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**ARTICLES OF RESTATEMENT OF THE ARTICLES OF  
INCORPORATION OF GF&C HOLDING COMPANY**

SECRETARY OF STATE  
STATE OF IDAHO

THE UNDERSIGNED, for the purpose of amending and restating the Articles of Incorporation of the Corporation and all amendments thereto and restatements thereof, pursuant to Title 30, Chapter 1 of the Idaho Code, does hereby certify to the following:

1. The name of the Corporation is **GF&C Holding Company**.
2. The text of the Second Amended and Restated Articles of Incorporation ("Restated Articles") is attached.
3. The Restated Articles consolidate into a single document all amendments, including certain amendments included in the Restated Articles.
4. The amendments in the Restated Articles include the following:
  - a. Voting rights for various classes and series of stock have been clarified.
  - b. The number of authorized Series One Preferred Voting shares has been increased from 500,000 to 2,000,000.
  - c. The number of authorized Series One Preferred Non-Voting shares has been increased from 500,000 to 2,000,000.
  - d. A provision eliminating director liability has been added pursuant to Idaho Code §30-1-202(2)(d).
5. The Restated Articles were duly recommended by the Corporation's Board of Directors as of March 11, 2005, and were duly approved by the Corporation's shareholders as of March 25, 2005 in the manner required by the Idaho Business Corporation Act and by the Corporation's articles of incorporation.

DATED as of 25 March 2005.

GF&C HOLDING COMPANY

By: Andrew. Crandall  
Daniel W. Crandall, President

By: Alan Reed Taylor  
Alan Reed Taylor, Secretary

IDAHO SECRETARY OF STATE  
03/25/2005 05:00  
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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of  
GF&C Holding Company**

Pursuant to Section 30-1-1007 of the Idaho Business Corporation Act ("the Act"), the undersigned corporation adopts the following Restated Articles of Incorporation; which restate and supersede in their entirety all prior amendments to and restatements of the Corporation's articles of incorporation.

**Article 1:** The name of the corporation is GF&C Holding Company.

**Article 2:** The aggregate number of shares of stock which the Corporation shall have authority to issue shall be One Hundred Million (100,000,000) shares of stock consisting of:

- (1) Forty Million (40,000,000) shares of voting stock, no par value (the "Common Voting Stock");
- (2) Twenty Million (20,000,000) shares of non-voting stock, no par value (the "Common Non-Voting Stock");
- (3) Twenty Million (20,000,000) shares of Common A voting stock, no par value (the "Common A Voting Stock"); and
- (4) Twenty Million (20,000,000) shares of Common A non-voting stock, no par value (the "Common A Non-Voting Stock").

The preferences, privileges, and restrictions granted to or imposed upon the Common Voting Stock, the Common Non-Voting Stock, the Common A Voting Stock, the Common A Non-Voting Stock, and the holders thereof are as follows:

**2.1      Common Voting Stock**

A. Forty Million (40,000,000) of the shares that the Corporation has authority to issue constitute a separate and single class of voting shares known as Common Voting Stock, which shall be without par value, shall not be issued in series, and shall have the same preferences, limitations and relative rights. The acquisition or ownership or beneficial ownership of outstanding shares of the Corporation shall be restricted so that except as may be otherwise authorized by the Board of Directors, no one person who is deemed by the Corporation to be an insurance broker, shall exercise control, directly or indirectly of ten percent (10%) or more of the issued and outstanding voting shares of the Corporation at any time.

1. Voting Rights. The holders of Common Voting Stock have the right to cast one vote for each duly authorized, issued and outstanding share of Common Voting Stock held by them upon each question or matter submitted generally to the holders of voting shares of the

Corporation. This grant of general voting power to the holders of Common Voting Stock is not intended to negate or otherwise affect the statutory rights of such holders to vote in separate voting groups under certain circumstances set forth in the Act.

