



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

DELTA ADMINISTRATORS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **DELTA ADMINISTRATORS, INC.**

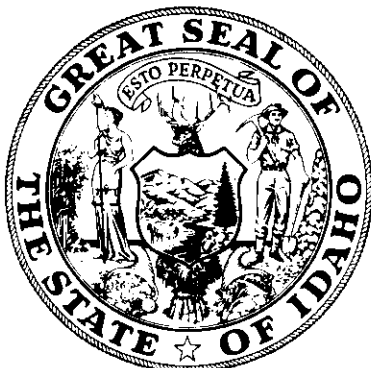
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **DELTA ADMINISTRATORS, INC.**

to transact business in this State under the name **DELTA ADMINISTRATORS, INC.**

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated April 16, 19 80



Pete T. Cenarrusa

SECRETARY OF STATE

Muriel E. Artach

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is DELTA ADMINISTRATORS, INC.
2. *The name which it shall use in Idaho is DELTA ADMINISTRATORS, INC.
3. It is incorporated under the laws of Missouri
4. The date of its incorporation is 10/10/79 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 9229 Ward Parkway, Suite 230, Kansas City, Missouri 64114
6. The address of its proposed registered office in Idaho is 4619 Emerald, Boise, Idaho 83704, and the name of its proposed registered agent in Idaho at that address is Robert Bechard
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: administration
8. The names and respective addresses of its directors and officers are:

| Name | Office | Address |
|--------------------------|------------------------|--------------------------------------|
| <u>Robert Bechard</u> | <u>President</u> | <u>4619 Emerald, Boise, ID 83704</u> |
| <u>James Brenneman</u> | <u>V.P./Treasurer</u> | <u>9229 Ward Parkway, Suite 230</u> |
| <u>J. Michael Houser</u> | <u>V.P./Secretary</u> | <u>Kansas City, Missouri 64114</u> |
| <u>Annette Morrow</u> | <u>Asst. Secretary</u> | <u>9229 Ward Parkway, Suite 230</u> |
| | | <u>Kansas City, Missouri 64114</u> |

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

| Number of Shares | Class | Par Value Per Share or Statement That Shares Are Without Par Value |
|-----------------------------|-----------------------------|--|
| <u>30,000</u> | <u>par value</u> | <u>\$1.00</u> |
| <u> </u> | <u> </u> | <u> </u> |
| <u> </u> | <u> </u> | <u> </u> |

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

| Number of Shares | Class | Par Value Per Share or Statement That Shares Are Without Par Value |
|------------------|-----------|--|
| 500 | par value | \$1.00 |
| | | |
| | | |

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated February, 19 80.

DELTA ADMINISTRATORS, INC.

By Robert W. Bechard

Its President

and Annette H. Maurer

Its Assistant Secretary

STATE OF Missouri)
COUNTY OF Jackson) ss:

I, Nelen Levy, a notary public, do hereby certify that on this 25th day of February, 19 80, personally appeared before me ROBERT BECHARD, who being by me first duly sworn, declared that he is the President of DELTA ADMINISTRATORS, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Nelen Levy
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

NELEN LEVY
Notary Public, State of Missouri
Commissioned in Jackson County
My Commission Expires Aug. 28, 1988



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

Certificate of Corporate Records

I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of _____

CERTIFICATE OF INCORPORATION

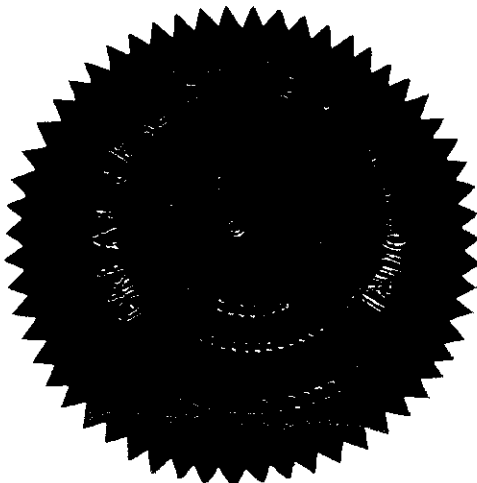
AND

ARTICLES OF INCORPORATION

OF

DELTA ADMINISTRATORS, INC.

