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State of Idaho

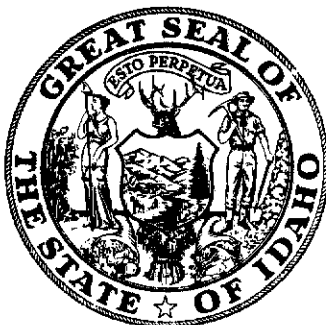
Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of GEORGE MILEY INSURANCE, INC., an Idaho corporation into WOOD RIVER INSURANCE ASSOCIATES, INC., 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 merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: March 14, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

ARTICLES OF MERGER

PURSUANT to the Idaho Business Corporation Act, all the shareholders and all the directors of George Miley Insurance, Inc., and Wood River Insurance Associates, Inc., hereby adopt the following Articles of Merger of the two corporation:

1. **PLAN OF MERGER.** George Miley Insurance, Inc., and Wood River Insurance Associates, Inc., both Idaho Corporations in good standing, hereby merge and the surviving entity shall be Wood River Insurance Associates, Inc.

2. REPRESENTATIONS REGARDING EACH CORPORATION.

a. The number of shares outstanding of each of the corporations is: George Miley Insurance, Inc., 500 shares, all of one class; Wood River Insurance Associates, Inc., 10,000 shares, all of one class.

b. The vote of the shareholders of each of the corporations is not required by virtue of subsection (d) of § 30-1-73, Idaho Code.

3. **SHAREHOLDER APPROVAL.** Shareholder approval of the merger of these two corporations has been obtained. All of the shares of each of the corporations have voted in favor of the plan of merger. No class of shares are entitled to vote as a class.

Dated this 16 day of DECEMBER, 1994.

WOOD RIVER INSURANCE ASSOCIATES, INC.

BY [Signature]
President

By Jayne L Roberts
Secretary

GEORGE MILEY INSURANCE, INC.

BY [Signature]
President

By Jayne L Roberts
Secretary

IDAH0 SECRETARY OF STATE

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State of Idaho)
) ss.
County of Blaine)

GEORGE MILEY, being first duly sworn on oath, deposes
and states:

That I am the President of Wood River Associates, Inc., that
I have read the foregoing Articles of Merger, know the contents
thereof, and believe the same to be true to the best of my
knowledge and belief.

George Miley

State of Idaho)
) ss.
County of Blaine)

GEORGE MILEY, being first duly sworn on oath, deposes
and states:

That I am the President of George Miley Insurance, Inc., that
I have read the foregoing Articles of Merger, know the contents
thereof, and believe the same to be true to the best of my
knowledge and belief.

George Miley

STATE OF IDAHO)
) ss.
County of Blaine)

On this 16 day of DECEMBER, 1994, before me, the
undersigned, a Notary Public in and for said State, personally
appeared GEORGE MILEY, President of Wood River
Associates, Inc., and known to me to be the person whose name is
subscribed to the within instrument and acknowledged to me that
he subscribed the same on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal on the day and year first above written.

(seal)

Sharon Reynolds
NOTARY PUBLIC for Idaho
Residing at Hailey, Id
Commission Expires 3-23-98

STATE OF IDAHO

County of Blaine

)
) ss.
)

On this 16 day of ^{DECEMBER} ~~November~~, 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared GEORGE MILEY, President of George Miley Insurance, Inc., and known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he subscribed the same on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

(seal)

Shaune Reynolds
NOTARY PUBLIC for Idaho
Residing at Hailey, Id
Commission Expires 3-23-98