

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

~~WESTERN AVIATION INSURANCE CORP., 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 _____
~~WESTERN AVIATION INSURANCE CORP., 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.

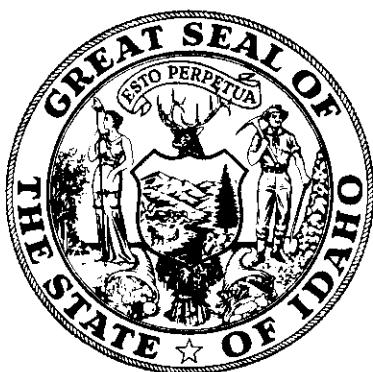
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated November 1, 1971.

Pete Cenarrusa

SECRETARY OF STATE

Corporation Clerk



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~~SECRETARY OF STATE~~
ARTICLES OF INCORPORATION
OF
~~WESTERN AVIATION INSURANCE GROUP, STATE~~

4 KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned
5 all being competent citizens of the United States of America, and
6 all having reached the age of majority, have this day voluntarily
7 associated ourselves together for the purpose of forming a corpora-
8 tion under and pursuant to the laws of the State of Idaho, and we
do hereby certify as follows:

9

I.

10 That the corporate name of this corporation shall be:
11 WESTERN AVIATION INSURANCE GROUP, INC.

12

II.

13 That the purposes and objects for which this corporation
14 are formed are as follows:

15

(a) To operate a brokerage business for acquiring insur-
16 ance coverage for property, life, casualty and disability insurance
17 for businesses and persons.

18

(b) To purchase all inventory and equipment necessary
19 to operate the business.

20

(c) To borrow money for the purpose of this corporation,
21 to issue bonds, notes and debentures and other evidences of indebt-
22 edness therefore, and to secure the same by mortgage or pledge of
23 personal property, including the income of said corporation, or by
24 mortgage of real property, executed in trust or otherwise. All or
25 any portions of the real or personal property of the corporation
26 may be so pledged, mortgaged or hypothecated.

27

(d) To build any and all buildings, or structures, or
28 improve or change any real property owned or leased by said corpora-
29 tion when such action may be necessary or convenient for the conduct
30 of the business of the corporation, or to remove or to waste any and
31 all real property held or leased by the corporation as may become
32 necessary, essential or merely convenient for the conduct of said

nb

1 corporation.

2 (e) To enter into any contract, co-operative agreement,
3 profit sharing plan, retirement plan with its officers and employees
4 as the corporation may deem advantageous or expedient, or enter into
5 any relationship or contract for compensation of said officers or
6 employees, or otherwise to reward or pay such persons for their ser-
7 vices as the Directors may deem fit.

8 (f) To exercise generally the powers customarily exer-
9 cised by business corporations, and particularly to exercise all
10 powers provided by the laws of the State of Idaho, referring more
11 specifically to Section 30-114 of the Idaho Code, in any State in
12 the United States and throughout the world, and also to incorporate
13 or qualify to do business in any State in the United States or any
14 country throughout the world.

15 (g) To carry on any other business, or to do anything
16 in connection with the objects and purposes above mentioned that may
17 be essential, necessary, proper, expedient, or merely convenient for
18 the corporation to accomplish successfully or promote the said ob-
19 jects and purposes of the corporation. The foregoing clauses, by
20 reason of the specific enumeration of powers, shall not be held to
21 restrict the powers of the corporation to do any of the things with-
22 in the purview of its general purposes.

23 III.

24 This corporation shall have perpetual existence.

25 IV.

26 The principal place of business shall be Middleton,
27 Canyon County, Idaho, and the location and mailing address of the
28 registered office in this state shall be 10 North Dewey, Middleton,
29 Idaho 83644. Ben E. Steenson is the registered agent of the same address.

30 V.

31 That the authorized capitalization of this corporation
32 shall be \$25,000.00 and shall consist of one class of two hundred

1 fifty (250) shares of voting no-par class "A" common stock, which
2 shall have a stated value of ONE HUNDRED and NO/100 (\$100.00) DOLLARS
3 per share. The stock of this corporation shall be subject to the
4 following Buy and Sell Agreement.

BUY AND SELL AGREEMENT EFFECTING CORPORATE STOCK

6 In case a Stockholder desires to sell his shares of stock
7 he must first offer them for sale to the remaining Stockholders, it
8 being the intention to give them a preference in the purchase of
9 such shares, and any attempted sale in violation of this provision
10 is null and void.