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



In Testimony Whereof, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this
19TH day of MARCH A. D.,
Nineteen Hundred and EIGHTY.

James Kirkpatrick

SECRETARY OF STATE

DEPUTY SECRETARY OF STATE

No. 00215206



STATE of MISSOURI
JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

Certificate of Incorporation

WHEREAS, duplicate originals of Articles of Incorporation of
DELTA ADMINISTRATORS, INC.

have been received and filed in the office of the Secretary of State, which Articles, in all re-
spects, comply with the requirements of The General and Business Corporation Law:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri,
by virtue of the authority vested in me by law, do hereby certify and declare

DELTA ADMINISTRATORS, INC.

a body corporate, duly organized this day and that it is entitled to all rights and privileges
granted corporations organized under The General and Business Corporation Law; that the
address of its initial Registered Office in Missouri is

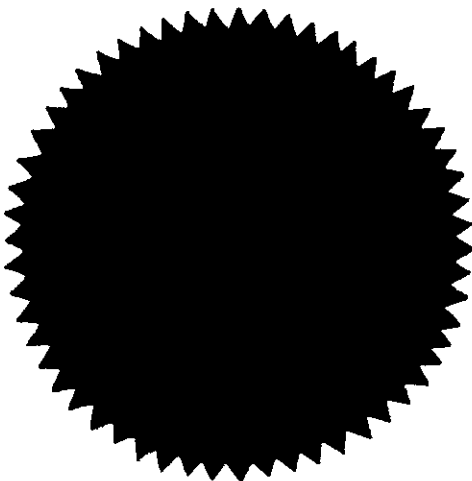
9229 Ward Parkway, Suite 229 Kansas City

that its period of existence is PERPETUAL; and that the

amount of its Authorized Shares is

30,000---Common \$1.00---Par

IN TESTIMONY WHEREOF, I have hereunto set my hand and
affixed the GREAT SEAL of the State of Missouri, at the City
of Jefferson, this 29th day of OCTOBER, 19..79....



..... James C. Kirkpatrick ..
Secretary of State

RECEIVED OF: DELTA ADMINISTRATORS, INC.

Fifty Three and No/00-----Dollars, \$ 53.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

No. 00215206

CORP. No. 13

..... James C. Kirkpatrick ..
Secretary of State

STATE OF MISSOURI . . . OFFICE OF SECRETARY OF STATE
JAMES C. KIRKPATRICK, Secretary of State

ARTICLES OF INCORPORATION

Honorable James C. Kirkpatrick
Secretary of State
State of Missouri
Jefferson City, Missouri 65101

The undersigned natural person(s) of the age of twenty-one years or more for the purpose of forming a corporation under The General and Business Corporation Law of Missouri adopt the following Articles of Incorporation:

Article One

The name of the corporation is: Delta Administrators, Inc.

Article Two

The address, including street and number, if any, of the corporation's initial registered office in this state is: 9229 Ward Parkway, Suite 229, Kansas City, Missouri 64114 and the name of its initial agent at such address is: Robert B. Sullivan.

Article Three

The aggregate number, class and par value of shares which the corporation shall have authority to issue shall be: Thirty Thousand (30,000), all of which shall be common shares and shall have a par value of One Dollar (\$1.00) per share.

Article Four

The number and class of shares to be issued before the corporation shall commence business, the consideration to be paid therefor and the capital with which the corporation will commence business are as follows:

| <u>No. of Shares</u> | <u>Class</u> | <u>Consideration to be paid</u> | <u>Par Value</u> |
|----------------------|--------------|---------------------------------|------------------|
| Five Hundred (500) | Common | \$500.00 | \$1.00 per Share |

Article Five

There shall be no preemptive right of a shareholder to acquire additional shares of stock in the corporation.

Article Six

The name and place of residence of each incorporator is as follows: Robert B. Sullivan, 12529 W. 81st Place, Lenexa, Kansas 66215.

Article Seven

The number of directors to constitute the first Board of Directors shall be five, thereafter, the number of directors shall be fixed by, or in the manner provided in, the By-Laws of the corporation, and any changes in the number of directors constituting the Board of Directors shall be reported to the Secretary of State within thirty (30) calendar days of such change.

Article Eight

The duration of the corporation is perpetual.