2. Dividends. Subject to the rights of the Common A Voting Stock, Common A Non-Voting Stock, and Common Non-Voting Stock issued and outstanding, dividends may be paid to the holders of Common Voting Stock issued and outstanding, as and when declared by the Corporation's Board of Directors, out of any funds, property or securities of the Corporation legally available therefor.

3. Liquidation. Subject to the rights of the Common A Voting Stock, Common A Non-Voting Stock, and Common Non-Voting Stock issued and outstanding, the holders of the Common Voting Stock issued and outstanding shall be entitled to share equally, on a share-for-share basis in any liquidation, dissolution or winding up of the Corporation.

4. Conversion. The holders of shares of issued and outstanding Common Voting Stock shall have conditional conversion rights as follows:

(a) *Limited Right to Convert.* Each issued and outstanding share of Common Voting Stock shall be convertible, at the option of the holder thereof and only with the express concurrence of the Board of Directors of the Corporation, at any time after the date of issuance of such share into one (1) fully paid and non-assessable share of Common Non-Voting Stock.

(b) *Mechanics of Conversion.* Before any holder of Common Voting Stock may convert the same into Common Non-Voting Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of this Corporation, and shall give written notice to this Corporation at its principal corporate office, of the request to convert the same and shall state therein the name or names in which the certificate or certificates for Common Non-Voting Stock are to be issued. If approved by the Board, the Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Common Voting Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Non-Voting Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Common Voting Stock to be converted, and the person or persons entitled to receive the Common Non-Voting Stock issuable

upon such conversion shall be treated for all purposes as the record holder or holders of such Common Non-Voting Stock as of such date.

(c) *Conversion Adjustment.* In the event the Corporation should at any time or from time to time fix a record date for the effectuation of a split or subdivision of the outstanding Common Non-Voting Stock then, as of such record date (or the date of such dividend distribution, split), the conversion rate of the Common Voting Stock shall be appropriately adjusted so that the number of shares of Common Non-Voting Stock issuable on conversion of each share shall be increased or decreased in proportion to such increase or decrease of the aggregate Common Non-Voting Stock outstanding.

(d) *Reservation of Stock Issuable Upon Conversion.* This Corporation shall reserve and keep available out of its authorized but unissued Common Non-Voting Stock, solely for the purpose of effecting the conversion of the shares of the Common Voting Stock, such number of its Common Non-Voting Stock as it deems from time to time sufficient to effect the conversion of the outstanding shares of Common Voting Stock likely to be converted.

## **2.2 Common Non-Voting Stock**

A. Twenty Million (20,000,000) of the shares that the Corporation has authority to issue constitute a separate and single class of shares known as Common Non-Voting Stock, which may be issued in one or more series. The Board of Directors of the Corporation is vested with authority pursuant to Section 30-1-602 of the Act, as the same may be amended, to determine and state the designations and the preferences, limitations, and relative rights, if any, of each such series by the adoption and filing in accordance with the Act, before the issuance of any shares of such series, of an amendment or amendments to these Articles determining the terms of such series, which amendment need not be approved by the shareholders or the holders of any class or series of shares except as provided by law (a "Common Non-Voting Stock Amendment"). All shares of Common Non-Voting Stock of the same series shall be identical with each other in all respects. The holders of shares of Common Non-Voting Stock have no right to vote except as may be required under the Act. The holders of a series of Common Non-Voting Stock shall have such other rights, if any, as may have been provided for such series in a "Common Non-Voting Stock Amendment."

B. The first series of Common Non-Voting Stock shall be designated "Series One Common Non-Voting Stock" and shall consist of Ten Million (10,000,000) shares. The holders of shares of Series One Common Non-Voting

Stock shall be entitled to the following rights and preferences and subject to the following restrictions:

1. Voting Rights. The holders of the Series One Common Non-Voting Stock shall possess no voting rights. This denial of voting power to the holders of Series One Common Non-Voting Stock is not intended to negate or otherwise affect the statutory rights of such holders to vote in separate voting groups under certain circumstances set forth in the Act.

