

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ~~IRA H. MASTERS~~ ~~SECRETARY OF STATE~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**FARM BUREAU INSURANCE SERVICE COMPANY OF IDAHO**

was filed in the office of the Secretary of State on the 17th day of December A.D. One Thousand Nine Hundred Fifty-two and duly recorded on Film No. 77 of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 29-103, Idaho Code, Annotated.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at

Pocatello in the County of Bannock

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, this 17th day of December, in the year of our Lord one thousand nine hundred fifty-two, and of the Independence of the United States of America the One Hundred Seventy-Seventh.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
FARM BUREAU INSURANCE SERVICE COMPANY OF IDAHO

We, the undersigned, being natural persons of the age of twenty-one years or more, for the purpose of forming a corporation under the General Business Corporation Act of the State of Idaho, do hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this Corporation shall be Farm Bureau Insurance Service Company of Idaho.

ARTICLE II

Principal Place of Business

The principal office of this Corporation shall be in the City of Pocatello, County of Bannock, State of Idaho.

ARTICLE III

Purposes, Objects and Powers

The purposes and objects for which this Corporation is formed and the powers which it shall have and exercise are as follows:

(1) To purchase, hold, sell, assign or otherwise dispose of, any stocks, bonds or other securities or evidence of indebtedness created or issued by any other corporation or corporations, association or associations of the State of Idaho, or of any other state, district, territory or country, including but not limited to insurance corporations organized under the laws of the State of Idaho or of another state, district, territory or country; and while being the owner thereof, to exercise all the rights, powers and privileges of ownership and to aid in any lawful manner any corporation or association of which the stocks, bonds or other securities or evidences of indebtedness are held by this Corporation and to do any and all lawful acts or things designed to protect, preserve, improve or enhance the value of any such stock, bond or other securities or evidences of indebtedness. Both purchases and sales may be made at or below par or at a premium.

(2) To act as agent and broker of such persons, firms, associations and corporations as shall employ it in the handling and sale of all forms of contracts of insurance and reinsurance.

(3) To have and exercise all the rights and powers necessary and incident to carrying into effect the purposes for which this Corporation is formed, and, in general, to do any and all things and exercise any and all powers which it might now or hereafter be lawful for the Corporation to do or exercise under and in pursuance of the General Business Corporation Act of the State of Idaho under which the Corporation is incorporated, or any act amendatory thereof or supplemental thereto that may be now or hereafter in force, or any other act that may be now or hereafter applicable to this Corporation.

ARTICLE IV

Corporate Existence

The duration of this Corporation shall be perpetual.

Capital Stock

The authorized capital stock of this Corporation shall be \$67,500.00 divided into 2500 shares of common stock of the par value of \$1.00 each and 650 shares of preferred stock of the par value of \$100.00 each.

The rights, privileges and limitations of the capital stock are as follows:

(1) The capital stock of this Corporation shall be issued to and owned by such persons, corporations and associations as shall be eligible and permitted to own same under the By-Laws and all amendments thereto.

(2) The common stock shall have a par value of \$1.00 per share. The holders of record thereof shall be entitled to one vote per share at all meetings of the shareholders and shall have the privilege of voting the same by proxy or through a duly authorized representative, provided that no proxies are to be recognized unless within eleven (11) months of the date of the meeting for which the same are presented.

(3) The preferred stock shall have a par value of \$100.00 per share. The holders of record thereof shall be entitled to one vote per share at all meetings of the shareholders and shall have the privilege of voting the same by proxy or through a duly authorized representative, provided that no proxies are to be recognized unless within eleven (11) months of the date of the meeting for which the same are presented. The holders of record of preferred stock shall be entitled to receive, when and as declared by the Board of Directors, dividends from the surplus or net profits of the Corporation at the rate of 6% per annum, and no more, payable at such intervals as said Board of Directors may fix and determine. Such dividends shall be payable before any dividends shall be paid upon or set apart for the common stock of the Corporation and shall be cumulative so that if for any dividend period dividends at the rate of 6% per annum shall not have been paid or set apart for the preferred stock, the deficiency (but without interest) shall be fully paid or set apart for payment before any dividends shall be paid upon or set apart for the common stock.

