

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

IDAHO FINANCIAL INSURANCE SERVICES, 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 \_\_\_\_\_  
IDAHO FINANCIAL INSURANCE SERVICES, 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 17th, 19 80.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

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ARTICLES OF INCORPORATION  
OF SECRETARY OF  
STATE  
IDAHO FINANCIAL INSURANCE SERVICES, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the Acts amendatory thereof and supplemental thereto, hereby certify as follows:

FIRST

The name of the corporation is IDAHO FINANCIAL INSURANCE SERVICES, INC.

SECOND

The purposes and objects for which the corporation is formed are to engage in financial and insurance services and the transaction of any and/or all business for which corporations may be incorporated under the Idaho Business Corporations Act.

THIRD

The corporation is to have perpetual existence.

FOURTH

The name of the registered agent and the location and post office address of the registered office of the corporation are WHITMAN M. SMITH, JR., 4403 Pasadena, Boise, Idaho, 83705, respectively.

FIFTH

The amount of capital stock of this corporation shall

1 be and is 500 shares of stock of no par value each, which  
2 stock shall not be issued until fully paid for and once so  
3 issued shall be nonassessable.

4  
5 SIXTH

6 The names and post office addresses of the incorporator(s)  
7 and the number of shares subscribed for by each, are as  
8 follows:

9 <u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
10 WHITMAN M. SMITH, JR.	4403 Pasadena Boise, Idaho 83705	125
11 FRANK CHADWICK	Post Office Box 46 Soda Springs, ID 83276	125
12 ROBERT SAUNDERS	Post Office Box 57 Terreton, ID 83450	125
13 MICHAEL G. PIERCE	1305 Tetonia Boise, Idaho 83705	25
14 WALLACE BUZ STOCKING	1120 Blue Lakes Blvd. Twin Falls, ID 83301	100

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16  
17  
18 SEVENTH

19 The private property of the stockholders of the corpora-  
20 tion shall not be subject to the payment of corporate debts  
21 to any extent whatever, and the shares of the corporation  
22 shall not be subject to assessment for the purposes of  
23 paying expenses, conducting business, or paying debts of the  
24 corporation.  
25

26  
27 EIGHTH

28 The numbers of directors of the corporation shall be as  
29 specified in the By-Laws, and such number may from time to  
30 time be increased or decreased in such manner as may be pre-  
31 scribed in the By-Laws, and in accordance with Idaho Code.  
32 In case of any increase in the number of directors, the

1 additional directors may be elected by the directors then in  
2 office, and the directors so elected shall hold office until  
3 the next annual meeting of the stockholders and until their  
4 successors are elected and qualified. The initial Board of  
5 Directors shall be five (5) in number and their name(s) and  
6 address(es) are as follows:

7	<u>NAME</u>	<u>ADDRESSES</u>
8	WHITMAN M. SMITH, JR.	4403 Pasadena Boise, ID 83705
9	FRANK CHADWICK	Post Office Box 46 Soda Springs, ID 83276
10	ROBERT SAUNDERS	Post Office Box 57 Terreton, ID 83450
11	MICHAEL G. PIERCE	1305 Tetonia Boise, ID 83705
12	WALLACE BUZ STOCKING	1120 Blue Lakes Blvd. Twin Falls, ID 83301
13		
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17 NINTH

18 Stockholders of the corporation shall have pre-emptive  
19 and preferential rights of subscription to any shares of  
20 stock of the corporation, whether now or hereafter author-  
21 ized, or to any obligations convertible into stock of the  
22 corporation, or to obligations of the corporation converti-  
23 ble into stock. Any stock or obligations issued by the cor-  
24 poration shall first be offered to the stockholders of the  
25 corporation.

26 TENTH

27 A voluntary sale, lease or exchange of all of the pro-  
28 perty and assets of the corporation, including its good will  
29 and its corporate franchises, may be made by the Board of  
30 Directors upon such terms and conditions as it may deem  
31 expedient for the best interests of the corporation, but  
32

1 only when such act is authorized by the vote of holders of  
2 two-thirds of the voting power of all shareholders.

