

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

HERITAGE FINANCIAL GROUP, INC.
File number C 117731

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: January 6, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Alisa Hartley

JAN 6 10 45 AM '97
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

HERITAGE FINANCIAL GROUP, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being all natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the state of Idaho, and the Acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is HERITAGE FINANCIAL GROUP, INC.

SECOND

The purposes and objects for which the corporation is formed are:

To carry on the business of insurance sales and investments and provide related services together with the transaction of any and/or all lawful business, for which corporations may be incorporated under the Idaho Business Corporations Act.

THIRD

The corporation is to have perpetual existence.

FOURTH

The name and location of the registered agent and office of the corporation is:

Delbert W Gray
18 12th Ave S, Suite 103
Nampa, Idaho 83651

FIFTH

The amount of capital stock of this corporation shall be and is 10,000 shares of common stock; \$1 par value, which stock shall not be issued until fully paid for and once so issued, shall be nonassessable.

DATE 01/06/1997 0900 52413

2

CK #: 1602 CUST# 63753

CORP

1

1@ 100.00= 100.00

#: C

SIXTH

The names and post office addresses of the incorporators and the number of shares subscribed for by such, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES</u>
Delbert W Gray	816 9th Ave S Nampa, Idaho 83651	1000

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of the corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessments for the purpose of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH

The number of directors of the corporation shall be specified in the By-Laws and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, and in accordance with Section 30-1-36 of the Idaho Code provided that the first Board of Directors shall be one (2) in number. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. In the case of an increase in the number of directors, the additional directors may be elected by a majority of the remaining directors even though less than the quorum of the new Board of Directors. The directors so elected shall hold office until the next annual meeting or at any special meeting duly called for that purpose and until their successors are elected and qualified.

NINTH

The names and addresses of the members of the first Board of Directors of the Corporation are:

Delbert W Gray	816 9th Ave S	Nampa, Idaho 83651
Lynda J Gray	816 9th Ave S	Nampa, Idaho 83651

Such persons shall hold office until the first annual meeting of the shareholders, and until the successors have been elected and qualified.

TENTH

Stockholders of the corporation shall have pre-emptive and preferential right of subscription to any shares of stock of the corporation, whether now or hereafter authorized. Any stock issued by the corporation shall first be offered to the stockholders of the corporation.

ELEVENTH

A voluntary sale, lease or exchange of all the property and assets of the corporation, including its good will, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation.

TWELFTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction for the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority hereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

THIRTEENTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands on this
2nd day of January, 1997.

Delbert W. Gray

DELBERT W. GRAY