



**CERTIFICATE OF INCORPORATION  
OF**

INLAND EMPIRE PROFESSIONAL ADJUSTERS, 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: **February 1, 1991**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *[Signature]*

**ARTICLES OF INCORPORATION**

**OF**

**INLAND EMPIRE PROFESSIONAL ADJUSTERS, INC.**

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SEC. OF STATE

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The undersigned, acting as Incorporator of a Corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

**I**

The name of the Corporation is INLAND EMPIRE PROFESSIONAL ADJUSTERS, INC.

**II**

The period of duration of this Corporation shall be perpetual.

**III**

The purpose or purposes for which the Corporation is organized are the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

**IV**

The aggregate number of shares the Corporation shall have authority to issue is 10,000 shares, all of which are to be of no par value.

**V**

No stock of the Corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first been offered in writing for sale to each of the other stockholders of the corporation. Regulations as to the procedure

**ARTICLES OF INCORPORATION**

**1.**

and formalities of the offer and sale shall be prescribed by resolution and/or Bylaws of the corporation.

VI

The initial registered agent of the Corporation is JAMES E. ELLISON and the address of the registered agent and of the initial registered office of the Corporation is 2005 Ironwood Parkway, Suite 201, Coeur d'Alene, Idaho 83814.

VII

The fiscal year of the Corporation shall be the calendar year.

VIII

The initial Board of Directors of the Corporation shall exercise all corporate powers and manage the first annual shareholders' meeting, or until their successors be elected and qualify, whichever is later. The names and addresses of the initial Board of Directors are:

James E. Ellison  
P.O. Box 167  
Coeur d'Alene, Idaho 83814

William S. Britton  
2809 Honeysuckle  
Coeur d'Alene, Idaho 83814

IX

The name and address of each incorporator is:

James E. Ellison  
P.O. Box 167  
Coeur d'Alene, Idaho 83814

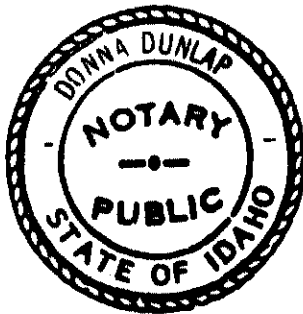
DATED this 29 day of January, 1991.

  
JAMES E. ELLISON, Incorporator

STATE OF IDAHO            )  
                                  ) ss  
County of Kootenai        )

On this 24<sup>th</sup> day of January, 1991, before me, the undersigned Notary Public, personally appeared JAMES E. ELLISON, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

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



*Donna R. Dunlap*  
Notary Public for Idaho  
Residing at: Post Falls  
My Commission expires: 1994