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**ARTICLES OF INCORPORATION**

STATE OF IDAHO

**OF**

**MYERS INSURANCE SERVICES, INC.**

The undersigned, acting as incorporator, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I**

The name of the Corporation shall be MYERS INSURANCE SERVICES, INC.

**ARTICLE II**

The Corporation is to have perpetual existence.

**ARTICLE III**

The purpose for which said Corporation is formed is as follows:

- A. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
- B. To conduct and carry out the business of selling life and health insurance and other types of insurance.
- C. To act as an insurance agency and generally to do everything suitable, proper and conducive to the successful conduct of an insurance agency in all of its branches and departments.

**ARTICLE IV**

The capital stock of the Corporation shall be Ten Thousand (10,000) shares of common stock, without par value. The capital stock of the Corporation shall not be assessable.

**ARTICLE V**

Provisions denying preemptive rights are: None

IDAHO SECRETARY OF STATE  
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## **ARTICLE VI**

The address of the Corporation's initial registered office shall be 3749 S. 5<sup>TH</sup> West, Idaho Falls, Idaho, 83404, and the name of its initial registered agent at such address is Michael L. Myers.

## **ARTICLE VII**

The number of directors constituting the initial board of directors of the Corporation is two (2) and the name and address of each person serving as a director until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Michael L. Myers  
3749 S. 5<sup>th</sup> West  
Idaho Falls, Idaho 83404

Linda Diane Myers  
3749 S. 5<sup>th</sup> West  
Idaho Falls, Idaho 83404

## **ARTICLE VIII**

The name and address of the incorporator is:

Michael L. Myers  
3749 S. 5<sup>th</sup> West  
Idaho Falls, Idaho 83404

## **ARTICLE IX**

Provisions for the regulation of internal affairs of the Corporation are: By-Laws which shall be adopted.

## **ARTICLE X**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnifications rights than the

Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment.)

## ARTICLE XI

No Director shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for : (i) the amount of financial benefit received by the director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

Dated: 3/5/02

Michael L. Myers  
Michael L. Myers, Incorporator

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