



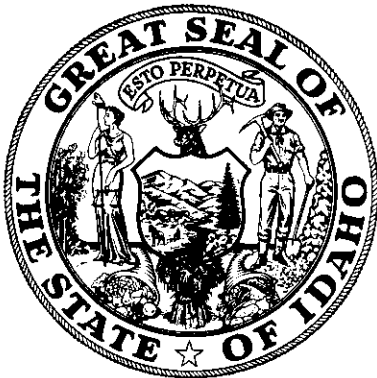
CERTIFICATE OF INCORPORATION  
OF

VANFLEET ENTERPRISES, INC.

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: July 3, 1985



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Lucy J. Clark*

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
VANFLEET ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, a natural person of the age of eighteen years or more, acting as incorporator under the Corporation Laws of Idaho, do hereby make, verify, subscribe and acknowledge, in duplicate originals, the within Articles of Incorporation as follows:

ARTICLE I

The name of the corporation is VANFLEET ENTERPRISES, INC. and its duration shall be perpetual.

ARTICLE II

The address of the initial registered office of this corporation is 201 Morning Star Lane, Elkhorn at Sun Valley, Idaho 83353 and the name of its initial registered agent at such address is ROBERT V. HOAGLAND.

ARTICLE III

The nature of the business, or the objects, or purposes, proposed to be transacted, promoted, or carried on by this corporation are as follows:

(A) To engage in the design, installation and administration of life insurance plans and employee benefit plans.

(B) To engage in all other activities permitted by the Corporation Laws of Idaho.

ARTICLE IV

The total number of shares authorized to be issued by the corporation is five hundred (500) shares of common stock without nominal or par value.

The authorized stock of the corporation may be issued from time to time, without action by the stockholders of the corporation, for such consideration as may, from time to time, be fixed by the Board of Directors of the corporation, except that such shares so issued, with the full consideration therefor fully paid or delivered to the corporation, shall be deemed to be fully paid up stock and the holder thereof shall

not be liable for any further payment thereon.

#### ARTICLE V

The following two persons shall serve as the initial Board of Directors until the first annual meeting of the stockholders or until their successors are elected and qualify:

<u>Name</u>	<u>Address</u>
Robert V. Hoagland	P.O. Box 2861 Ketchum, Idaho 83340
Katherine W. Hoagland	P.O. Box 2861 Ketchum, Idaho 83340

#### ARTICLE VI

The capital stock of this corporation, after the amount of the subscription price as fixed by the Board of Directors has been paid into the corporation, shall not be subject to assessment to pay debts of the corporation and no paid up stock and no stock issued as fully paid, shall ever be assessable or assessed and the Articles of Incorporation of the corporation shall not be amended in this particular.

#### ARTICLE VII

The name and address of the incorporator who has signed these Articles of Incorporation is Nikki C. Hatton, 1530 S.W. Taylor, Portland, Oregon 97205.

I, the undersigned, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the general Corporation Law of the State of Idaho, have prepared this certificate; and I hereby declare under penalties of perjury that I have examined the foregoing, and to the best of my knowledge and belief it is true, correct and complete.

DATED this 5 day of July, 1985.

  
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Nikki C. Hatton