

# *State of Idaho*

## **Department of State**

### **CERTIFICATE OF INCORPORATION OF**

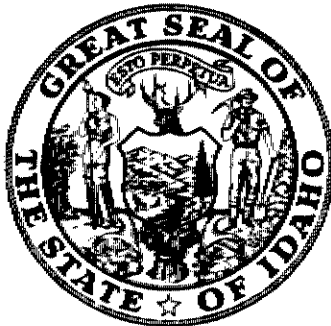
**TCB, INC.**

**File number C 114682**

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: April 24, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Henry Reuter*

APR 21 10 29 AM '96  
APR 21 10 29 AM '96  
ARTICLES OF INCORPORATION  
TCB, Inc.

IDaho SECRETARY OF STATE  
DATE 04/24/1996 0900 57058  
# 2120 CUST# 67088  
CORP  
100.00= 100.00

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The undersigned, for the purpose of forming a corporation under the laws of the State of Idaho and particularly regarding insurance sales, do hereby adopt the following articles of incorporation.

**1. NAME**

The name of the corporation is TCB, Inc.

**2. DURATION**

The period of its duration is perpetual.

**3. PURPOSE**

Its purpose is to transact, franchise and engage in the business of insurance sales as an agent and or agency with agents within the State of Idaho; and to engage in any other trade or business which, in the opinion of the sole shareholder as provided and authorized in the Shareholders' Management Agreement can be advantageously carried on in connection with or auxiliary to providing insurance sales.

**4. SHARES**

It shall have authority to issue 3,000 shares, all in one class, of common stock issued at \$1.00 par value; said stock being further identified as small business stock pursuant to IRSC Section 1244.

**5. REGISTERED OFFICE AND AGENT**

The address of its initial registered office is 546 N. Capital, Idaho Falls, Idaho 83402. The name of its initial registered agent at such address is Thomas C. Bateman.

**6. NO BOARD OF DIRECTORS**

This corporation shall have no board of directors. The corporation shall be managed by its shareholder(s) pursuant to a shareholders' management agreement. Said agreement sets forth the voting and managerial rights of the shareholder(s) as akin to the rights vested in a board of directors of most other corporations. The

shareholders' management agreement specifies who will manage the affairs of the corporation, who will be the executive officer(s) and the vote necessary to approve actions specified in the agreement.

## **7. INCORPORATION**

The name and address of the sole incorporator is:

Thomas C. Bateman, 4370 Williamsburg Lane, Idaho Falls, ID 83404.

## **8. PREEMPTIVE RIGHTS**

The holder(s) of outstanding common shares of the corporation's stock shall, to the extent provided by law, have preemptive rights to acquire unissued shares of stock, whether now or later authorized.

## **9. TRANSFER RESTRICTIONS**

Except as otherwise provided in this section, an interest in the shares of the corporation may not be voluntarily or involuntarily transferred, by operation of law or otherwise.

The prohibition in this section shall not apply to a transfer of an interest in the shares of the corporation:

To the corporation.

Pursuant to any agreement among all of the shareholders.

To any other shareholder.

Approved in writing by all other shareholders.

To any personal representative of a deceased shareholder; but, this exception shall not apply to any heirs of any deceased shareholder. Where a personal representative may also be an heir any such transfer obtains during discharge of the duties and responsibilities as personal representative subject the restrictions and exceptions of this section.

DATED the 16th day of March, 1996

  
Thomas C. Bateman - Incorporator

STATE OF IDAHO            )  
                              : ss  
County of Bonneville)

On this 16th day of March, 1996, before me, a Notary Public in and for said state, personally appeared THOMAS C. BATEMAN, known to me to be the person whose name is subscribed to the foregoing 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 first above written.



Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My commission expires: 3-10-98

( S E A L )