2. Dividends. Subject to the rights of the Common A Voting Stock and Common A Non-Voting Stock, the holders of issued and outstanding shares of Series One Common Non-Voting Stock shall be entitled to receive dividends, out of any assets legally available therefor, equally with the holders of issued and outstanding shares of Common Voting Stock and subject of this Corporation.

3. Liquidation. In the event of any liquidation, dissolution or winding up of this Corporation, either voluntary or involuntary, subject to the rights of the Common A Voting Stock, Common A Non-Voting Stock, and any other series of Common Non-Voting Stock that may from time to time come into existence, the holders of shares of issued and outstanding Series One Common Non-Voting Stock shall be entitled to receive, equally with holders of shares of issued and outstanding Common Voting Stock, by reason of their ownership thereof, any distribution resulting from such liquidation, dissolution or winding up.

4. Conversion. The holders of shares of issued and outstanding Series One Common Non-Voting Stock shall have conditional conversion rights as follows:

(a) *Limited Right to Convert.* Each issued and outstanding share of Series One Common Non-Voting Stock may be converted, at the option of the holder thereof and only with the express concurrence of the Board of Directors of the Corporation, at any time after the date of issuance of such share into one (1) fully paid and non-assessable share of Common Voting Stock. Provided, however, that no conversion will be permitted except as may be otherwise authorized by the Board of Directors, if such conversion would result in the said holder thereof owning or controlling ten percent (10%) or more of the issued and outstanding Common Voting Stock of the Corporation and if, in the sole discretion of the Corporation, said holder thereof would also be deemed an insurance broker.

(b) *Mechanics of Conversion.* Before any holder of Series One Common Non-Voting Stock may convert the same into Common Voting Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of this Corporation, and shall give written notice to this Corporation at its principal corporate office, of the request to convert the same and shall state therein the name or names in which the certificate or certificates for Common Voting Stock are to be issued. If approved by the Board, the Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Common Non-Voting Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Voting Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series One Common Non-Voting Stock to be converted, and the person or persons entitled to receive the Common Voting Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Common Voting Stock as of such date.

(c) *Conversion Adjustment.* In the event the Corporation should at any time or from time to time fix a record date for the effectuation of a split or subdivision of the outstanding Common Voting Stock then, as of such record date (or the date of such dividend distribution, split), the conversion rate of the Series One Common Non-Voting Stock shall be appropriately adjusted so that the number of shares of Common Voting Stock issuable on conversion of each share of such series shall be increased or decreased in proportion to such increase or decrease of the aggregate Common Voting Stock outstanding.

(d) *Reservation of Stock Issuable Upon Conversion.* This Corporation shall at all times reserve and keep available out of its authorized but unissued Common Voting Stock, solely for the purpose of effecting the conversion of the shares of the Series One Common Non-Voting Stock, such number of its Common Voting Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series One Common Non-Voting Stock likely to be converted.

### **2.3 Common A Voting Stock**

A. Twenty Million (20,000,000) of the shares that the Corporation has authority to issue constitute a separate and single class of shares known as Common A Voting Stock, which may be issued in one or more series. The Board

of Directors of the Corporation is vested with authority pursuant to Section 30-1-602 of the Act, as the same may be amended, to determine and state the designations and the preferences, limitations, and relative rights, if any, of each such series by the adoption and filing in accordance with the Act, before the issuance of any shares of such series, of an amendment or amendments to these Articles determining the terms of such series, which amendment need not be approved by the shareholders or the holders of any class or series of shares except as provided by law (a "Common A Voting Stock Amendment"). All shares of Common A Voting Stock of the same series shall be identical with each other in all respects. The holders of shares of Common A Voting Stock have the right to vote as described hereafter. The holders of a series of Common A Voting Stock shall have such other rights, if any, as may have been provided for such series in a "Common A Voting Stock Amendment." The acquisition or ownership or beneficial ownership of Common A Voting Stock of the Corporation shall be restricted so that except as may be otherwise authorized by the Board of Directors, no one person who is deemed by the Corporation to be an insurance broker, shall exercise control, directly or indirectly of ten percent (10%) or more of the issued and outstanding Common A Voting Stock of the Corporation at any time.