In the event of liquidation or dissolution of the Corporation, whether voluntary or involuntary, the holders of the preferred stock shall be entitled to receive, after the debts of the Corporation shall have been paid, the par value thereof, together with all dividends thereon accrued or in arrears, whether or not earned or declared, before any payment is made of assets set apart for payment to the holders of common stock and shall be entitled to no further payment or distribution. If the assets remaining after payment of the corporate debts be insufficient to pay the full amount as hereinafore provided, such assets as remain shall be divided among the holders of the preferred stock in proportion to the number of shares of preferred stock held.

(4) The preferred stock of any series that is not redeemable or retired at the option and election of the Board of Directors shall, from and in such manner as it shall determine upon the payment of the redemption price paid per share to this Corporation, together with all dividends and accumulated dividends thereon. From and after the date fixed for the redemption and retirement, all dividends on the preferred stock shall cease, the redemption price shall cease, unless the Corporation shall default in the payment of the redemption price, and all rights of the holders of the preferred stock of the Corporation shall cease, except the right to receive the redemption price and accrued and accumulated dividends.

(5) In the subscription, sale, disposition or otherwise of the capital stock of this corporation, either in the authorized issued or in any subsequent increase thereof, no shareholder shall have any preemptive rights or privileges therein.

ARTICLE VIBoard of Directors

The business of the Corporation shall be managed by a Board of Directors of not less than five nor more than thirteen members. From the date of incorporation and until the first meeting of this Corporation the number of directors shall be thirteen, consisting of the following persons:

<u>Name</u>	<u>Address</u>
E. Duane Bingham, Pres.	203 West Fourth Street, Emmett, Idaho
L. B. Martin, Vice-Pres.	Route 2, Caldwell, Idaho
Don Rex, Vice-Pres.	Georgetown, Idaho
Jed Ashton	Route 2 North, Pocatello, Idaho
Herbert Hahn	Pingree, Idaho
Leland Hansen	Route 1, Idaho Falls, Idaho
Glen Jensen	Grace, Idaho
Jesse W. Matthews	Route 1, Burley, Idaho
Albert Moser	Dayton, Idaho
Melvin Oppliger	Route 1, Buhl, Idaho
C. L. Parkinson	Route 2, St. Anthony, Idaho
Mrs. Rawl Rice	Route 1, St. Anthony, Idaho
Bert Loveland	St. Anthony, Idaho

The exact number of directors to serve after the first annual meeting shall be determined in such manner as may be provided for in the By-Laws.

ARTICLE VIIOfficers

Until the first annual meeting of the shareholders and until their successors are elected and qualified, the officers of this Corporation shall be as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	E. Duane Bingham	203 West Fourth Street, Emmett, Idaho
Vice President	L. B. Martin	Route 2, Caldwell, Idaho
Secretary	John H. Webb	Hub Building, Pocatello, Idaho
Treasurer	John H. Webb	Hub Building, Pocatello, Idaho

ARTICLE VIIIIncorporators

The name and post office address of each of the incorporators are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares Subscribed</u>
Ray V. Swanson	Pocatello, Idaho	1 Preferred
John H. Webb	Pocatello, Idaho	1 Common
Otto H. Hege	Aberdeen, Idaho	1 Preferred
Mildred Montague	Blackfoot, Idaho	1 Common
Lloyd D. Browning	Pocatello, Idaho	1 Common

ARTICLE IXAmendments

These Articles of Incorporation may be amended by the shareholders at any annual meeting or at any special meeting called for that purpose by an affirmative vote of shareholders representing 75% of all issued and outstanding stock having voting privileges. Any amendment by the shareholders at a regular or special meeting shall require a thirty day written notice advising the shareholders of the proposed amendment or amendments.

IN WITNESS WHEREOF, we, the above-named incorporators, citizens of the United States, do hereby subscribe to these Articles of Incorporation on this 16<sup>th</sup> day of December, 1952

Ray V. Swanson  
John H. Webb  
Otto H. Hege  
Mildred Montague  
Lloyd D. Browning

STATE OF IDAHO ) ss.  
 County of Bannock )

On this 16<sup>th</sup> day of December, 1952, before me George Phillips, a Notary Public, in and for said County and State, personally appeared.

Ray V. Swanson

John H. Webb

Otto H. Hege

Mildred Montague

Lloyd D. Browning

known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

George Phillips  
 Notary Public  
 Residing at Blackfoot, Idaho

(Seal)