

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

UNITED SECURANCE COMPANY

has fully a corporation duly organized and existing under the laws of complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Second day of Idaho Code, by filing in this office on the 1962, a properly authenticated copy of its articles of incorporation, and on the 1962 , a designation of H. Eberle or W.D. Eberle in day of

as statutory agent for said corporation within the State of the County of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

> IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, Second day of this

A.D. 19 62 .

Secretary of State.





DEPARTMENT OF STATE

I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

UNITED SECURANCE COMPANY

as the same appears on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 10TH day of OCTOBER A. D. 19 62

Secretary of State

ARTICLES OF INCORPORATION

OF

UNITED SECURANCE COMPANY

know ALL MEN BY THESE PRESENTS: That the undersigned have this day associated themselves together into a corporation under and by virtue of the laws of the State of Nevada and for the purposes herein set forth, as provided in said laws, and hereby certify:

I.

That the name of the corporation shall be UNITED SECURANCE

II.

That the location of said corporation's principal office and place of business in the State of Nevada shall be Suite 4 at 724 North Tenth Street in Las Vegas, County of Clark, State of Nevada. The company may also have one or more offices outside the State of Nevada where the books of the company may be kept and meetings of the directors and stockholders may be held as may from time to time be determined by the Board of Directors.

III.

The purpose for which said corporation is formed is to engage in any lawful activity in any part of the world either alone or in company of others.

IV.

The amount of the total authorized capital stock of this corporation shall be as follows: ONE HUNDRED SHARES OF CLASS A COMMON VOTING STOCK WITH A PAR VALUE OF TEN CENTS (\$.10) PER SHARE; ONE THOUSAND SHARES OF CLASS B COMMON VOTING STOCK WITH A PAR VALUE OF FIVE DOLLARS (\$5.00) PER SHARE.

The capital stock of this corporation, after the amount of the subscription price has been fully paid in, shall be non-assessable and not subject to assessment for the payment of the debts of the corporation.

The private property of the stockholders shall not be subject to the payment of corporate debts in any extent whatever.

VI.

Members of the governing board shall be known as directors and shall be not less than three in number, the exact number to be fixed by the by-laws of the corporation. In case of any increase in the number of directors, the additional directors shall be elected as provided by the by-laws by the directors or by the stockholders at any annual or special meeting. In case of any vacancy in the Board of Directors, the remaining directors by an affirmative vote of the majority thereof may elect a successor to hold office for the unexpired term of the director who place is vacant, and until his successor shall be duly elected and qualified. The names and addresses of the first Board of Directors, incorporators and subscribers to these Articles are as follows:

| Robert Sparrow | 724 | North | 10th. | St. | Las | Vegas, | Nev. |
|----------------|-----|-------|-------|-----|-----|--------|------|
| Stanley Morris | 724 | North | 10th. | St. | Las | Vegas, | Nev. |
| Jack C. Grover | 724 | North | 10th. | St. | Las | Vegas, | Mev. |

VII.

IN FURTHERANCE, AND NOT IN LIMITATION, of the powers conferred by law, the Board of Directors are sxpressly authorized;

- A. To make, alter, or amend, and repeal the by-laws of this corporation.
- B. The Board may remove at any time any officer elected or appointed by the Board of Directors, but only by the affirmative vote of a majority of the whole Board of Directors.
 - C. To fix the amount of cash or otherwise to be reserved as

working capital, and to authorize and cause to be executed mortgages, and liens upon the property and franchises of this corporation. D. The Board of Directors shall have power and authority with the consent in writing, and pursuant to the vote of the holders of a majority of capital stock issued and outstanding, to sell, assign, transfer, or otherwise dispose of the whole property and business of this corporation, but not otherwise. E. The Board of Directors shall from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the account books of this corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have the right to inspect any account, or book, or document of this corporation, except as conferred by the statutes of Nevada, or authorized by the Directors or by a resolution of the stockholders. F. The stockholders and directors shall have power to hold their meetings, and keep the books, accounts, documents and papers of this corporation outside of the State of Nevada, and at such places as may be from time to time designated by the by-laws or by resolution of the stockholders or directors, except as otherwise required by the laws of the State of Nevada. G. No stockholder in this corporation shall have a preference over anyone not a stockholder to purchase any new stock in this corporation, sold for cash, unless the Board of Directors, by a majority vote before the sale of said stock, shall deem it expedient that the stockholders have such preference. H. A resolution in writing signed by all of the members of the Board of Directors shall be and constitute action by the said Board of

Directors to the effect therein expressed with the same force and effect as though such resolution had been passed at a duly convened meeting, and it shall be the duty of the Secretary to record every such resolution in the Minute Book of the company under its proper date.

I. The corporation may, by its by-laws, confer upon the directors power and authorities additional to the foregoing and to those expressly conferred upon them by statute.

VIII.

At all elections of directors of this corporation, each holder of stock having voting power shall be entitled to as many votes as shall equal the number of his shares of stock for each director to be elected.

IX.

The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders, or at any meeting of the stockholders called for the purpose of considering such act or contract; any contract or act that shall be approved or ratified by the vote of the holders of a majority of the capital stock of the company, or that shall be approved outside a corporate meeting by written ratification or waiver of the holders of a majority of the capital stock of the company shall be as valid and as binding upon the corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the corporation, whether or not the contract or act would otherwise be open to legal attack because of Directors' interest, or for any other reason.

Χ.

This corporation shall reimburse a director for expense actually indurred by the director in any suit brought by a stockholder or stockholders of the corporation against the director personally, providing the director is vindicated in the action.

11-1-

Executive officers of this corporation shall be a President, Vice President, Secretary and Treasurer. The office of any two may be held by the same person, except that of President and Vice President. Such executive officers shall be elected by the Board of Directors, and shall serve for one year, and until their sucessors have been duly elected and qualified.

XII.

This corporation is to have perpetual existence.

XIII.

All treasury stock of this corporation may be sold by the Board of Directors of the company at either public or private sale or by offering the same for subscription upon such terms, conditions, and at such price as the Board shall from time to time deem proper, and it shall not be necessary for the Board of Directors to offer to the stockholders of the corporation any new stock of the company, and no stockholder shall have the right to purchase his pro-rata share of any new unissued or treasury stock of the corporation at the price at which it is offered to others unless the Board of Directors shall deem such action advisable.

IN WITNESS WHEREOF, we have hereunto set our hands this day of December, 1961.

Standing More.

| STATE OF NEVADA) |
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| : ss. |
| COUNTY OF CLARK) |
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| On the Bay of December, 1961, before me, a Notary Public |
| in and for said County and State, personally appeared full Charger |
| tunley Morrie , and Mack, I |
| , known to me to be the persons described in and |
| who executed the foregoing Articles of Incorporation, who duly acknowledged |
| to me that they executed the same freely and voluntarily and for the uses |
| and purposes therein mentioned. |
| In witness whereof, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written. Notary Public in for said County and State |
| My commission expires: |
| Extrem 12 146 |
| |
| |
| STATE OF HEALT |

STATE OF UTAH) : ss.
COUNTY OF SALT LAKE)

On the 11th day of December, 1961, personally appeared before me Jack C. Grover, one of the signers of the foregoing Articles of Incorporation, who acknowledged to me that he signed the same.

Notary Public