B. The first series of Common A Voting Stock shall be designated "Series One Preferred Voting Stock" and shall consist of Two Million (2,000,000) shares. The holders of shares of Series One Preferred Voting Stock shall be entitled to the following rights and preferences and subject to the following restrictions:

1. Voting Rights. The holders of Series One Preferred Voting Stock shall have the right to cast one vote for each duly authorized, issued and outstanding share of Series One Preferred Voting Stock held by them upon each question or matter submitted generally to the holders of voting shares of the Corporation. This grant of general voting power to the holders of Series One Preferred Voting Stock is not intended to negate or otherwise affect the statutory rights of such holders to vote in separate voting groups under certain circumstances set forth in the Act.

2. Dividends. Through December 31, 2013, holders of Series One Preferred Voting Stock are entitled to receive, in parity with holders of Series One Preferred Non-Voting Stock and in preference and prior to any dividend or other distribution to holders of issued and outstanding shares of Common Voting Stock or Common Non-Voting Stock, annual cumulative dividends payable quarterly out of legally available funds if, as and when declared by the Board of Directors at an annual rate of 10% of the original purchase price of \$6.00 per share. In the event dividends are not paid in cash quarterly, the dividend payment will be paid in additional shares of Series One Preferred Voting Stock or Series One Preferred Non-Voting Stock accruing at the rate of 15% of the original purchase price of \$6.00 per share compounded annually. Beginning January 1, 2014,

holders of Series One Preferred Voting Stock are entitled to receive, in parity with the holders of Series One Preferred Non-Voting Stock and in preference and prior to any dividend or other distribution to holders of issued and outstanding shares of Common Voting Stock or Common Non-Voting Stock, annual cumulative dividends payable quarterly out of legally available funds if, as and when determined by the Board of Directors at an annual rate of 15% of the original purchase price of \$6.00 per share. In the event dividends are not paid in cash quarterly from and after January 1, 2014, the dividend payment will be paid in additional shares of Series One Preferred Voting Stock or Series One Preferred Non-Voting Stock accruing at the rate of 20% of the original purchase price of \$6.00 per share compounded annually.

3. Liquidation. In the event of any liquidation (including, without limitation, any sale of all or substantially all of the Corporation's assets), dissolution or winding up of this Corporation, either voluntary or involuntary, the holders of shares of issued and outstanding Series One Preferred Voting Stock shall be entitled to be paid in respect of each such share of Series One Preferred Voting Stock, out of the assets of the Corporation, in preference and prior to any distribution to holders of shares of issued and outstanding Common Voting Stock and/or Common Non-Voting Stock of the Corporation and in parity with holders of shares of issued and outstanding Series One Preferred Non-Voting Stock, the Series One Conversion Price (determined as provided below) plus all accumulated and unpaid dividends thereon.

4. Conversion. Shares of issued and outstanding Series One Preferred Voting Stock shall be convertible as follows:

(a) *Optional Limited Right to Convert.* Any issued and outstanding shares of Series One Preferred Voting Stock may be converted, without payment of additional consideration, at the option of the holder thereof, at any time after the date of issuance of such shares, into such number of fully paid and non-assessable shares of Series One Preferred Non-Voting Stock or Common Voting Stock (as specified by such holder in the conversion notice delivered to the Corporation) as is equal to the product obtained by multiplying the Series One Conversion Rate then in effect (determined as provided below) by the number of shares of Series One Preferred Voting Stock being converted. Provided, however, that except as may be otherwise authorized by the Board of Directors, no conversion to Common Voting Stock will be permitted if such conversion would result in the holder thereof owning or controlling ten percent (10%) or more of the issued and outstanding shares of voting stock of the Corporation and if, in the sole discretion of the Corporation, the holder thereof would also be deemed an insurance broker.

