

Department of State.

**CERTIFICATE OF AUTHORITY
OF**

EARL C. NELSON

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **EARL C. NELSON**

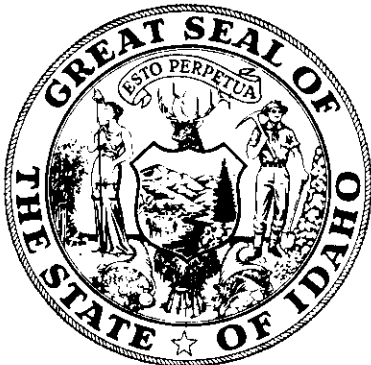
_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to EARL C. NELSON

to transact business in this State under the name EARL C. NELSON

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated June 10, 19 82



Robt. C. Canaranea

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Earl C. Nelson **SECRETARY OF STATE**
2. *The name which it shall use in Idaho is Earl C. Nelson
3. It is incorporated under the laws of California
4. The date of its incorporation is April 15, 1946 and the period of its duration is indefinite
5. The address of its principal office in the state or country under the laws of which it is incorporated is 3450 Wilshire Boulevard, Suite 1010, Los Angeles, CA 90010
6. The address of its proposed registered office in Idaho is Box 1725 Spaulding Building Pocatello, Idaho 83204, and the name of its proposed registered agent in Idaho at that address is Johnson and Olson, Jack Robison, Esq.
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Sales of casualty insurance
8. The names and respective addresses of its directors and officers are: *SEE ATTACHMENT

Name	Office	Address
<u>Stephen L. Way</u>	<u>Director, Treasurer</u>	<u>13403 Northwest Freeway, Suite 200 Houston, Texas 77040</u>
<u>Earl C. Nelson</u>	<u>Director/President</u>	<u>3450 Wilshire Boulevard, Suite 1010 Los Angeles, California 90010</u>
<u>Rosemary Jansen</u>	<u>Vice President</u>	<u>3450 Wilshire Boulevard, Suite 1010 Los Angeles, California 90010</u>
<u>Alverna Taylor</u>	<u>Secretary</u>	<u>3450 Wilshire Blvd., #1010, L.A., CA 90010</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>5000</u>	<u>Common</u>	<u>\$10.00</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
2433.36187	Common	\$10.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 24, 19 82.

By [Signature]

Its President

and [Signature]

Its Secretary

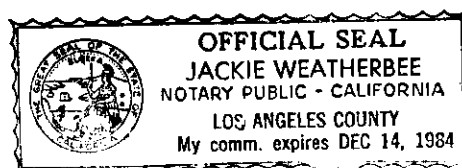
STATE OF California)
COUNTY OF Los Angeles) ss:

I, Jackie Weatherbee, a notary public, do hereby certify that on this 24th day of May, 19 82, personally appeared before me Earl C. Nelson & AlVerna Taylor, who being by me first duly sworn, declared that he is the President and Secretary, respectively of Earl C. Nelson

they that ~~he~~ signed the foregoing document as President and Secretary of the corporation and that the statements therein contained are true.

[Signature]
Notary Public

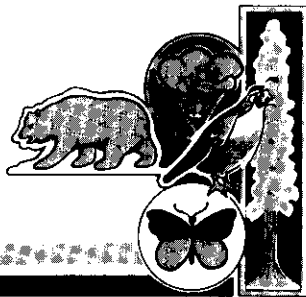
*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



ATTACHMENT

8. The names and respective addresses of its directors and officers are:

William Foudy	Executive Vice President	3450 Wilshire Boulevard Suite 1010 Los Angeles, CA 90010
---------------	--------------------------	--



