

FILED EFFECTIVE

ARTICLES OF MERGER AND SHARE EXCHANGE OF

CONQUEST INSURANCE SERVICES, INC.

INTO

CONQUEST INSURANCE AGENCY, INC.

2005 JUL -7 AM 8:38  
STATE OF IDAHO

Pursuant to I.C. § 30-1-1101, the corporations described herein, desiring to effect a merger and share exchange to be effective January 1, 2005, set forth the following facts:

ARTICLE I

The name of the surviving corporation is CONQUEST INSURANCE AGENCY, INC.

ARTICLE II

The surviving corporation is a domestic corporation, incorporated in Idaho on June 23, 1983.

ARTICLE III

The name of the nonsurviving corporation is CONQUEST INSURANCE SERVICES, INC.

ARTICLE III

The nonsurviving corporation is a domestic corporation, incorporated in Idaho on September 18, 2000.

ARTICLE IV

The Plan of Merger and Share Exchange, containing the information required by IC §§ 30-1102-3 and 1103-3, is set forth in Exhibit A, which is attached hereto and made a part hereof.

ARTICLE V

The manner of adoption and vote of the surviving corporation was as follows:

The shareholders voted unanimously for the merger and share exchange, and instructed the board of directors to do or cause to be done all such acts and things as they may deem necessary and proper in order to effect the merger and share exchange.

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## ARTICLE VI

The manner of adoption and vote of the nonsurviving corporation was as follows:

The shareholders voted unanimously for the merger and share exchange, and instructed the board of directors to do or cause to be done all such acts and things as they may deem necessary and proper in order to effect the merger and share exchange.

## ARTICLE VII

These Articles of Merger and Share Exchange will be effective upon filing.

In Witness Whereof, the undersigned being the President of the surviving corporation, and the President of the nonsurviving corporation execute these Articles of Merger and Share Exchange and verify, subject to the penalties of perjury, that the statements contained are true this 30<sup>th</sup> day of June, 2005.

CONQUEST INSURANCE AGENCY, INC.

CONQUEST INSURANCE SERVICES, INC.

By: \_\_\_\_\_

James C. Percy, Jr., President

By: \_\_\_\_\_

Julie Percy, President

**FILED EFFECTIVE****PLAN OF MERGER AND SHARE EXCHANGE  
TYPE A REORGANIZATION**

2005 JUL -7 AM 11:32

SECRETARY OF STATE

Agreement made effective the 1<sup>st</sup> day of January, 2005, between **CONQUEST INSURANCE AGENCY, INC.**, a corporation organized and existing under the laws of the State of Idaho, having its principal office at 144 W Bridge, Blackfoot, Idaho, and **CONQUEST INSURANCE SERVICES, INC.**, a corporation organized and existing under the laws of the State of Idaho, having its principal office at 2300 S Main, Suite 1, Pocatello, Idaho.

**RECITALS**

1. The total number of shares of stock which Conquest Insurance Agency, Inc., is authorized to issue is 30,000 shares of par value of \$10 per share. The number of shares issued and outstanding are 6666 2/3, and the number of shares authorized but not issued are 23,333 1/3.
2. The total number of shares of stock which Conquest Insurance Services, Inc., is authorized to issue is 10,000 shares. The number of shares issued and outstanding are 100, and the number of shares authorized but not issued are 9900.
3. The boards of directors of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that Conquest Insurance Services, Inc., be merged into Conquest Insurance Agency, Inc., in accordance with the provisions of Idaho Code Section 30-1-1101, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954.

**SECTION I.  
MERGER**

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

Conquest Insurance Services, Inc., shall merge with and into Conquest Insurance Agency, Inc., which shall be the surviving corporation.

**SECTION II.  
TERMS AND CONDITIONS**

On the effective date of the merger, the separate existence of the nonsurviving corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the nonsurviving corporation without the necessity for any separate transfer. The surviving corporation shall

thereafter be responsible and liable for all liabilities and obligations of the nonsurviving corporation, and neither the rights of creditors nor any liens on the property of the nonsurviving corporation shall be impaired by the merger.

### **SECTION III. EXCHANGE OF SHARES**

The manner and basis of exchange of the shares of the nonsurviving corporation into shares of the surviving corporation is as follows:

1. Each share of the stock of Conquest Insurance Services, Inc., issued and outstanding on the effective date of the merger shall be converted into 2923 shares of the stock of Conquest Insurance Agency, Inc., which shares shall be issued and outstanding.
2. After the effective date of the merger, each holder of certificates for shares of Conquest Insurance Services, Inc., shall surrender them to Conquest Insurance Agency, Inc., or to its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefore certification for shares of stock to which such holder is entitled as provided above.
3. Holders of certificates of stock of the nonsurviving corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder that may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate for his shares in the surviving corporation.

### **SECTION IV. ARTICLES OF INCORPORATION**

The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

### **SECTION V. BYLAWS**

The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

## **SECTION VI. DIRECTORS AND OFFICERS**

The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

## **SECTION VII. LIMITATIONS ON BUSINESS ACTIVITIES**

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

## **SECTION VIII. APPROVAL OF SHAREHOLDERS**

This agreement of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by applicable law at meetings to be held at such time as the boards of directors of the constituent corporations may agree.

## **SECTION IX. EFFECTIVE DATE**

The effective date of this merger shall be the date when a certificate of merger is issued by the Secretary of State of Idaho.

## **SECTION X. ABANDONMENT OF MERGER**

This agreement of merger may be abandoned by action of the board of directors of either the surviving or the nonsurviving corporation at any time prior to the effective date on the happening of either of the following events:

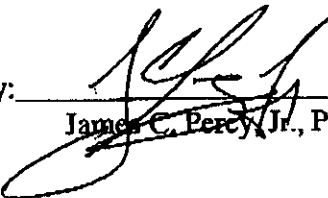
1. If the merger is not approved by the shareholders of either the surviving or the nonsurviving corporation on or before January 1, 2005.
2. If, in the judgment of the board of directors of either the surviving or the nonsurviving corporation, the merger would be impracticable due to the number of dissenting shareholders asserting appraisal rights under applicable state law.

**SECTION XI.  
EXECUTION OF AGREEMENT**

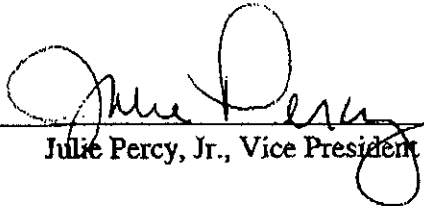
This agreement of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, respectively, pursuant to the authorization of their respective boards of directors to be effective on the date first written above.

CONQUEST INSURANCE AGENCY, INC.

By:   
James C. Percy, Jr., President

CONQUEST INSURANCE AGENCY, INC.

By:   
Julie Percy, Jr., Vice President