(b) *Automatic Conversion.* Upon the occurrence of any of the following events, each share of Series One Preferred Voting Stock shall automatically be converted into such number of fully paid and non-assessable shares of Common Voting Stock as is equal to the product obtained by multiplying the Series One Conversion Rate then in effect (determined as provided in Section 2.3B(4)(c) below) by the number of shares of Series One Preferred Voting Stock being converted. Any such automatic conversion of the Series One Preferred Voting Stock shall be deemed to have occurred immediately prior to the effective date of such event without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation:

(i) the closing of the Corporation's initial firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended (the "Securities Act"), covering the offer and sale of Common Voting Stock of the Corporation to the public by a nationally recognized underwriter, at a price per share of at least one hundred fifty percent (150%) of the Series One Conversion Price and from which the gross proceeds to the Corporation (before deduction of underwriting discounts, commissions, fees and expenses) equal or exceed Ten Million Dollars (\$10,000,000).

(ii) any consolidation or merger of the Corporation with or into any other entity or person, or any other corporate reorganization, in which the stockholders of the Corporation immediately prior to such consolidation, merger or reorganization own less than fifty percent (50%) of the Corporation's voting power immediately after such consolidation, merger or reorganization, or any transaction or series of related transaction in which in excess of fifty percent (50%) of the Corporation's voting power is transferred.

(iii) the affirmative vote or consent of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the outstanding shares of the Series One Preferred Voting Stock and the Series One Preferred Non-Voting Stock, voting together as a single class.

(c) *Conversion Rate and Conversion Price.* The "Series One Original Price" is \$6.00 per share. The "Series One Conversion Rate" at any given time is the quotient obtained by dividing the Series One Original Price by the Series One Conversion Price then in effect. The initial Series One Conversion Price is the Series One Original Price. The Series One Conversion Price shall be adjusted from time to time in accordance with Section 2.3B(4)(e) and (f) below. All references to the

Series One Conversion Price shall mean the Series One Conversion Price as so adjusted.

(d) *Mechanics of Conversion.* Before any holder of Series One Preferred Voting Stock may convert such stock into Series One Preferred Non-Voting Stock or Common Voting Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of this Corporation, and shall give written notice to this Corporation at its principal corporate office, of the request to convert such stock and shall state therein the name or names in which the certificate or certificates for Series One Preferred Non-Voting Stock or Common Voting Stock are to be issued. If approved by the Board, the Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series One Preferred Voting Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Series One Preferred Non-Voting Stock or Common Voting Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series One Preferred Voting Stock to be converted, and the person or persons entitled to receive the Series One Preferred Non-Voting Stock or Common Voting Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Series One Preferred Non-Voting Stock or Common Voting Stock as of such date.

(e) *Conversion Price Adjustment.* In the event the Corporation should at any time or from time to time effectuate a stock dividend or a split, subdivision, reverse split or combination (each, a "Stock Change") of the outstanding Series One Preferred Voting Stock, Series One Preferred Non-Voting Stock, Common Voting Stock, or Common Non-Voting Stock, or other reorganization or recapitalization of the Corporation, then, as of the record date (or the effective date if no record date is set by the Board) of such Stock Change, the Series One Conversion Price for conversion of the Series One Preferred Voting Stock shall be appropriately adjusted, effective as of such record or effective date, by decreasing or increasing the Series One Conversion Price in effect immediately prior to such Stock Change in proportion to such increase or decrease of the aggregate Series One Preferred Voting Stock, Series One Preferred Non-Voting Stock, Common Voting Stock or Common Non-Voting Stock outstanding as a result of such Stock Change.

