



CERTIFICATE OF INCORPORATION
OF

HOYLE & ASSOCIATES INSURANCE, INC.

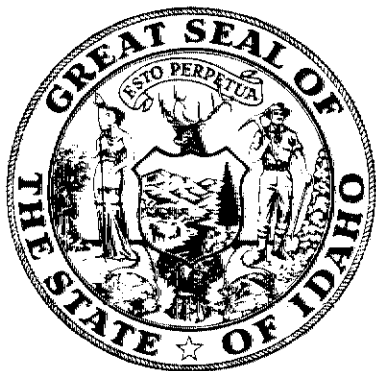
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

HOYLE & ASSOCIATES INSURANCE, 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 July 2, 19 79.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
HOYLE & ASSOCIATES INSURANCE, INC.

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, do hereby and by these Articles of Incorporation form a corporation under the laws of the State of Idaho for the purposes hereinafter stated.

ARTICLE I.

The name of the Corporation is HOYLE & ASSOCIATES INSURANCE, INC.

ARTICLE II.

The period of its duration shall be perpetual.

ARTICLE III.

The purpose for which this Corporation is formed is to engage in the sale and service of insurance, and any and all other lawful business for which corporations may be incorporated according to the laws of the State of Idaho.

ARTICLE IV.

The capital of this Corporation shall be divided into One Thousand (1,000) shares of One Hundred Dollar (\$100.00) par value common stock, for a total authorized capital of One Hundred Thousand Dollars (\$100,000.00).

ARTICLE V.

No holder of shares of the Corporation of any class shall be entitled as of right to subscribe for, purchase, or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, or other securities convertible into stock of any class, and all such additional shares of stock, bonds, debentures or other securities convertible into stock may be issued and disposed of by the Director to such person or persons and on such terms and for such consideration (so far as may be permitted by law) as the Director, in his absolute discretion, may deem advisable.

ARTICLE VI.

There shall be one Director of the Corporation, but this may be altered from time to time by the Bylaws. No Director need be a stockholder, or a resident of the State of Idaho.

ARTICLE VII.

The private property of the stockholders shall not be subject to the payment of Corporate debts to any extent whatever.

ARTICLE VIII.

In furtherance and not in limitation of the powers conferred by statute, the Director is expressly authorized:

- (1) To make, alter or repeal the Bylaws of the Corporation.
- (2) To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.
- (3) To set apart out of any of the funds of the Corporation available for dividends, a reserve or reserves for any proper purpose, and to reduce or abolish any such reserve in the manner in which it was created.
- (4) By Resolution, to designate one or more committees, as may be deemed necessary, to have and exercise the power of the Director in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee, or committees, shall have such name or names as may be stated in the Bylaws of the Corporation, or as may be determined from time to time by Resolution set forth by the Director.
- (5) When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of all the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its Corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, or other securities of, or both, any other corporation or corporations, as the Director shall deem expedient and for the best interests of the Corporation.

ARTICLE IX.

Provided fair disclosure is made, and in the absence of fraud, no contract or other transaction between this Corporation and any other person firm or corporation, or any partnership or association, shall be affected or invalidated by the fact that any Director or officer of this Corporation is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firm, association, or partnership, or is a party to, or is pecuniarily or otherwise interested in such contract or other transaction, or in any way connected with any person or persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; any director so interested may be counted in determining the existence of a quorum at any meeting of the Directors of this Corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other corporation, firm association or partnership. Any Director whose interest in any such contract or transaction arises solely by reason of the fact that he is a stockholder, officer or creditor of such other corporation (or solely by reason of the fact that he is a director of such other corporation or partner in such firm where such dealing, contract or arrangement is made by officers or

employees of the Corporation in the ordinary performance of their duties and without the actual participation of such director) shall not be deemed interested in such contract or other transaction under any of the provisions of this Article, nor shall any such contract or transaction be void or voidable, nor shall any such Director be liable to account because of such interest nor need any such interest be disclosed.

Apart from, and in addition to, the other provisions of this Article, no contract or other transaction between the Corporation and any other corporation or firm which provides for the purchase or sale of securities by such other corporation or firm upon terms not less favorable to the Corporation than offered by such other corporation or firm to others, shall in any case be void or voidable because of the fact that Directors of the Corporation are directors of such other corporation or partners in such firm, nor shall any such Director be deemed interested in such contract or other transaction under any of the provisions of this Article, nor shall any such Directors be liable to account in respect thereof.

No contract or other transaction between the Corporation and any other corporation, at least a majority of the stock of which having voting power is owned or controlled by the Corporation, or which owns or controls at least a majority of the stock having voting power of the Corporation, shall in any case be void or voidable because of the fact that Directors of the Corporation are directors of such other corporation, nor shall any such Director be deemed interested in such contract or other transaction under any of the provisions of this Article, nor shall any such Director be held liable to account because of such interest, nor need any such interest be disclosed.

Any contract or act that shall be approved or ratified by the vote of the holders of a majority of the capital stock of the Corporation having voting power which is represented in person or by proxy at any annual meeting of the stockholders, or at any special meeting called for the purpose, among others, of considering the approval or ratification of the acts of officers or Directors (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation, and upon its stockholders, as though it had been approved or ratified by every stockholder of the Corporation.

ARTICLE X.

The Corporation may indemnify any and all persons who may serve, or who have served at any time, as Directors or officers, or who, at the request of the Director of the Corporation, may serve or at any time have served as directors or officers of another corporation in which the Corporation at such time owned or may own shares of stock, or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been Directors or officers, or a Director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such Director or officer, or former Director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of

his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise.

ARTICLE XI.

Meetings of stockholders may be held outside the State of Idaho, if the Bylaws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Idaho at such place or places as may be designated from time to time by the Director, or in the Bylaws of the Corporation. Election of additional Directors need not be by ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE XII.

The Corporation reserves the right to amend, alter, change or repeal any provision herein contained in the manner now or hereafter prescribed by statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XIII.


The name and place of residence of the Incorporator^{initial director} and the shares of stock subscribed, are as follows:

Rick W. Hoyle, 612 Americana Boulevard, Boise, Idaho, 3 shares

ARTICLE XIV.

The principal place of business of the Corporation shall be 612 Americana Boulevard, Boise, Idaho 83704. *Rick W. Hoyle is agent.*


IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of June, 1979.


RICK W. HOYLE

STATE OF IDAHO)
 : ss.
County of Ada)

On this 27th day of June, 1979, before me, the undersigned, a Notary Public in and for said County and State, personally appeared RICK W. HOYLE, 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 Boise, Idaho