

(d) To build any or all buildings, or structures, or improve or change any real property owned or leased by said corporation when such action may be necessary or convenient for the conduct of the business of the corporation, or to remove or to waste any and all real property held or issued by the corporation as may become necessary, essential or merely convenient for the conduct of said corporation.

(e) To enter into any contract, co-operative agreement, profit sharing plan, retirement plan with its officers and employees as the corporation may deem advantageous or expedient, or enter into any relationship or contract for compensation of said officers or employees, or otherwise to reward or pay such persons for their services as the Directors may deem fit.

(f) To exercise generally the powers customarily

exercised by business corporations, and particularly to exercise all powers provided by the laws of the State of Idaho, in any State in the United States and throughout the world, and also to incorporate or qualify to do business in any State of the United States or any country throughout the world.

(g) The foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the powers of the corporation to do any of the things within the purview of its general purposes.

### III.

This corporation shall have perpetual existence.

### IV.

The principal place of business shall be 26 South 9th Street, Payette, Idaho 83661, and the location and mailing address of the Corporation shall be 26 South 9th Street, P. O. Box 158, Payette, Idaho, 83661, and the registered agent shall be BERT L. OSBORN of the same address.

### V.

That the authorized capitalization of this corporation shall consist of one class of 1,000 shares of voting class "A" common stock, which shall have a stated value of TEN (\$10.00) DOLLAR per share.

### VI.

The corporate powers of said corporation shall be vested in the Board of Directors, ONE in number. The By-Laws of this corporation may be amended by a simple majority of the Board. The name and address of the first Board of Director is as follows: BERT L. OSBORN of 26 South 9th Street, Payette, Idaho 83661.

### VII.

Should any provision of these Articles be found to violate any state or federal law, the remaining provisions shall constitute the Articles of Incorporation.

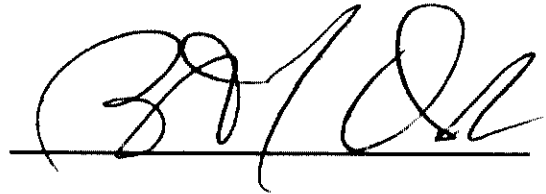
### VIII.

The corporate stock of said corporation, at the date of incorporation, is subscribed as follows: BERT L. OSBORN 1 share.

IX.

The incorporator is as follows, to-wit: BERT L. OSBORN  
of 26 South 9th Street, Payette, Idaho 83661.

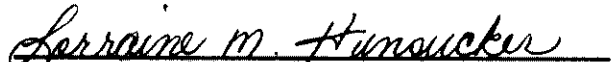
I, the undersigned incorporator, declare under penalties  
of perjury that I have examined the foregoing and, to the best of  
my knowledge and belief, it is true, correct and complete.



STATE OF IDAHO                    )  
                                      : ss.  
County of Payette                )

On this 13<sup>th</sup> day of January, 1994, before me, the  
undersigned, a Notary Public in and for said State, personally  
appeared, BERT L. OSBORN, known to me to be the person whose  
name is subscribed to the within Articles of Incorporation, and  
acknowledged to me that he executed the same

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

  
Notary Public for Idaho  
Residing at Fruitland, Idaho  
My Commission Expires: 10-20-99