(f) *Dilutive Issuance.* Upon the occurrence of a Dilutive Issuance, the Series One Conversion Price shall thereafter be the price at which the Corporation's securities are issued in such Dilutive Issuance. "Dilutive Issuance" means the issuance of (i) any Common Voting Stock or Common Non-Voting Stock at a price lower than the then current Series One Conversion Price, (ii) any warrants, options or other rights to

acquire Common Voting Stock or Common Non-Voting Stock (other than any options or warrants outstanding on the date of this Amendment of the Corporation's Amended and Restated Articles of Incorporation and any stock issued hereafter under any employee stock option or other compensation plan now existing or hereafter adopted by the Board of Directors) with an exercise price lower than the then current Series One Conversion Price, or (iii) any securities convertible into Common Voting Stock or Common Non-Voting Stock (other than any convertible stock or convertible notes outstanding on the date of this Amendment of the Corporation's Amended and Restated Articles of Incorporation) at a conversion price lower than the then current Series One Conversion Price.

(g) *Business Judgment.* The Board of Directors shall have the ultimate authority to determine, in the exercise of its business judgment, the adjustment in the Series One Conversion Price that is appropriate under the circumstances.

(h) *Reservation of Stock Issuable Upon Conversion.* This Corporation shall at all times reserve and keep available out of its authorized but unissued Preferred Non-Voting Stock and Common Voting Stock, solely for the purpose of effecting the conversion of the shares of the Series One Preferred Voting Stock, such number of its Preferred Non-Voting Stock or Common Voting Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series One Preferred Voting Stock.

## 2.4 Common A Non-Voting Stock

A. Twenty Million (20,000,000) of the shares that the Corporation has authority to issue constitute a separate and single class of shares known as Common A Non-Voting Stock, which may be issued in one or more series. The Board of Directors of the Corporation is vested with authority pursuant to Section 30-1-602 of the Act, as the same may be amended, to determine and state the designations and the preferences, limitations, and relative rights, if any, of each such series by the adoption and filing in accordance with the Act, before the issuance of any shares of such series, of an amendment or amendments to these Articles determining the terms of such series, which amendment need not be approved by the shareholders or the holders of any class or series of shares except as provided by law (a "Common A Non-Voting Stock Amendment"). All shares of Common A Non-Voting Stock of the same series shall be identical with each other in all respects. The holders of shares of Common A Non-Voting Stock have no right to vote except as may be required under the Act. The holders of a series of Common A Non-Voting Stock shall have such other rights, if any, as may have been provided for such series in a "Common A Non-Voting Stock Amendment."

B. The first series of Common A Non-Voting Stock shall be designated "Series One Preferred Non-Voting Stock" and shall consist of Two

Million (2,000,000) shares. The holders of shares of Series One Preferred Non-Voting Stock shall be entitled to the following rights and preferences and subject to the following restrictions:

1. Voting Rights. The holders of the Series One Preferred Non-Voting Stock shall possess no voting rights. This denial of voting power to the holders of Series One Preferred Non-Voting Stock is not intended to negate or otherwise affect the statutory rights of such holders to vote in separate voting groups under certain circumstances set forth in the Act.

2. Dividends. Through December 31, 2013, holders of Series One Preferred Non-Voting Stock are entitled to receive, in parity with holders of Series One Preferred Voting Stock and in preference and prior to any dividend or other distribution to holders of issued and outstanding shares of Common Voting Stock or Common Non-Voting Stock, annual cumulative dividends payable quarterly out of legally available funds if, as and when declared by the Board of Directors at an annual rate of 10% of the original purchase price of \$6.00 per share. In the event dividends are not paid in cash quarterly, the dividend payment will be paid in additional shares of Series One Preferred Non-Voting Stock accruing at the rate of 15% of the original purchase price of \$6.00 per share compounded annually. Beginning January 1, 2014 holders of Series One Preferred Non-Voting Stock are entitled to receive, in parity with the holders of Series One Preferred Voting Stock and in preference and prior to any dividend or other distribution to holders of issued and outstanding shares of Common Voting Stock or Common Non-Voting Stock, annual cumulative dividends payable quarterly out of legally available funds if, as and when determined by the Board of Directors at an annual rate of 15% of the original purchase price of \$6.00 per share. In the event dividends are not paid in cash quarterly from and after January 1, 2014, the dividend payment will be paid in additional shares of Series One Preferred Non-Voting Stock accruing at the rate of 20% of the original purchase price of \$6.00 per share compounded annually.