State of California

OFFICE OF THE SECRETARY OF STATE

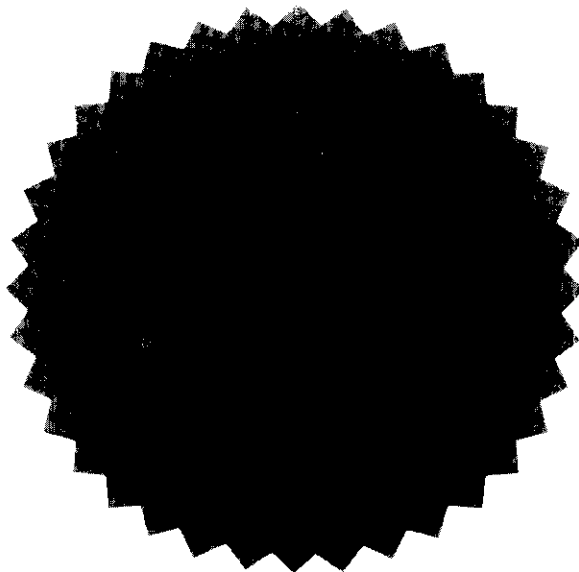
JUN 10 8 30 AM '82
SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

APR 27 1982



March Fong Eu

Secretary of State

ARTICLES OF INCORPORATION

OF

EARL C. NELSON

FILED

In the office of the Secretary of State
of the State of California

APR 15 1946

FRANK J. JORDAN, Secretary of State

By *[Signature]*
Assistant Secretary of State

I.

The name of this corporation is

EARL C. NELSON.

II.

The purposes for which this corporation is formed are:

(a) To engage in the general insurance brokerage and agency business, including the establishment, conducting, carrying on and operating of a general insurance brokerage and agency business, including the representation of insurance companies reciprocals, inter-insurance exchanges, mutual or other forms of insurance organizations, and including the selling as agent and/or broker of all forms of insurance of every kind and nature, and including the representation of prospective purchasers of insurance, to aid them in the selection of, and the placing of, insurance of any and all kinds whatsoever.

(b) To act as an underwriter, insurer, insurance carrier, or attorney-in-fact, and to generally engage in the business of insurance in any and all manners permitted by law.

(c) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation with any person, firm, corporation, private, public or municipal, body politic, any state, territory or municipality of the United States or any foreign government, colony or body politic.

(d) To acquire by purchase, subscription or otherwise held, mortgage, pledge, sell, assign, transfer, exchange or otherwise dispose of shares of the stock of, or voting trust certificates for shares of the stock of, or any bonds or other securities, evidences of indebtedness or obligations created by, any other corporation or corporations.

Restriction of Right
to amend articles

1 organized under the laws of the State of California, or of any
2 state, or of any country, nation or government, and to pay therefor,
3 in whole or in part, with cash or other property or with shares,
4 bonds or other obligations of this corporation, and, while the owner
5 or holder of any such shares, or voting trust certificates for
6 shares, or bonds or other securities or evidences of indebtedness or
7 obligations of any such other corporation or corporations, to possess
8 and exercise in respect thereof all the rights, powers and privileges
9 of ownership, including the right to vote thereon and to consent in
10 respect thereof for any and all purposes.

11 (e) To act as financial, commercial or general agent, other than
12 fiscal or transfer agent, factor or representative, of individuals,
13 partnerships, trustees, associations, joint stock companies,
14 corporations or syndicates, and as such to develop and extend their
15 business and to aid in any of their lawful enterprises, insofar as
16 a corporation organized under the laws of the State of California may
17 lawfully do so; and to the same extent, to manufacture, buy or
18 otherwise acquire, sell or otherwise dispose of, import, export,
19 distribute and deal in, either as principal or agent, goods, wares
20 and merchandise of every kind and description.

21 (f) To promote, aid and assist, financially or otherwise, cor-
22 porations, copartnerships, joint stock companies, syndicates,
23 trustees, associations and individuals to the extent legally per-
24 missible to a corporation organized under the laws of the State of
25 California; and to a like extent to endorse or underwrite the
26 shares, bonds, debentures, notes, securities or other obligations
27 or undertakings of any corporation, copartnership, joint stock
28 company, association, syndicate, trustee or individual, and to
29 guarantee the payment of any dividends on shares, or the principal
30 or interest upon bonds, notes, debentures or other obligations of,
31 or the performance of any contracts by, any corporation, copartner-
32

ship, joint stock company, association, syndicate, or

individual.

