

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

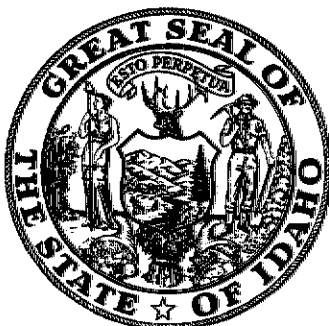
SANDPOINT AGENCY, INC.

File number C 113099

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: December 22, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna S. [Signature]*

DEC 22 8 48 AM '95

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
SANDPOINT AGENCY, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, whose names are hereto affixed, all of whom are bona fide residents of the United States of America, do under and in pursuance of Idaho Code 30-1-1 et seq. as amended, and general corporation laws of said State, hereby organize, constitute and associate ourselves in accordance with these Articles, into a body politic, and corporate for the purposes hereinafter set forth and to that end we execute these Articles of Incorporation, and hereby certify, set forth and declare as follows:

I.

N A M E

The name of the corporation is **SANDPOINT AGENCY, INC.**

II.

P U R P O S E S

The purpose of this organization shall be:

To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this

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corporation and in conformity with the laws of the State of Idaho;

To generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do or perform;

To engage in the listing, purchase, and sale of real estate for the corporation or for customers of the corporation.

To erect, construct, maintain, improve, rebuild, enlarge, alter manage, and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery, and plants, and any and all other structures and erections that may at any time be necessary, useful, or advantageous for the purposes of the corporation.

To act as agent or broker for insurnace companies in soliciting and receiving applications for fire, casualty, plate glass, automobile, truck, and other motor vehicle, boiler, elevator, accident, health burglary, rent, marine, credit, and life insurance, and all other kinds of insurance, collecting premiums, and doing such other business as may be delegated to agents or brokers by such companies and to conduct a general insurance agency and insurance brokerage business.

To sell, assign, convey, exchange, lease, and otherwise deal in and dispose of such real and personal property, lands

buildings, chattels, chattel real, rights, easements, privileges, chose in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of by the corporation under the laws of the State of Idaho.

The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

To do all and every thing necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects and purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

III.

D U R A T I O N

The duration of the corporation is perpetual.

IV.

L O C A T I O N

The location is in Bonner County, Idaho; and the street address of the registered office of the corporation in the State of Idaho is 102 Superior, Sandpoint, Idaho, and the name of the registered agent is Darrell Kerby, at P.O. Box 882, Bonners Ferry, Idaho 83805.

V.

C A P I T A L I Z A T I O N

The total authorized number of par value shares is 2,500. The stock shall be non-assessable, and divided into shares with a par value of \$100.00 per share. The aggregate par value of the total authorized number of par value shares is \$250,000.00.

VI.

R I G H T S A N D R E S T R I C T I O N S O F S H A R E S O F S T O C K

The shares of stock of this corporation shall be all Common in class and each of said shares shall be entitled to one vote, with the owner of said share determined by the name standing on the books of this corporation at the date thirty (30) days prior to the date of the meeting at which a vote will be required, and the relative rights, preferences and restrictions of each of said

shares shall be identical with the relative rights, preferences,
and restrictions of every other of said shares.

VII.

D I R E C T O R S

The corporate powers of this corporation shall be vested in a Board of two (2) directors, unless all of the shares of the corporation are owned beneficially and of record by either one or two shareholders. In such case the number of directors shall be the same as the number of shareholders, to be elected as provided in the By-laws of this corporation. To be a Director, a person must be a shareholder. The powers and duties of the officers of this corporation shall be as prescribed in the By-laws, except that the power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the Board of Directors.

VIII.

I N C O R P O R A T O R S

The Incorporators and temporary Directors of this corporation, together with the number of shares subscribed for by each, are as follows:

<u>NAME & ADDRESS</u>	<u>CLASS</u>	<u>SUBSCRIPTION</u>
Darrell Kerby P.O. Box 882 Bonners Ferry, Idaho 83805	Common	1
Patricia Kerby P.O. Box 882 Bonners Ferry, Idaho 83805	Common	1

DATED this 18 day of December, 1995.

Darrell Kerby
Darrell Kerby

Patricia Kerby
Patricia Kerby

STATE OF IDAHO)
) ss.
County of Boundary)

On this 18th day of December, 1995, before me, the undersigned Notary Public, personally appeared known or **DARRELL KERBY**, identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

Dolores M. Baker
Notary Public for Idaho
Residing at Bonners Ferry
Com. Expires: 12-30-2001

STATE OF IDAHO)
) ss.
County of Boundary)

On this 18th day of December, 1994, before me, the undersigned Notary Public, personally appeared **PATRICIA KERBY**, 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.

Dolores M. Baker
Notary Public for Idaho
Residing at Bonners Ferry
Com. Expires: 12-30-2001