

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CANYON 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: January 22, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

Valerie Taylor

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IDAHO SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
CANYON AGENCY, INC.

JAN 22 4 19 PM '93
SECRETARY OF STATE

SECTION I

NAME AND ADDRESS

The name of the corporation shall be Canyon Agency, Inc. The principal place of business and mailing address of the corporation shall be 709 Dearborn Street, P.O. Box 339, Caldwell, Idaho 83606.

SECTION II

PURPOSES

The purposes for which this corporation is formed are as follows:

(1) to act as insurance agents, brokers, and agents for insurance companies in soliciting and receiving applications for life, accident, health, fire, casualty, inland marine, credit, and all other kinds of insurance; to collect premiums and do such other business as may be delegated to agents or brokers by insurance companies; to conduct and carry on a general insurance agency and brokerage business; and generally to transact and carry on all kinds of agency business.

(2) to purchase, hold, and use from time to time, as it may see fit, any shares of its own stock, using for such purpose any part of its surplus; but while this corporation holds the same, it shall not be entitled to vote such stock or receive dividends thereon.

(3) to purchase, hold, acquire, and sell stock in any other corporation or corporations.

(4) to acquire, hold, sell, and dispose of all property, both real and personal, necessary or useful to carry out the objectives herein stated.

(5) to borrow money and execute notes and mortgages therefor and to lend money and take notes and mortgages for repayment of the same;

(6) to acquire real property and personal property for investment purposes and to manage, rent, control, repair, and otherwise deal in real and personal property.

(7) to do all things incident to or connected with any of the aforesaid purposes which might further and aid the purposes and objectives set forth above.

SECTION III

DURATION

The term for which this corporation shall continue in business is perpetual.

SECTION IV

STOCK

The corporation shall have authority to issue One Thousand Five Hundred (1,500) shares of stock, which are to consist of one (1) class only and which shall be without par value.

SECTION V

REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office in the state of Idaho is 709 Dearborn Street, P.O. Box 339, Caldwell, Idaho 83606. The name of the corporation's initial registered agent at such address is Brian E. Henman.

SECTION VI

BOARD OF DIRECTORS

The business of the corporation shall be managed by a board of directors of not less than five (5) nor more than fifteen (15) members, the precise number of members to be determined from time to time in such manner as the bylaws may prescribe. The names and addresses of the persons who are to serve as directors until the first annual meeting of the members or until their successors are elected and qualified are:

George R. Banta Jr.
1407 Everett
Caldwell, ID 83605

Glenn S. Osborn
Box 256
Wilder, ID 83676

James E. Burke
1906 Springbrook Lane
Boise, ID 83706

Perry C. Sutton
Box 25
Ola, ID 83657

Glenn Smith
1408 Allen Street
Boise, ID 83705

Directors shall be elected by the members of the corporation at the annual meeting of members. At the first annual meeting of the members, two (2) directors shall be elected to a term of one (1) year, two (2) shall be elected to a term of (2) years, and two

(2) shall be elected to a term of three (3) years. Thereafter, at the expiration of each director's term, a director shall be elected for a term of three (3) years. In the event the number of directors is changed or the term of the directors is changed in the manner provided by the bylaws, no director shall be elected for a term longer than five (5) years, and the terms of a proportionate number of directors shall expire on the date of each annual meeting of the members of the corporation. As an example, if the number of directors is increased to seven (7) and the term is three (3) years, the terms of two (2) directors will expire in each of two (2) out of three (3) consecutive years, while the terms of the three (3) will expire in the third (3d) year.

The board of directors shall have the power to make, alter, amend, or repeal bylaws, consistent with these articles and the laws of the state of Idaho; to regulate the business and the conduct of the affairs of the corporation; and to create, define, limit, and regulate all company matters.

SECTION VII

INCORPORATOR

The name and address of the incorporator of the corporation is Idaho Mutual Insurance Company, 709 Dearborn Street, P.O. Box 339, Caldwell, Idaho 83606.

SECTION VIII

OFFICERS

The officers of the corporation shall be a president, one (1) or more vice presidents, a secretary, and a treasurer. Provisions respecting election, removal, and duties of officers shall be set forth in the bylaws of the corporation.

SECTION IX

OFFICIAL MEETINGS

All meetings of the board of directors, and of members, shall be held at the principal office of the corporation at 709 Dearborn Street, city of Caldwell, state of Idaho. The board of directors, on due and proper notice, may call such meetings at any other place within or without the state of Idaho. An annual meeting of the members of the corporation shall be held during the first six (6) months of each calendar year, at a date and time to be established in the bylaws. At the annual meeting, the members shall fill all vacancies existing or occurring in the board of directors, receive and consider reports of the corporation's officers as to its affairs, and transact such other business as may properly be brought before it.

DATED this 10 day of ^{November}~~August~~, 1992.


IDAHO MUTUAL INSURANCE COMPANY

By Brian E. Henman
Brian E. Henman, Secretary

STATE OF IDAHO)
 : ss.
County of _____)

On this 10 day of ~~August~~^{November}, 1992, before me, the undersigned Notary Public, in and for said State, personally, appeared Brian E. Henman, 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 last above written.



Notary Public, State of Idaho
Residing at Ada County
My Commission Expires 1/21/95

(SEAL)