(g) To adopt, apply for, obtain, register, purchase, lease or otherwise acquire, and to maintain, protect, hold, use, own, exercise, develop, operate and introduce, and to sell, grant licenses or other rights in respect of, assign or otherwise dispose of or turn to account any trade-marks, trade names, patents, patent rights, copyrights and distinctive marks and rights analogous thereto, and inventions, improvements, processes, formulas and the like, including such thereof as may be covered by, used in connection with, or secured or received under, letters patent of the United States of America or elsewhere, or otherwise, which may be deemed capable of use in connection with the business of this corporation, and to acquire, use, exercise or otherwise turn to account licenses in respect of any such trade-marks, trade names, patents, patent rights, copyrights, inventions, improvements, processes, formulas and the like.

(h) To acquire all or any part of the goodwill, rights, assets and business of any person, firm, association or corporation heretofore or hereafter engaged in any business, in whole or in part, similar to the business of this corporation, and to hold, utilize and in any manner dispose of, the whole or any part of the rights and assets so acquired, and to conduct in any lawful manner the whole or any part of the business thus acquired.

(i) To purchase, lease as lessee, take in exchange or otherwise acquire and to own, hold, develop, operate, sell, assign, transfer, convey, exchange, lease as lessor, mortgage, pledge or otherwise dispose of and encumber, real and personal property of every class and description, and rights and privileges therein, in the State of California and in any or all other states, territories, districts, possessions, colonies and dependencies of the United States of America and in any or all foreign countries, which may be suitable.

or convenient in connection with the business of this corporation.

(j) To borrow or raise moneys for any of the purposes of this corporation without limit as to amount, and from time to time, to issue bonds, debentures, notes or other obligations, secured or unsecured, of this corporation for moneys so borrowed, or in payment for property acquired, or for any of the other objects or purposes of this corporation or in connection with its business; to secure such bonds, debentures, notes and other obligations by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of this corporation, wheresoever situated, acquired or to be acquired, and to pledge, sell or otherwise dispose of any or all of such bonds, debentures, notes and other obligations of this corporation for its corporate purposes.

(k) To aid by loan, guaranty, subsidy or in any other manner whatsoever, insofar as may be permitted by law, any corporation or corporations, organized under the laws of the State of California or of any other state, or of any country, nation or government, any shares or voting trust certificates for shares or bonds or securities or evidences of indebtedness or obligations of which shall be held by or for this corporation, or in which, or in the welfare of which, this corporation shall have any interest, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such shares, voting trust certificates, bonds or other securities or evidences of indebtedness or obligations, and to do any and all acts designed to accomplish any such purpose.

(l) To join and become a party to, and to participate in, any plan or agreement for the reorganization of, or the readjustment of the capital structure of, or for the composition of the creditors, of, any other corporation, shares of which, or voting trust certificates for the shares of which, or bonds or other securities or evidences of indebtedness or obligations created by which, this corporation may

own, hold or be possessed of, or entitled to a beneficial interest in, and to possess, exercise and enjoy any and all rights, powers and privileges, for any purpose under the terms of such plan or agreement, to the same extent that an individual would be entitled to do.

(m) To guarantee the payment of dividends upon, or any sinking fund payments in respect of, any shares, or the payment of the principal of, or interest on, or sinking fund payments in respect of, any bonds or other securities or evidences of indebtedness, or the performance of any contracts, of any other corporation or corporations insofar as, and to the extent that, a guaranty in respect thereof by this corporation may be permitted by law.

(n) In connection with the purchase, lease or other acquisition by this corporation of any property of whatsoever nature, to pay therefor in cash or property or to issue in exchange therefor shares, bonds or other securities or evidences of indebtedness of this corporation, and to assume in connection with any such acquisition any liabilities of any person, firm, association or corporation.

(o) To carry out all or any part of the foregoing objects and purposes as principal, agent, contractor or otherwise, either alone or in conjunction with any person, firm, association or other corporation, and in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, to do such acts and things, and to exercise any and all such powers, as a natural person could lawfully make, perform, do or exercise, provided that the same be not inconsistent with the laws of the State of California.

(p) To conduct its business in all or any of its branches in the State of California and in any or all other states, territories, possessions, colonies and dependencies of the United States of America, and in the District of Columbia, and in any or all foreign

1 countries, and to have one or more offices within and outside of the
2 State of California.

