

FILED/EFFECTIVE

FOURTH ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION

of

GF&C Holding Company

AUG 1 12 29 PM '01

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the Idaho Business Corporation Act, the undersigned corporation adopts the following Fourth Articles of Amendment to its Articles of Incorporation:

First: The name of the corporation is GF&C Holding Company ("Corporation").

Second: The following amendments to the Articles of Incorporation were recommended by the Corporation's Directors and adopted by the Corporation's Shareholders effective on the date set forth below in the manner prescribed by the Idaho Business Corporation Act ("Act"):

A. Article 2 is hereby amended to read in its entirety as follows:

"Article 2.

The aggregate number of shares of stock which the Corporation shall have authority to issue shall be Fifty Million (50,000,000) shares of stock consisting of:

(1) Thirty Million (30,000,000) shares of voting stock, no par value (the "Common Voting Stock"); and

(2) Twenty Million (20,000,000) shares of non voting stock, no par value (the "Common Non-Voting Stock").

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

1. Common Voting Stock

A. Thirty Million (30,000,000) 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 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. Such holders 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 shares of the Corporation in respect of which, under the Act, voting by class or by series is not required. Additionally, the holders of shares of Common Voting Stock have the right, voting separately by class, to cast one vote for each duly authorized, issued and outstanding share of Common Voting Stock held by them

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upon each question or matter in respect of which, under the Act, such holders are entitled to vote by class.

B. Dividends. Subject to the rights of the 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.

C. Liquidation. Subject to the rights of the 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.

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 A Common Non-Voting Stock" and shall consist of Ten Million (10,000,000) shares. The holders of shares of Series A Common Non-Voting Stock shall be entitled to the following rights and preferences and subject to the following restrictions:

1. Dividend Provisions. The holders of issued and outstanding shares of Series A 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 of this Corporation.

2. Liquidation. In the event of any liquidation, dissolution or winding up of this Corporation, either voluntary or involuntary, subject to the rights of series of Common Non-Voting Stock that may from time to time come into existence, the holders of shares of issued and outstanding Series A 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.

3. Conversion. The holders of shares of issued and outstanding Series A Common Non-Voting Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) *Right to Convert.* Each issued and outstanding share of Series A Common Non-Voting Stock shall be convertible, at the option of the holder thereof, 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 if, in the sole discretion of the Corporation, it is determined that 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 by the Department of Insurance of the state of domicile of the Corporation's subsidiary, General Fire & Casualty Company.

(b) *Mechanics of Conversion.* Before any holder of Series A Common Non-Voting Stock shall be entitled to 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 election 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. 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 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 A 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 A 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 A 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 A Common Non-Voting Stock.

4. Voting Rights. Except as may be required by the Act the holders of the Series A Common Non-Voting Stock shall possess no voting rights."

Third: These Fourth Articles of Amendment to the Articles of Incorporation were duly recommended by the Corporation's Board of Directors as of April 27, 2001.

Fourth: These Fourth Articles of Amendment to the Articles of Incorporation were duly approved by the Corporation's shareholders as of June 7, 2001.

The number of shares outstanding, the designation and number of outstanding shares of each class entitled to vote on the amendments, and the number of shares indisputably represented for such vote were as follows:

<u>Designation of class</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Represented</u>	<u>Number of Shares in Class Entitled to vote</u>
Common Voting	1,710,488	1,396,084	1,710,488
Common Non-Voting	401,401	401,401	0

The total number of votes cast for and against the amendments of the articles of incorporation by each voting group entitled to vote separately as a class on the amendments are as follows:

<u>Designation Of Class</u>	<u>Number of Shares in Class Entitled to Vote</u>	<u>Shares Voted Against</u>	<u>Shares Voted in Favor</u>
Common Voting	1,710,488	192,250	1,203,834
Common Non-Voting	0	0	0

The foregoing Fourth Articles of Amendment to the Articles of Incorporation were recommended by the Corporation's Board of Directors, and approved and adopted by the shareholders of the Corporation in the manner prescribed by the Idaho Business Corporations Act:

DATED as of June 7, 2001.

GF&C HOLDING COMPANY

By: Daniel W. Crandall
Daniel W. Crandall, President

By: Alan Reed Taylor
Alan Reed Taylor, Secretary