

Department of State.

**CERTIFICATE OF QUALIFICATION OF
FOREIGN CORPORATION**

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

INSURANCE PREMIUM STAMPS, INC.

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **21st** day of **January** **1958**, a properly authenticated copy of its articles of incorporation, and on the **21st** day of **January** **1958**, a designation of **Ezra R. Whitla** in the County of **Kootenai** as statutory agent for said corporation within the State 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, this **21st** day of **January**, A.D. 19**58**.

Secretary of State.

United States of America
 State of Washington

DEPARTMENT



OF STATE

To all to whom these presents shall come

I,

VIC MEYERS

Secretary of State of the

State of Washington and custodian of the Seal of said State, do hereby

certify that the annexed is a true and correct copy of the Articles of Incorporation of INSURANCE PREMIUM STAMPS, INC., as received and filed in this office on November 14, 1957; and I further certify that the above named corporation is in good standing with all annual license fees paid to July 1, 1958.

*In Testimony Whereof, I have hereunto set
 my hand and affixed hereto the Seal of the State of
 Washington. Done at the Capitol, at Olympia,*

this 19th *day of* November A.D. 19 57

Vic Meyers

Secretary of State

By *Ray J. Jeoman*
Assistant Secretary of State

WALTER CHAPMAN, PUBLIC PRINTER

APPROVED
AND FILED

NOV 14 1957

VICTOR A. MEYERS
SECRETARY OF STATE

BY *[Signature]*
ASSISTANT SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
INSURANCE PREMIUM STAMPS, INC.

We, the undersigned, Jay Gould, James F. Charlton and Charles D. Emickin, all residents of the County of King, State of Washington, each of whom is a citizen of the United States, do hereby associate ourselves together for the purpose of forming a corporation under the general incorporation laws of the State of Washington and do make and execute and adopt in triplicate the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be "INSURANCE PREMIUM STAMPS, INC."

ARTICLE II

The objects and purposes for which this corporation is formed are as follows:

- (1) To engage in the trade stamp business.
- (2) To transact all lawful business of every kind and character in which by law this corporation may be authorized at any time to engage in the State of Washington and in all other jurisdictions, including but not limited to the further specific objects and purposes mentioned in this Article:
- (3) To enter into and make, perform, and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, either public or private, or with any municipality, county, state, territory, colony, province, nation, government, or agency or subdivision thereof;

(4) To purchase or otherwise acquire the whole or any part of the assets, business, goodwill, or right of any persons, firm, association, corporation, or organization, and to assume and undertake the whole or any part of the obligations thereof, to conduct the business of any such person, firm, association, or corporation, and to sell or otherwise dispose of the whole or any part of such property, business, goodwill, or rights:

(5) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in and exchange, transfer, mortgage, pledge, hypothecate and otherwise deal in and dispose of any shares of the capital stock, script, or any voting trust certificate in respect of shares of capital stock of, or any bonds, notes, debentures, mortgages, securities, or other evidences of indebtedness issued or created by any other corporation, joint stock company, or any other state or government; and while the owner or holder of said shares of capital stock, script, voting trust certificate, bonds, notes, debentures, mortgages, and other securities, or evidences of indebtedness, to possess and exercise in respect thereof any and all rights, powers, and privileges of ownership, including the right to vote thereon;

(6) To borrow money for the business of the company and to give security therefor, and in pursuance of the business of the company to draw, make, accept, endorse, transfer, assign, execute, and issue bonds, debentures, promissory notes or other evidences of indebtedness, and for the purpose of securing any of its obligations or evidences of indebtedness or contracts, to convey, transfer, assign, mortgage, and/or pledge all or any part of the property or assets of the company, whether real or personal; to act as an accommodation maker or accommodation endorser or to guarantee the performance of the obligation of any person, firm, association, or corporation.

ARTICLE III

The duration of this corporation shall be in perpetuity.

ARTICLE IV

The location and post office address of the registered office of the corporation shall be at 700 Securities Building, Seattle 1, Washington.

ARTICLE V

The authorized capital stock of this corporation shall consist of Fifty Thousand (50,000) shares of stock having no par or stated value.

ARTICLE VI

That amount of paid in capital with which this corporation will begin business is the sum of One Thousand Five Hundred Dollars (\$1,500.00).

ARTICLE VII

The number of Directors of this corporation shall at the commencement of business be five (5), but the Board of Directors may at any time, by amendment of the By-Laws, be increased to any number not exceeding nine (9) or decreased to any number not less than three (3). The names and post office addresses of the first directors of the corporation, who shall serve until December 31, 1937, and until their successors are elected, are as follows:

<u>Name</u>	<u>Address</u>
Jay Gould	700 Securities Building Seattle 1, Wash.
James F. Chariton	700 Securities Building Seattle 1, Wash.
Charles E. Kibbin	1400 Fortuna Drive Mercer Island, Wash.

ARTICLE VIII

The names and address of the respective incorporators and a statement of the number of shares subscribed for by each is as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Jay Gould	700 Securities Bldg. Seattle 1, Wn.	500
James F. Charlton	700 Securities Bldg. Seattle 1, Wn.	500
Charles G. Knierim	210 Fortuna Drive Mercer Island, Wn.	500

ARTICLE IX

By-Laws of this Corporation may be made, amended, or repealed by the Board of Directors or the stockholders, provided only that the Directors shall not make, amend, or repeal By-Laws fixing their own qualifications, classifications, terms of office, or compensation.

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands and seals in triplicate this 25th day of October, 1937.

STATE OF WASHINGTON)
COUNTY OF KING) ss

Jay Gould
Jay Gould
James F. Charlton
James F. Charlton
Charles G. Knierim
Charles G. Knierim

THIS IS TO CERTIFY that on the 25th day of October, 1937, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally came Jay Gould, James F. Charlton and Charles G. Knierim, to me known to be the individuals described in and who executed the within instrument, and acknowledged to me that they signed the same as their free and voluntary act and deed for the uses and purposes therein mentioned.

WITNESS my hand and official seal the day and year in this certificate first above written.

[Signature]
Notary Public in and for the State
of Washington, residing at Seattle.

AFFIDAVIT OF NON-PAR COMMON CAPITAL STOCK
OF
INSURANCE PREMIUM STAMPS, INC.


STATE OF WASHINGTON)
COUNTY OF KING } ss

The undersigned, being first duly sworn, on oath, deposes and says:

That he is one of the incorporators of INSURANCE PREMIUM STAMPS, INC., and that to the best of his knowledge and belief, the value of the assets received and to be received by the above named corporation in return for the issuance of its non-par value common stock does not exceed Fifty Thousand Dollars (\$50,000.00).


Jay Gould

Subscribed and sworn to before me this 15 day of June, 1927.


Notary Public in and for the State
of Washington, residing at Seattle.