



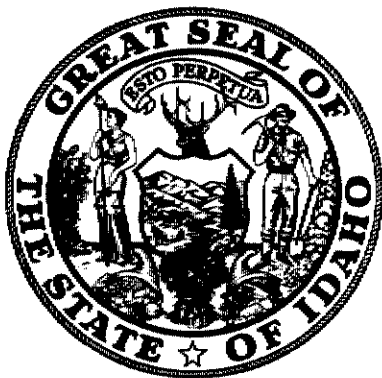
**CERTIFICATE OF INCORPORATION
OF**

MCCARROLL-DIENER LIFE 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: August 12, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. Hawkey*

1 SEC 10 27 8 28
2
3 ARTICLES OF INCORPORATION

4 KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned,
5 all being competent citizens of the United States of America, and
6 all having reached the age of majority, have this day voluntarily
7 associated ourselves together for the purpose of forming a corpora-
8 tion under and pursuant to the laws of the State of Idaho, and we
9 do hereby certify as follows:

10 I.

11 That the corporate name of this corporation shall be:
12 McCARROLL-DIENER LIFE AGENCY, INC.

13 II.

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

16 (a) To sell life, health and disability insurance to the
17 public, including the sale of all attendant investments offered in
18 connection therewith.

19 (b) To purchase all inventory and equipment necessary to
20 operate the business.

21 (c) To borrow money for the purpose of this corporation
22 to issue bonds, notes and debentures and other evidences of indebted-
23 ness therefore, and to secure the same by mortgage or by pledge of
24 personal property, including the income of said corporation, or by
25 mortgage of real property, executed in trust or otherwise. All or
26 any portions of the real or personal property of the corporation may
be so pledged, mortgaged or hypothecated.

WELCH & OSBORN
ATTORNEYS AT LAW
26 SOUTH 9TH STREET • PAYETTE, IDAHO 83661
TELEPHONE (208) 642-4458

1 (d) To build any or all buildings, or structures, or im-
2 prove or change any real property owned or leased by said corporation
3 when such action may be necessary or convenient for the conduct of
4 the business of the corporation, or to remove or waste any and all
5 real property held or issued by the corporation as may become neces-
6 sary, essential, or merely convenient for the conduct of the said
7 corporation.

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

14 (f) To exercise generally the powers customarily exercised
15 by business corporations, and particularly to exercise all powers
16 provided by the laws of the State of Idaho, referring more specific-
17 ally to Section 30-114 of the Idaho Code, in any State in the United
18 States, and throughout the world, and also to incorporate or qualify
19 to do business in any State in the United States, or any country
20 throughout the world.

21 (g) To carry on any other business, or to do anything in
22 connection with the objects and purposes above mentioned that may
23 be essential, necessary, proper, expedient, or merely convenient
24 for the corporation to accomplish successfully or promote the said
25 objects and purposes of the corporation. The foregoing clauses, by
26 reason of the specific enumeration of powers, shall not be held to

1 restrict the powers of the corporation to do any of the things with-
2 in the purview of its general purposes.

3 III.

4 This corporation shall have perpetual existence.

5 IV.

6 The principal place of business shall be 26 S. Main Street,
7 Payette, Idaho 83661, and the location and the mailing address of the
8 registered office in this state shall be P.O. Box 609, Payette, Idaho
9 83661, and the registered agent shall be MARK E. MCCARROLL, or HUGH
10 C. DIENER, of the same address.

11 V.

12 That the authorized capitalization of this corporation is
13 TWENTY FIVE THOUSAND AND NO/100 (\$25,000.00) DOLLARS, which shall
14 consist of one class of TWO HUNDRED FIFTY (250) shares of voting class
15 "A" common stock, which shall have a stated value of ONE HUNDRED AND
16 NO/100 (\$100.00) DOLLARS, per share, said capital stock shall be non-
17 assessable.