3 (q) To do any and all things necessary, suitable, convenient or proper
4 for, or in connection with, or incidental to, the accomplishment of
5 any of the purposes or attainment of any one or more of the objects
6 herein enumerated, or designed directly or indirectly to promote the
7 interests of this corporation, or to enhance the value of any of its
8 properties; and in general to do any and all things and exercise any
9 and all powers which it may now or hereafter be lawful for the
10 corporation to do or to exercise under the laws of the State of
11 California that may now or hereafter be applicable to this corporation.

12 (r) The business or purpose of this corporation is, from time to
13 time and at any time, to do one or more of the acts and things
14 herein set forth, and to have all the powers, rights and privileges
15 now or hereafter conferred by the laws of the State of California
16 upon corporations organized under the general laws of California
17 authorizing the formation of corporations, provided, however,
18 that nothing herein contained shall be deemed to authorize this
19 corporation to construct, hold, maintain or operate within the
20 State of California urban railroads, or interurban or street
21 railways or telephone lines, or to carry on within said state,
22 the business of a gas, electric, steam, heat or power company,
23 or to carry on within said state any other public utility business.

24 (s) The objects specified herein shall, except as otherwise
25 expressed, be in no way limited or restricted by reference to or
26 inference from the terms of any other clause or paragraph of
27 these Articles. The objects, purposes and powers specified in
28 each of the clauses or paragraphs in these Articles shall be
29 regarded as independent objects, purposes or powers.

30 The foregoing shall be construed as objects and powers,
31 and the enumeration thereof shall not be held to limit or restrict
32

1 in any manner the general powers now or hereafter conferred on
2 this corporation by the laws of the State of California.

3
4 III.

5 The county in the State of California where the
6 principal office for the transaction of the business of this
7 corporation is to be located is Los Angeles County.

8 IV.

9 This corporation is authorized to issue only one class
10 of shares of stock; the total number of said shares shall be five
11 thousand (5,000); the aggregate par value of said shares shall be
12 Fifty Thousand Dollars (\$50,000.00); the par value of each of said
13 shares shall be Ten Dollars (\$10.00).

14 V.

15 No distinction shall exist between the shares of this
16 corporation or the holders thereof.

17 VI.

18 The names and addresses of the persons who are to act in
19 the capacity of directors until the selection of their successors are
20 as follows:

21	EARL C. NELSON	621 South Hope Street, Los Angeles 14, California.
22	EARL C. NELSON, JR.	621 South Hope Street, Los Angeles 14, California.
23	I. HENRY HARRIS, JR.	548 South Spring Street, Los Angeles 13, California.

24 The number of directors shall be three (3).

25 The number of persons named above shall constitute the
26 number of directors of the corporation until changed by an amendment
27 to the by-laws increasing or decreasing the number of directors as
28 may be desired.

29 VII.

30 (a) The shares of stock of this corporation are non-assessable.

State of California

County of San Diego

ss.

On this 10 day of April, A.D. 1920 before me

a Notary Public in and for the State of California, and there personally appeared

(as proved to me on the oath of _____)

to be the person whose name is subscribed to the foregoing instrument, and

he acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this _____ day of _____, 1920.

Notary Public for the State of California.

(b) No sale, lease, conveyance, transfer, exchange or other disposition (except by way of hypothecation) of all, or substantially all, of the assets of this corporation shall be made unless approved by the vote, or written consent of the shareholders entitled to exercise two-thirds (2/3rds) of the voting power of this corporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the first directors of this corporation, have executed these Articles of Incorporation this 11th day of April, 1946.

Earl C. Nelson
EARL C. NELSON

Earl C. Nelson, Jr.
EARL C. NELSON, JR.

Henry H. Harris
H. H. HARRIS, JR.

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } ss.

On this 11th day of April, 1946, before me, ATALA M. CARTER, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared EARL C. NELSON, EARL C. NELSON, JR., ~~and Henry H. Harris, Jr.~~ known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

Atala M. Carter
Notary Public in and for said
County and State.
My Comm. Expires June 1, 1947