3. Liquidation. In the event of any liquidation (including, without limitation, any sale of all or substantially all of the Corporation's assets), dissolution or winding up of this Corporation, either voluntary or involuntary, the holders of shares of issued and outstanding Series One Preferred Non-Voting Stock shall be entitled to be paid in respect of each such share of Series One Preferred Non-Voting Stock, out of the assets of the Corporation, in preference and prior to any distribution to holders of issued and outstanding shares of Common Voting Stock and/or Common Non-Voting Stock of the Corporation and in parity with holders of issued and outstanding shares of Series One Preferred Voting Stock, the Series One Conversion Price plus all accumulated and unpaid dividends thereon.

4. Conversion. Shares of issued and outstanding Series One Preferred Non-Voting Stock shall be convertible as follows:

(a) *Optional Limited Right to Convert.* Any issued and outstanding shares of Series One Preferred Non-Voting Stock may be converted, without payment of additional consideration, at the option of the holder thereof, at any time after the date of issuance of such shares, into that number of fully paid and non-assessable shares of Series One Preferred Voting Stock or Common Non-Voting Stock (as specified by such holder in the conversion notice delivered to the Corporation) as is equal to the product obtained by multiplying the Series One Conversion Rate then in effect (determined as provided below) by the number of shares of Series One Preferred Non-Voting Stock being converted. Provided, however, that except as may be otherwise authorized by the Board of Directors, no conversion will be permitted if such conversion would result in the said holder thereof owning or controlling ten percent (10%) or more of the issued and outstanding shares of voting stock of the Corporation and if, in the sole discretion of the Corporation, said holder thereof would also be deemed an insurance broker.

(b) *Automatic Conversion.* Upon the occurrence of any of the following events, each share of Series One Preferred Non-Voting Stock shall automatically be converted into such number of fully paid and non-assessable shares of Common Non-Voting Stock as is equal to the product obtained by multiplying the Series One Conversion Rate then in effect (determined as provided in Section 2.4B(4)(c) below) by the number of shares of Series One Preferred Non-Voting Stock being converted. Any such automatic conversion of the Series One Preferred Non-Voting Stock shall be deemed to have occurred immediately prior to the effective date of such event without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation:

(i) the closing of the Corporation's initial firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended (the "Securities Act"), covering the offer and sale of Common Voting Stock of the Corporation to the public by a nationally recognized underwriter, at a price per share of at least one hundred fifty percent (150%) of the Series One Conversion Price and from which the gross proceeds to the Corporation (before deduction of underwriting discounts, commissions, fees and expenses) equal or exceed Ten Million Dollars (\$10,000,000).

(ii) any consolidation or merger of the Corporation with or into any other entity or person, or any other corporate reorganization, in which the stockholders of the Corporation immediately prior to such consolidation, merger or reorganization own less than fifty percent (50%) of the Corporation's voting power immediately after such consolidation, merger or reorganization, or any transaction or series of related transaction in which in excess of fifty percent (50%) of the Corporation's voting power is transferred.

(iii) the affirmative vote or consent of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the outstanding shares of the Series One Preferred Voting Stock and the Series One Preferred Non-Voting Stock, voting together as a single class.

(c) *Conversion Rate and Conversion Price.* The "Series One Original Price" is \$6.00 per share. The "Series One Conversion Rate" at any given time is the quotient obtained by dividing the Series One Original Price by the Series One Conversion Price then in effect. The initial Series One Conversion Price is the Series One Original Price. The Series One Conversion Price shall be adjusted from time to time in accordance with Section 2.4B(4)(e) and (f) below. All references to the Series One Conversion Price shall mean the Series One Conversion Price as so adjusted.