Article Nine

The corporation is formed for the following purposes:

This organization is organized for profit and the nature of its business and the purposes for which it is formed are as follows:

To carry on a general management consultant, insurance consulting and advisory business relating to the investments and the operations of businesses, plants, properties, and real and personal property of every kind in the United States, subject to the applicable laws thereof.

To maintain executive and operating personnel for the purpose of consulting with and advising others in all matters relating to investments, including insurance policies of every type and kind, and the management and operation of businesses and other properties of every kind.

To furnish business investment, insurance, employee benefit plans and management plans and programs, to formulate policies, and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties, and investments.

To buy and sell projects and developments of its own behalf and on behalf of other in connection with the operation, management and development of individual and corporate businesses.

To conduct research and to investigate businesses and enterprises of every kind and description in order to secure information and data for employee benefit plans, capital investment, and other investments, both for its own account and as agents for others.

To engage in capital ventures and business enterprises of every kind and description, whether as a promoter, partner, member, or associate, or as a manager of such other enterprises.

To carry on a general consulting business for the purpose of rendering expert advice relating to claims administration for every type of employee benefit plan, specifically including, but not limited to, all self-funded employee benefit plans and insurance funded employee benefit plans.

To employ, hire and engage the services of such ancillary employees as necessary to permit the corporation to carry out the purposes set forth in these Articles.

To buy and sell projects and developments on its own behalf and on behalf of others in connection with the operation, management and development of individual and corporate businesses.

To acquire, by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms, or part of any buildings or other structures, at any time owned or held by the corporation.

To acquire, by purchase, lease manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the corporation and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned or held by the corporation.

To buy or otherwise acquire, own, hold, lease, sell or otherwise dispose of, and to mortgage or otherwise encumber real property and personal property of all kinds.

To own, hold, and construct buildings and structures of all types, and to buy, sell, lease, own, manage, operate, maintain, repair, restore, and rebuild the same.

To purchase, take, and lease, or exchange or hire or otherwise acquire real or personal property, rights or privileges suitable or convenient for any of the purposes of this business, and to purchase, operate, hold, sell or otherwise dispose of businesses or ventures of every character and description.

To borrow money and for such purposes to execute notes, bonds, debentures or any other form of evidence of indebtedness, and to secure the payment of the same by mortgage, deed of trust, or other form of encumbrance, pledge or other form of hypothecation.

To execute deeds, mortgages, deeds of trust, contracts and other types of written instruments.

To loan or otherwise invest its funds, from time to time, secured or unsecured, for such time and upon such terms and conditions as its Board of Directors may authorize.

To buy or otherwise acquire, sell or otherwise dispose of, pledge or otherwise hypothecate stocks, bonds, notes, debentures, accounts receivable, and all other types of securities, evidences of indebtedness or choses in action, whether issued by this company or any other corporation, and while owner thereof, to exercise any rights and privileges of ownership pertaining thereto.

To acquire, deal in, purchase, own, hold, lease, mortgage or otherwise encumber, develop, exploit and dispose of mineral rights or royalty interests of every kind.

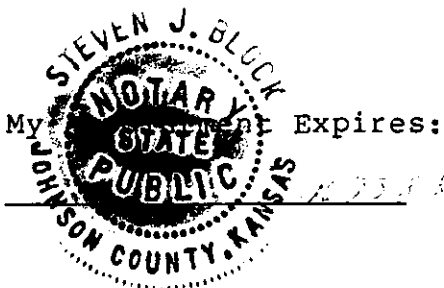
To have and to exercise all powers necessary or incident to carrying out its corporate purposes; to exercise all other powers permitted by law, and to possess and enjoy all rights and powers which now or at any time hereafter may be granted to or exercised by a corporation of this character.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 26th day of October, 1979.

Robert B. Sullivan
Robert B. Sullivan

^{Kansas}
STATE OF MISSOURI)
^{Jackson}) SS.
COUNTY OF JACKSON)

I, Steven J. Block, a Notary Public, do hereby certify that on the 26th day of October, 1979, personally appeared before me, Robert B. Sullivan, who being by me first duly sworn, declared that he is the person who signed the foregoing instrument as incorporator, and that the statements therein contained are true.



Steven J. Block
NOTARY PUBLIC

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

OCT 29 1979

James C. Thompson

ATTORNEY AT LAW, SECRETARY OF STATE