11 A Stockholder desiring to sell his stock shall file notice
12 in writing of his intention to sell with the Secretary or President
13 of the corporation. The Stockholder and the Secretary, or the
14 President of the corporation should the Secretary and the selling
15 Stockholder be the same person, shall appoint an independent appraiser
16 who shall determine the fair market value of the stock as of the
17 date notice was given. The remaining Shareholders shall then have
18 the option of purchasing said stock at the appraised value.

19 Should the remaining Stockholders fail to notify the
20 selling Shareholder of their intent to purchase and intent to appoint
21 an appraiser within thirty (30) days of seller's notice, seller
22 shall be free to sell his shares without any restrictions. If the
23 remaining Shareholders desire to purchase the offered stock and so
24 notify the seller, the seller's offer shall remain open during the
25 period of appointment and appraisal and allow purchaser reasonable
26 time to arrange financing for the purchase.

27 Terms of sale shall be ten (10%) percent down with the
28 balance due in ten (10) years, payable in equal monthly installments
29 together with accrued interest at the prime bank rate on the date
30 of valuation.

31 VI.

32 The corporate powers of said corporation shall be vested

1 in the Board of Directors, three (3) in number, which may be in-
2 creased or decreased by a majority vote of the Board. The Articles
3 and the By-Laws of this corporation may be amended by a simple maj-
4 ority of the Board, or a simple majority of the Shareholders.

5 VII.

6 Should any provision of these Articles be found to vio-
7 late any state or federal law, the remaining provision shall consti-
8 tute the Articles of Incorporation.

9 VIII.

10 The corporate stock of said corporation, at the date of
11 incorporation, is subscribed as follows:

12 Ben E. Steenson 1 share
13 Richard L. Steenson 1 share
14 Charlotte E. Steenson 1 share
15 Naomi E. Steenson 1 share

16 After an inventory and final accounting showing an exact
17 contribution by all Shareholders, stock will be issued to all parties
18 to reflect said parties' actual equity. The Directors of the Corpor-
19 ation shall authorize the issuance and sale of the two hundred fifty
20 (250) shares of stock of this corporation in an offering not to
21 exceed two (2) years and in a manner which will allow the stock to
22 qualify the resulting Stockholders thereof for tax benefits under
23 Section 1244 of the Internal Revenue Code. There shall be no pre-
24 emptive rights. The Incorporators are as follows, to-wit:

25 Ben E. Steenson
Rt. 5 Sunlight Terrace
Caldwell, Idaho 83605

26 Richard L. Steenson
2090 Center Avenue
27 Payette, Idaho 83661

28 Charlotte E. Steenson
Rt. 5 Sunlight Terrace
29 Caldwell, Idaho 83605

30 Naomi E. Steenson
2090 Center Avenue
31 Payette, Idaho 83661

32 Ben E. Steenson, Richard L. Steenson and Naomi E. Steenson constitute the first
Board of Directors.

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Ben E. Steenson
Ben E. Steenson

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3

Richard L. Steenson
Richard L. Steenson

4

5

Charlotte E. Steenson
Charlotte E. Steenson

6

7

Naomi E. Steenson
Naomi E. Steenson

8

9

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11

12 STATE OF IDAHO)
13 County of Payette) : ss.

14 On this 25 day of October, 1979, before me,
15 the undersigned, a Notary Public in and for said State, personally
16 appeared BEN E. STEENSON and CHARLOTTE E. STEENSON, known to me to
17 be the persons whose names are subscribed to the foregoing Articles
18 of Incorporation, and acknowledged to me that they executed the
19 same.

20 IN WITNESS WHEREOF, I have hereunto set my hand and af-
21 fixed my official seal the day and year in this certificate first
22 above written.

Dwain S. Deel
Notary Public for Idaho
Residing at:

23 STATE OF IDAHO)
24 County of Payette) : ss.

25 On this 25 day of October, 1979, before me,
26 the undersigned, a Notary Public in and for said State, personally
27 appeared RICHARD L. STEENSON and NAOMI E. STEENSON, known to me to
28 be the persons whose names are subscribed to the foregoing Articles
29 of Incorporation, and acknowledged to me that they executed the same.

30 IN WITNESS WHEREOF, I have hereunto set my hand and af-
31 fixed my official seal the day and year in this certificate first
32 above written.

Dwain S. Deel
Notary Public for Idaho
Residing at: