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**ARTICLES OF INCORPORATION
OF
IDAHO INSURANCE AGENTS ALLIANCE, INC.**

SECRETARY OF STATE
STATE OF IDAHO

1. Name. The name of the corporation is Idaho Insurance Agents Alliance, Inc. (the "Corporation").
2. Authorized shares. The aggregate number of shares the Corporation is authorized to issue shall be One Thousand (1,000), all of which shall be common voting stock.
3. Registered office and agent. The registered office of the Corporation is 929 N. Main Street, Meridian, Idaho 83642, and its registered agent at that address is James A. Fullinwider.
4. Incorporator. The name of the incorporator is Michael T. Spink, and the incorporator's address is 251 E. Front Street, Suite 200, Boise, Idaho 83702.
5. Term of Existence. The term of existence of the Corporation is and shall be perpetual.
6. Voting Entitlement of Shares.
 - (1) Except as provided in sections 2 and 4 of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.
 - (2) The Corporation is not entitled to vote treasury shares. The shares of the Corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and the Corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.
 - (3) Section 2 of this Article does not limit the power of the Corporation to vote any share, including its own shares, held by the Corporation in a fiduciary capacity.
 - (4) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.
7. Corporate Purpose. The purpose for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
8. Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the Corporation's Board of Directors. The number of directors constituting the initial Board of Directors shall be a minimum of one (1) with a maximum of three (3), and the names and address of the persons to serve as the Board of Directors until the first annual meeting of shareholder(s), or until a successor is elected and qualified, is:

<u>Name</u>	<u>Address</u>
James A. Fullinwider	929 N. Main Street, Meridian, ID 83642
Stephanie A. Barnes	929 N. Main Street, Meridian, ID 83642

IDAHO SECRETARY OF STATE
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9. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.

10. Terms of Classes or Series of Shares Determined by Board. The Board of Directors may determine, in whole or in part, the preferences, limitations and relative rights, within the limits of Idaho Code § 30-1-601, of (a) any class of shares before the issuance of any shares of that class or (b) one (1) or more series within a class before the issuance of any shares of that series. Each series must have preferences, limitations and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, with those of other series of the same class. Before issuing any shares of a class or series created under this section, the Corporation shall deliver to the Idaho Secretary of State for filing articles of amendment, which are effective without shareholder action, that set forth the information required by Idaho Code § 30-1-602.

11. Preemptive Rights. The Corporation elects to have preemptive rights.

12. Indemnification. The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

13. Limitation of Liability. No director shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (a) the amount of a financial benefit received by a director to which he is not entitled; (b) an intentional infliction of harm on the Corporation or the shareholders; (c) a violation of Idaho Code § 30-1-833; or (d) an intentional violation of criminal law.

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation, effective the 3rd day of March, 2011.



Michael T. Spink, Incorporator

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**SECRETARY OF STATE
STATE OF IDAHO**

STATEMENT OF CONVERSION

CONVERTING ENTITY: Idaho Insurance Agents Alliance, LLC, an Idaho limited liability company.

CONVERTED ENTITY: Idaho Insurance Agents Alliance, Inc., an Idaho corporation.

EFFECTIVE DATE: Upon filing with the Idaho Secretary of State.

LEGAL COMPLIANCE: The Plan of Conversion was approved in accordance with Idaho Code Section 30-18-401, *et seq.*

PUBLIC ORGANIC DOCUMENT: A copy of the Articles of Incorporation for the Converted Entity, Idaho Insurance Agents Alliance, Inc., is attached hereto as **Exhibit A.**

This Statement of Conversion is dated this 31st day of March, 2011, by all of the Members of Idaho Insurance Agents Alliance, LLC, an Idaho limited liability company.


James A. Fullinwider


Stephanie A. Barnes

STATEMENT OF CONVERSION

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EXHIBIT A

**Copy of Articles of Incorporation
of Idaho Insurance Agents Alliance, Inc.**

(See attached hereto.)