



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

JAY D. FITCH 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: April 26, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

RECEIVED
JUL 26 PM '94
SECRETARY OF STATE

NAME

1. The name of the corporation is JAY D. FITCH INSURANCE AGENCY, INC.

DURATION

2. The period of it's duration is perpetual.

PURPOSE

3. The purpose or purposes for which this corporation is formed are as follows:

- (a) The purpose of JAY D. FITCH INSURANCE AGENCY, INC., shall be to engage in the business of selling insurance, as an insurance agent, broker, or as otherwise authorized by the insurance laws of Idaho, and/or the business of holding, owning, maintaining, managing, improving, developing, operating, selling, transferring, conveying, leasing, mortgaging, exchanging, or otherwise disposing of or dealing with or in real property, or dealing with or otherwise dealing in any other necessary, lawful, and proper business enterprise, under the designation, name and style of JAY D. FITCH INSURANCE AGENCY, INC. and to perform any acts to accomplish the foregoing purposes; and
- (b) Except as otherwise prohibited by Idaho law, the corporation, in furtherance of it's corporate purposes set forth above, shall have all of the powers necessary and proper for the effectuation of any and all legitimate enterprises of the corporation, subject to any limitations provided by the laws of the State of Idaho.

AUTHORIZED SHARES

4. It shall have authority to issue One Hundred Thousand (100,000) shares, all of one class, at no par value.

REGISTERED AGENT

5. The address of it's initial registered office is 815 Center Avenue, Payette, Idaho 83661, and the name of it's initial registered agent at such address is Barbara S. Fitch.

DIRECTORS

6. The number of directors constituting it's initial Board of Directors is one (1), whose name and address is:

BARBARA S. FITCH
815 CENTER AVENUE
PAYETTE, ID 83661

INCORPORATORS

7. The name and address of each incorporator is as follows:

BARBARA S. FITCH
815 CENTER AVENUE
PAYETTE, ID 83661

DATED this 10th day of April, 1991.

SIGNATURE:


BARBARA S. FITCH

STATE OF IDAHO

)
ss.

County of Payette)

On this 10th day of April, 1991, before me, a Notary Public in and for said State, personally appeared BARBARA S. FITCH, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

Carol A. Manser-Colvert
Notary Public for Idaho
Residing at: Payette, Idaho
My Commission Expires: 1-1-94