



CERTIFICATE OF INCORPORATION
OF

EDUCATORS FINANCIAL ASSURANCE, INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: ~~September~~ 22, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Walter J. Clark*

ARTICLES OF INCORPORATION
OF
EDUCATORS FINANCIAL ASSURANCE,
INCORPORATED

SEP 22 10 18 AM '88
SECRETARY OF STATE

I, the undersigned, being a natural person, more than twenty-one years of age, acting as incorporator in order to organize and establish a corporation under and pursuant to the Idaho Code, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

Educators Financial Assurance, Incorporated.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purpose for which the corporation is organized are as follows:
To engage in any kind of commercial, industrial or mercantile enterprise, including in particular but not by way of limitation the providing, through representing lawful companies, plans of insurance, and/or services, to the general public, employer groups, employee groups and/or arrangement of association of such groups of all types and descriptions, and do all things incidental thereto, with all powers now or hereafter conferred by Idaho Corporation Law.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is twenty thousand (20,000) shares of common stock of the par value of one dollar (\$1.00) per share.

The corporation shall have the right by appropriate action to impose restrictions upon the transfer of any shares of its common stock, or any interest therein, from time to time issued, provided that such restrictions as may from time to time be so imposed or notice of the substance thereof shall be set forth upon the face or back of the certificates representing such shares of common stock.

ARTICLE V

The Board of Directors is authorized to accept subscription and issue twenty thousand (20,000) shares of common stock at a price up to two dollars (\$2.00) per share. The exact amount and date of issuance to be established by the Board of Directors, to be paid in money, other property and/or labor. The maximum amount to be received by the corporation in consideration of the stock to be issued pursuant to this plan shall be forty thousand (\$40,000). This authorization shall expire within two (2) years after the adoption of the Articles. The Board of Directors' authorization to accept subscription and issue shares of common stock must be in accordance with codes of the Internal Revenue Service and the State of Idaho.

ARTICLE VI

Post Plan Issuances. Subject to any preemptive rights provided in the Articles, any stock not issued under the initial plan and any stock authorized in excess of the initial shares authorized may be issued by the Board of Directors from time to time for such consideration in labor, service, money or property as may be fixed by the Board of Directors.

ARTICLE VII

Fully paid nonassessable: No stock shall be issued for less than par nor until fully paid. After fully paying for their shares the shareholders shall not be liable for any further cost or assessment.

ARTICLE VIII

Preemptive Rights: Shareholders shall have a preemptive right to acquire unissued shares of this corporation.

ARTICLE IX

Surrender for Cancellation: The corporation may redeem for cancellation a portion or all of the shares held by less than all of the shareholders upon such terms and conditions as may be approved by the affirmative vote of the holders of two-thirds (2/3) of the shares of each class of shares entitled to vote thereon. In order to obtain the necessary vote on the redemption and cancellation of shares, authorized herein, the corporation shall follow the procedure to amend the ARTICLES OF INCORPORATION as presently in the Idaho Code.

ARTICLE X

Limitation on Transfers: No stock in this corporation shall be transferred to any person contrary to the provisions of any agreement than in effect among a part or all of the shareholders and the corporation. The corporation shall not be liable for any prohibited transfer it had no notice of the agreement prior to the transfer.

ARTICLE XI

Personal Liability: The property of shareholders of the corporation shall not be subject to the payment of debts of this corporation except for unpaid stock subscription.

ARTICLE XII

The address of the initial registered office of the corporation is 4696 Overland Road, Suite 421, Boise, Idaho, and the name of the initial registered agent of the corporation is Jack Leo Dancer.

ARTICLE XIII

The initial Board of Directors of the corporation shall consist of two (2) members.

The names and addresses of the persons who are to serve as directors of the corporation until the First Annual Meeting of Shareholders, or until their successors shall be elected and shall qualify, are as follows:

Jack Leo Dancer
716 Shayne Drive
Boise, Idaho 83705

Rosemary Dancer
716 Shayne Drive
Boise, Idaho 83705

ARTICLE XIV

The names and addresses of the incorporator of the corporation is as follows:

Jack Leo Dancer
716 Shayne Drive
Boise, Idaho 83705

ARTICLE XV

All of the powers of the corporation, except to the extent that they may be these Articles of Incorporation or by law be reserved to the shareholders of the corporation, are hereby conferred upon the Board of Directors of the corporation.

ARTICLE XVI

In the absence of fraud, no contract or other transaction between the corporation and any other corporation, association, firm, individual, or other entity shall be affected or invalidated in any way by the fact that any director or officer of the corporation is personally interested in such contract or other transaction, nor shall any director or officer be liable to account to the corporation for any profit made by him or through any such contract or transaction.

ARTICLE XVII

The corporation reserves the right to amend, alter, change, or repeal any provision contained in, or to add any provision to, its Articles of Incorporation from time to time, in any manner now or hereafter prescribed or permitted by the Idaho Corporation Code, and all rights

ARTICLE XVII, cont'd.

and powers conferred upon officers, directors, and shareholders by these Articles of Incorporation are granted subject to this reservation.

ARTICLE XVIII

The corporation shall elect to be taxed as Subchapter S Corporation under the Internal Revenue Code. The corporation shall only authorize and issue one class of stock (voting common).

No stockholder shall do any act (including sale or transfer of such stockholder's stock) which shall contravene or revoke the corporation's election to be taxed as a Subchapter S corporation. IN WITNESS WHEREOF, I the undersigned, being all of the incorporators designated in Article XIV of the annexed and foregoing Articles of Incorporation, have executed said Articles of Incorporation on the 22 day of September, 1988.

Sept 22 1988 Jack Leo Danner