

**FILED EFFECTIVE**

**Cunnington-Leavitt Insurance Agency, Inc.  
Articles of Incorporation**

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SECRETARY OF STATE  
STATE OF IDAHO

**Article I  
Corporate Name**

The name of this corporation shall be Cunningham-Leavitt Insurance Agency, Inc.

**Article II  
Duration**

This corporation shall exist perpetually unless sooner dissolved according to law.

**Article III  
Principal Place of Business**

The principal place of business of this corporation shall be at 6220 North Discovery Way, Suite 110, Boise, Idaho 83713, until changed by action of the directors; however, the corporation may engage in business at any location.

**Article IV  
Purpose**

The business of this corporation as a private corporation shall be to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act. Such business shall include acting as an insurance agent or broker and, as such, selling and servicing insurance to the public. The corporation shall have all powers conferred upon corporations by the laws of the State of Idaho.

**Article V  
Authorized Stock**

The authorized stock of this corporation shall consist of one thousand (1,000) shares of common stock having no par value. Each issued share shall be entitled to one vote upon all matters submitted to the corporation's shareholders for vote. Any unissued shares of this corporation may be issued, allotted, and sold from time-to-time in such amounts and for such consideration as may be lawfully determined by the Board of Directors, subject to the preemptive rights of the shareholders. The shares of this corporation shall be non-assessable.

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## **Article VI Dividends**

The earnings of this corporation available under the laws of the State of Idaho for distribution as dividends shall be distributed to the shareholders at such times and in such amounts as the Board of Directors may determine.

## **Article VII Commencing Business**

The corporation shall not commence conducting its business until consideration of the value of at least one thousand (\$1,000) has been received for the issuance of its shares.

## **Article VIII Board of Directors**


The number of directors which shall constitute the initial board of directors is three (3). The incorporator of this corporation, Frank Lancaster, shall act on behalf of the corporation in preliminary matters and shall appoint the initial board of directors until the first meeting of the corporation's shareholders.

## **Article IX By-Laws**

The Board of Directors shall enact by-laws for the conduct, regulation, and management of the affairs of the corporation, subject to the right of the shareholders at any general meeting or at a special meeting thereof, called and held for that purpose, to alter, amend, revise, or repeal the same.

## **Article X Registered Office and Agent**

The initial registered office of this corporation shall be located at 6220 North Discovery Way, Suite 100, Boise, Idaho 83713, and the name of this corporation's initial registered agent at such address shall be Frank Lancaster. By signing below, Frank Lancaster accepts the appointment as registered agent of the corporation.

  
\_\_\_\_\_  
Frank Lancaster

Date: Nov. 11, 2005

## **Article XI**

### **Directors' Contracts**

Except as otherwise provided by the Idaho Business Corporation Act, no contract, act, or transaction of this corporation with any person, firm, corporation, partnership, or association shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction or in any way connected with such persons, firms, corporations, partnerships, or associations. Each person who shall become a director of this corporation is hereby released from liability that might otherwise exist from contracting with the corporation for the benefit of himself or herself or any firm, corporation, partnership, or association in which he or she may in any wise be interested.

## **Article XII**

### **Power to Sell Assets**

In carrying on the business of the corporation, the Board of Directors is hereby authorized and empowered to sell, exchange, mortgage, bond, or otherwise dispose of, deal with, and encumber any and all of the real or personal property of this corporation upon such terms and conditions as the Board of Directors may deem just and proper and in the best interests of this corporation without prior authorization or subsequent confirmation by vote of the shareholders.

## **Article XIII**

### **Liability of Shareholders**

Pursuant to the Idaho Business Corporation Act, the shareholders shall not be personally liable or responsible for the debts or obligations of the corporation.

## **Article XIV**

### **Amendments**

These Articles of Incorporation may be amended in any respect conforming to law by a majority vote of the issued and outstanding common capital stock of the corporation at any meeting of the shareholders, upon proper notice, whether such meeting is annual or special.

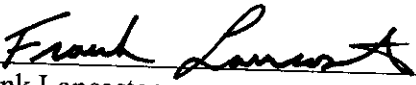
**Article XV**  
**Name of Incorporator**

The name and address of the incorporator of this corporation is:

**NAME**  
Frank Lancaster

**ADDRESS**  
6220 North Discovery Way, Suite 100  
Boise, Idaho 83713

IN WITNESS WHEREOF, these Articles of Incorporation are executed by the incorporator of Cunnington-Leavitt Insurance Agency, Inc., on the date set forth below.

  
\_\_\_\_\_  
Frank Lancaster  
Incorporator

Date: Nov. 11, 2008