18 The stock of this corporation shall be subject to the fol-
19 lowing Restrictions.

20 RESTRICTIONS ON SALE OR TRANSFER OF CORPORATE STOCK

21 In case a stockholder dies, or desires to sell his shares
22 of stock in the corporation, he, or his Personal Representative, or
23 an agent handling his shares in case of death, must first offer such
24 stock for sale to the corporation, or if the corporation does not
25 elect to purchase, within thirty (30) days, then to the remaining
26 shareholder or shareholders, it being the intention to give them

1 preference in the purchase of such shares, and any attempted sale in
2 violation of this provision is null and void.

3 The stockholder desiring to sell, or Personal Representative
4 in case of his death, must sell his stock, and notice shall be given
5 in writing of the intent to sell to the Secretary of the corporation,
6 who has thirty (30) days to advise of its intent to exercise the pur-
7 chase option. If the corporation does not exercise the purchase op-
8 tion, then the offer has to be given to the remaining shareholders
9 who have thirty (30) days to advise the stockholder desiring to sell,
10 or the Personal Representative in case of his death, of intent to
11 exercise the option to purchase.

12 The option price shall be the book value of the books of
13 the corporation as of the 1st day of November, of each year, adjusted
14 to the date of the offer, or death of the shareholder.

15 It is further provided that there shall be typed on every
16 share issued the following: "The sale or transfer of this certificate
17 is restricted according to the terms and conditions provided in the
18 Articles of Incorporation and By-Laws of this corporation."

19 VI.

20 The corporate powers of said corporation shall be vested
21 in the Board of Directors, two (2) in number, which may be increased
22 or decreased by a majority vote of the Board. The Articles and the
23 By-Laws of this corporation may be amended by a simple majority of
24 the Board, or a simple majority of the Shareholders. The names and
25 addresses of the first Board of Directors are as follows:

26 MARK E. MCCARROLL

1 1920 1st Avenue South
2 Payette, Idaho 83661,

3 HUGH C. DIENER
4 864 Hughes Drive
5 Payette, Idaho 83661,

6 VII.

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

10 VIII.

11 The corporate stock of said corporation, at the date of the
12 incorporation, is subscribed as follows:

13 MARK E. MCCARROLL Ten shares
14 HUGH C. DIENER Ten shares

15 After an inventory and final accounting showing an exact
16 contribution by all shareholders, stock will be issued to all parties
17 to reflect said parties' actual equity. The Directors of the corpor-
18 ation shall authorize the issuance and sale of the 250 shares of the
19 stock of this corporation in an offering not to exceed two (2) years,
20 and in a manner which will allow the stock to qualify the resulting
21 stockholders thereof for tax benefits under Section 351 of the Inter-
22 nal Revenue Code. There shall be no preemptive rights. The Incorpor-
23 ators are as follows, to-wit:

24 MARK E. MCCARROLL
25 1920 1st Avenue South
26 Payette, Idaho 83661,

HUGH C. DIENER
864 Hughes Drive
Payette, Idaho 83661,

We, the undersigned Incorporators, declare under penalties of perjury that we have examined the foregoing, and to the best of our knowledge and belief, it is true, correct and complete.

Mark McCarroll

Hugh Diener

STATE OF IDAHO)
: ss.
County of Payette)

On this _____ day of July, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared MARK MCCARROLL, 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 my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public for Idaho
Residing at: _____
My Comm. Expires: _____

STATE OF IDAHO)
: ss.
County of Payette)

On this _____ day of July, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared HUGH DIENER, 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 my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public for Idaho
Residing at: _____
My Comm. Expires: _____

August 10, 1987

RECEIVED
SEC. OF STATE

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Secretary of State
Pete Cenarrusa
Statehouse
Boise, Idaho 83720
Attn: Corporate Division

Re: McCarroll-Diener Life Agency, Inc.

Dear Sir:

Please be advised that McCarroll-Diener Agency, Inc., hereby consents to the use of the name of McCarroll-Diener Life Agency, Inc., as its corporate name.

Yours very truly,

McCarroll-Diener Agency, Inc.



Mark E. McCarroll

MEM:dja