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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

IDAHO INSURANCE COUNSELOR'S FUND, 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 INSURANCE COUNSELOR'S FUND, INC. duly signed pursuant to the provisions of the Idaho Nonprofit 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: March 25, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Sheryl Bellis

ARTICLES OF INCORPORATION

OF

IDAHO INSURANCE COUNSELOR'S FUND, INC.

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SEC. OF STATE

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ARTICLE I

The name by which this corporation shall be known is the **IDAHO INSURANCE COUNSELOR'S FUND, INC.**

ARTICLE II

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, hereby associate ourselves together for the intention of forming a non-profit cooperative association, under the provisions of Chapter 3, Title 30 of the Corporation Laws of the State of Idaho.

ARTICLE III

The duration of this corporation shall be perpetual.

ARTICLE IV

The objectives and purposes for which this corporation is formed are to join together to alleviate the burden of out-of-pocket expenses incurred by Idaho senior volunteers involved in health insurance counseling of their peers. These out-of-pocket expenses shall be reimbursed in accordance to the Bylaws of said corporation. The said **IDAHO INSURANCE COUNSELOR'S FUND, INC.**, will function and be authorized to do business, to enable said corporation to carry out these objectives and purposes, it shall have the power to purchase; to receive gifts and hold the same in trust; to enter into contracts or obligations of any type or kind necessary or proper for the accomplishment of the purposes for which the said corporation is organized, or which shall at any time appear conducive or expedient for the protection or benefit of said corporation or in the furtherance of it's activities, or any of them.

ARTICLE V

The location of this Corporation is in the City of Lewiston, County of NezPerce, State of Idaho. The address of the initial registered office is 1424 Main, Lewiston, Idaho 83501, and the name of the initial registered agent at this address is Heather Dorion.

ARTICLE VI

The corporation shall have the sole responsibility and authority to engage in fund-raising activities, which meet all County and State regulations, and to disburse these funds for purposes stated in objectives and purposes and by the Bylaws of said corporation.

ARTICLE VII

This organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

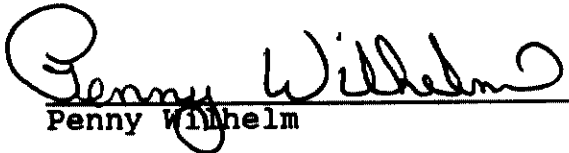
ARTICLE VIII

The affairs of the Corporation shall be managed by its Board of Directors. The provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The members of said corporation shall constitute the Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than eleven (11) individuals. The actual number of directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, other Directors shall be appointed by the board of directors of said Corporation in accordance with subsection (e) of Section 30-314 of the Act.


The Directors shall be residents of the State of Idaho and one director shall be a representative of the State of Idaho

Department of Insurance. There shall be no director who is an active insurance agent. No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors.

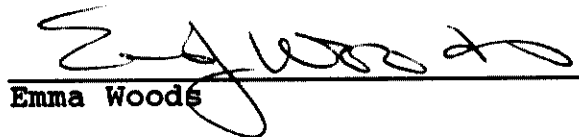
IN WITNESS WHEREOF we have hereunto set our hands this _____ day of _____, 1992. The names and addresses of the persons constituting the initial Board of Directors are:


Penny Wilhelm

Rt. 1 Box 54
Juliaetta, ID. 83535


Heather Dorion

1608 Burrell
Lewiston, ID. 83501


Emma Woods

1209 12th Avenue
Lewiston, ID. 83501