(d) *Mechanics of Conversion.* Before any holder of Series One Preferred Non-Voting Stock may convert such Stock into Series One Preferred Voting Stock or Common Non-Voting Stock he shall surrender the certificate or certificates therefor, duly endorsed, at the office of this Corporation, and shall give written notice to this Corporation at its principal corporate office, of the request to convert such stock and shall state therein the name or names in which the certificate or certificates for Series One Preferred Voting Stock or Common Non-Voting Stock are to be issued. If approved by the Board, the Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series One Preferred Non-Voting Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Series One Preferred Voting Stock, Common Voting Stock, or Common Non-Voting Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series One Preferred Non-Voting Stock to be converted, and the person or

persons entitled to receive the Series One Preferred Voting Stock or Common Non-Voting Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Series One Preferred Voting Stock or Common Non-Voting Stock as of such date.

(e) *Conversion Adjustment.* In the event the Corporation should at any time or from time to time effectuate a Stock Change, then, as of the record date (or the effective date if no record date is set by the Board) of such Stock Change, the Series One Conversion Price for conversion of the Series One Preferred Non-Voting Stock shall be appropriately adjusted, effective as of such record or effective date, by decreasing or increasing the Series One Conversion Price in effect immediately prior to such Stock Change in proportion to such increase or decrease of the aggregate Series One Preferred Non-Voting Stock, Series One Preferred Voting Stock, Common Voting Stock, or Common Non-Voting Stock outstanding as a result of such Stock Change.

(f) *Dilutive Issuance.* Upon the occurrence of a Dilutive Issuance, the Series One Conversion Price shall thereafter be the price at which the Corporation's securities are issued in such Dilutive Issuance. "Dilutive Issuance" means the issuance of (i) any Common Voting Stock or Common Non-Voting Stock at a price lower than the then current Series One Conversion Price, (ii) any warrants, options or other rights to acquire Common Voting Stock or Common Non-Voting Stock (other than any options or warrants outstanding on the date of this Amendment of the Corporation's Amended and Restated Articles of Incorporation and any stock issued hereafter under any employee stock option or other compensation plan now existing or hereafter adopted by the Board of Directors) with an exercise price lower than the then current Series One Conversion Price, or (iii) any securities convertible into Common Voting Stock or Common Non-Voting Stock (other than any convertible stock or convertible notes outstanding on the date of this Amendment of the Corporation's Amended and Restated Articles of Incorporation) at a conversion price lower than the then current Series One Conversion Price.

(g) *Business Judgment.* The Board of Directors shall have the ultimate authority to determine, in the exercise of its business judgment, the adjustment in the Series One Conversion Price that is appropriate under the circumstances.

(h) *Reservation of Stock Issuable Upon Conversion.* This Corporation shall at all times reserve and keep available out

of its authorized but unissued Series One Preferred Voting Stock and Common Non-Voting Stock, solely for the purpose of effecting the conversion of the shares of the Series One Preferred Non-Voting Stock, such number of its Series One Preferred Voting Stock and Common Non-Voting Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series One Preferred Non-Voting Stock.

**Article 3:** The street address of the registered office is 2710 Sunrise Rim Road, Boise, Idaho 83705 and the registered agent as such address is Daniel W. Crandall.

**Article 4:** The name and address of the original incorporator is: Daniel W. Crandall, 2073 Ridgecrest Drive, Boise, Idaho 83712.

**Article 5:** The mailing address of the Corporation is 2710 Sunrise Rim Road, Suite 100, Boise, Idaho 83705.

**Article 6:** The purpose for which the Corporation is organized is to engage in any lawful business for which corporations may be incorporated under the Act.

**Article 7:** The Board of Directors shall consist of at least five (5) but not more than fifteen (15) directors as may be provided by the Bylaws.

**Article 8:** A director of this Corporation shall not be personally liable to this Corporation or its shareholders for money damages, and the Corporation shall indemnify such director against liability (as defined in Idaho Code § 30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for 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. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

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