



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

GRANGE FINANCIAL SERVICES, INC.

was filed in the office of the Secretary of State on the **fifteenth** day of **March** **A.D.**, One Thousand Nine Hundred **seventy-three** and will be duly recorded on ~~film~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

Perpetual Existence from the date hereof, with its registered office in this State located at **Nampa, Idaho** in the County of **Canyon**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **15th** day of **March**, **A.D. 73**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

GRANGE FINANCIAL SERVICES, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, at least two-thirds of whom are citizens of the United States, and of full legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify in writing:

I.

The named of said Corporation shall be GRANGE FINANCIAL SERVICES, INC.

II.

The objects and purposes for which the Corporation is formed are:

- A. To conduct and carry on one, any or all of the following general businesses:
 1. To own, manage and/or develop real or personal property of every kind and nature and to mortgage the same from time to time.
 2. To own, manage or lease office equipment, including computers and data processing equipment, and to provide any actuarial, computer, data processing, accounting, claims, collections and administrative services.
 3. To lend money, on either real or personal property; to act as escrow agent; to buy and sell contracts for the sale of real and personal property and to discount the same; to purchase leases on real or personal property and manage and operate the same.
 4. To buy, sell, trade, or otherwise negotiate, stocks, bonds and mortgages on either real or personal property, including authority to deal in puts and calls, straddles, and establish and administer margin accounts for both stocks and bonds.

5. To engage in the business of or act as a securities broker-dealer, in the purchase and sale of stocks and/or bonds purchased by this corporation, including authority to deal in puts and calls, straddles, and establish and administer margin accounts for both stocks and bonds.
6. To render financial and investment counseling services and to act as an investment advisor and principal underwriter or investment advisor or principal underwriter of a management company or companies, including the management of mutual funds and the purchase and sale thereof, and registering as such under the Investment Companies Act of 1940.
7. To function as a general agency or broker for casualty and life insurance sales; to establish agencies therefor and manage and operate the same, within or without the State of Idaho; to finance agents of an insurer; to finance premium payments on policies of insurance or annuities; to make policy loans and take assignments of policies as security for such loans.
8. To enter into partnerships, joint ventures or any other arrangements for sharing costs and profits, union of interest or reciprocal concessions in any business which the Corporation is authorized to carry on, so as to directly or indirectly benefit the Corporation.
9. To do any or all of the acts herein set forth as principal, agent, contractor, trustee or otherwise, alone or jointly with natural persons or any legal entity, within or without the State of

Idaho, and to have one or more offices and places of business out of the State of Idaho.

10. To enter into any other business incidental to, connected with, or similar to the business set forth hereinabove.
11. To purchase its own stock and to enter it upon its books as treasury stock or to cancel it or reissue it and in general to deal and trade in its own stock.
12. To do any and all things that may be necessary or pertinent in connection with any of the foregoing objectives, and to do all acts permitted by the foregoing and by I.C. 30-114, and all laws amendatory thereof or supplemental thereto, and all of such other acts as are necessary and expedient to accomplish any of the foregoing.

III.

The duration of this Corporation and the term of its existence is perpetual.

IV.

The address of the registered office of the Corporation in the State of Idaho is:

1316-12th Ave. Rd., Nampa, Idaho
83651

V.

The authorized capital of the Corporation and the aggregate number of shares of capital stock and the class and par value thereof which the Corporation shall have authority to allot is as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>	<u>AUTHORIZED CAPITAL</u>
Common	200	\$1,000.00	\$200,000.00

VI.

Each share entitles its holder to one vote without preference. The capital stock shall be non-assessable, and the private property of the stockholders of the Corporation shall not be subject to the payment of the debts or liabilities of the Corporation. Registered owners of the capital stock shall be entitled to receive dividends out of funds, property or other capital stock legally available for the payment of dividends, when and if payment of the same is authorized and declared by the Board of Directors.

VII.

No shareholder shall have any pre-emptive or similar right to purchase or subscribe for any shares of stock or any securities convertible into stock of the Corporation.

VIII.

The names and the post office addresses of the incorporators of the Corporation and the number of shares subscribed by each is as follows:

<u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>
Raymond Warner	709 Central Midland Blvd. Nampa, Idaho 83651	1
Elvin C. Fogelman	216 N. Gem, Nampa, Idaho, 83651	1
Elisabeth Snyder	1320 W Flamingo Ave., Nampa, Idaho 83651	1

IX.

An annual meeting of the stockholders shall be held each calendar year at a time and place as specified in the By-Laws of the Corporation, as amended from time to time, for the purpose of electing directors for the ensuing year and for the transaction of such other business that may properly come before such meeting. Special meetings of the stockholders may be called and held in such manner as provided in the By-Laws of the Corporation.

X.

The number of Directors of the Corporation shall be three, the number of Directors may be increased by the shareholders at any regular meeting or at any special meeting of which notice of such purpose is given.

XI.

One-half of all allotted and issued shares entitled to vote at any stockholders' meeting shall constitute a quorum for the purpose of transacting all business, with a majority vote of the quorum being necessary to adopt any resolution or approve any action.

XII.

Shares pledged shall be voted by the registered owner and not by the pledgee. Shares of the Corporation's stock held by it as fiduciary trustee shall be voted by the President of the Corporation, subject to the directions of the Board of Directors.

XIII.

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors by their majority vote. The directors shall not make or alter any By-Laws fixing their qualifications, classifications, term of office or compensation. The board of directors shall be, and they hereby are, authorized to determine the value of any property or considerations, other than money, which is offered, tendered or paid for corporate stock.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 14th day of March, 1973.

Raymond Warner
Raymond Warner

Elvin C. Fogelman
Elvin C. Fogelman

Elisabeth Snyder
Elisabeth Snyder

STATE OF IDAHO)
 : ss.
County of Canyon)

On this 14th day of March, 1973, before
me, the undersigned, a Notary Public in and for the State of
Idaho, personally appeared RAYMOND WARNER, ELVIN C. FOGELMAN and
ELISABETH SNYDER, known to me to be the persons whose names are
subscribed to the within instrument, and acknowledged to me that
they 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.


Richard A. Warner

Notary Public for the State of
Idaho, residing at Nampa, Idaho.