3  
4 ELEVENTH

5 No contract or other transaction between the corporation  
6 and any other corporation and no act of the corporation  
7 shall in any way be affected or invalidated by the fact that  
8 any of the directors of the corporation are pecuniarily, or  
9 otherwise interested in, or are directors or officers of,  
10 such other corporation, any director individually, or any  
11 firm of which any director may be a member, may be a party  
12 to, or may be pecuniarily or otherwise interested in, any  
13 contract or transaction of the corporation, provided that  
14 the fact that he or such firm is so interested shall be  
15 disclosed or shall have been known to the Board of Directors  
16 or a majority thereof, and any director of the corporation  
17 who is also a director or officer of such other corporation,  
18 or who is so interested, may be counted in determining the  
19 existence of a quorum at any meeting of the Board of Direc-  
20 tors of the corporation which shall authorize any such  
21 contract or any such transaction with like force and effect  
22 as if he were not such director or officer of such other  
23 corporation or not so interested.

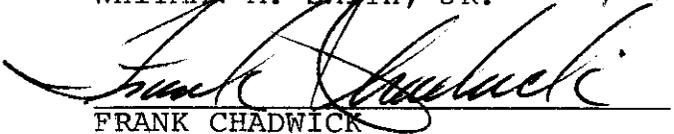
24  
25 TWELFTH

26 The Board of Directors is expressly authorized to  
27 repeal and amend the By-laws of the corporation and to adopt  
28 new By-laws, and the corporation reserves the right to  
29 amend, alter, change or repeal, any provision contained in  
30 these Articles of Incorporation, in the manner now, or  
31 hereafter, prescribed by law, by a majority vote of the  
32 stockholders, represented in person or by proxy, at any

1 annual meeting of the stockholders or at any meeting duly  
2 called for that purpose, except where the laws of the said  
3 State of Idaho otherwise provide.

4 IN WITNESS WHEREOF, for the purpose of forming this  
5 Corporation under the statutes of the State of Idaho, the  
6 undersigned, constituting the incorporator(s) of this  
7 Corporation, have executed these Articles of Incorporation  
8 the 16th day of December, 1980.

9  
10   
11 WHITMAN M. SMITH, JR.

12   
13 FRANK CHADWICK

14   
15 ROBERT SAUNDERS

16   
17 MICHAEL G. PIERCE

18   
19 WALLACE BUZ STOCKING

20 STATE OF IDAHO )  
21 : ss.  
22 County of Ada )

23 On the date as first set forth above, before me, the  
24 undersigned, a Notary Public in and for the said State,  
25 personally appeared WHITMAN M. SMITH, known to me to be the  
26 person whose name is subscribed to the within instrument,  
27 and acknowledged to me that he executed the same.

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

31   
32 Notary Public for Idaho  
Residing at Boise

1 STATE OF IDAHO )  
: ss.  
2 County of Jefferson )

3 On the date as first set forth above, before me, the  
4 undersigned, a Notary Public in and for the said State,  
5 personally appeared FRANK CHADWICK, known to me to be the  
6 person whose name is subscribed to the within instrument,  
7 and acknowledged to me that he executed the same.

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

11  
12  
13 Gloria Aldrick  
14 Notary Public for Idaho  
15 Residing at: Territon, Idaho

16 STATE OF IDAHO )  
: ss.  
17 County of Jefferson )

18 On the date as first set forth above, before me, the  
19 undersigned, a Notary Public in and for the said State,  
20 personally appeared ROBERT SAUNDERS, known to me to be the  
21 person whose name is subscribed to the within instrument,  
22 and acknowledged to me that he executed the same.

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

26  
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28 Gloria Aldrick  
29 Notary Public for Idaho  
30 Residing at: Territon, Idaho

31 STATE OF IDAHO )  
: ss.  
32 County of Ada )

On the date as first set forth above, before me, the  
undersigned, a Notary Public in and for the said State,  
personally appeared MICHAEL G. PIERCE, known to me to be the  
person whose name is subscribed to the within instrument,  
and acknowledged to me that he executed the same.

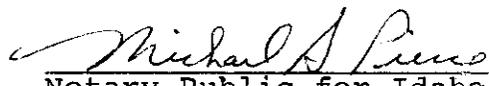
IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal the day and year in this certificate  
first above written.

Ronnie Maherty  
Notary Public for Idaho  
Residing at:

1 STATE OF IDAHO )  
2 County of Ada ) : ss.

3 On the date as first set forth above, before me, the  
4 undersigned, a Notary Public in and for the said State,  
5 personally appeared WALLACE BUZ STOCKING, known to me to be  
6 the person whose name is subscribed to the within instrument,  
7 and acknowledged to me that he executed the same.

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

11   
12 Notary Public for Idaho  
13 Residing at: *Boise*

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