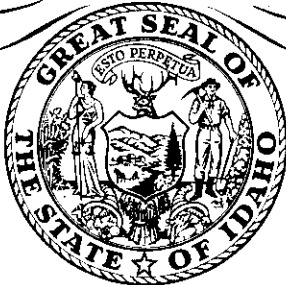


# State of Idaho



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

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 the

#### **GRANGE MUTUAL LIFE COMPANY**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Twelfth** day of **July** 19 **63**, original articles of amendment, as provided by Section **30-146 and 30-147, Idaho Code, Amendment restating Articles of Incorporation**

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **124** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **12th** day of **July**, A. D., 19 **63**.

Secretary of State

C E R T I F I C A T E

KNOWN ALL MEN BY THESE PRESENTS That we, the undersigned being the President and Secretary, respectively, of GRANGE MUTUAL LIFE COMPANY, An Idaho corporation organized as a mutual life company as defined by Section 41-302, Idaho Code, with its principal place of business and home office located in Nampa, Canyon County, Idaho, do hereby certify as follows:

(1). That the hereunto attached Articles of Incorporation as amended, were duly presented to the policyholders of the company for acceptance, approval and adoption at the annual meeting of said policyholders held in Nampa, Canyon County, Idaho, on the 13th day of May, 1963, at the hour of 10:00 A.M. of said day; that copies of said Articles of Incorporation, as amended, were presented to each policyholder present at said meeting, and that the same were likewise publicly read at said meeting; that the policyholders did then and there, by unanimous vote, accept, approve and adopt the same as the Articles of Incorporation, as amended, for said Grange Mutual Life Company; and

(2). That said Articles of Incorporation as amended, copies having been previously delivered to its members personally, March 21, 1963, were thereafter presented to the Board of Directors of Grange Mutual Life Company meeting in conjunction with the annual meeting of the policyholders and at the time and place as aforesaid and immediately thereafter; that said Articles of Incorporation, as amended, were thereupon unanimously accepted, approved and adopted by said Board of Directors, and that the full membership of the Board of Directors was present in attendance at said meeting aforesaid.

IN WITNESS WHEREOF We have hereunto set our hands and seals this 14th day of May, 1963.

GRANGE MUTUAL LIFE COMPANY

By: Kerry Rabante  
President

ATTEST:

Winston F. Bering  
Secretary

"I hereby certify these Articles of Incorporation as amended have been approved as to form this 12th day of July, 1963."

Leo O'Connell  
Leo O'Connell  
Commissioner of Insurance

## AMENDED ARTICLES OF INCORPORATION

### ARTICLE I.

#### Name of Corporation

The name of this corporation and by which it shall be known is GRANGE MUTUAL LIFE COMPANY.

### ARTICLE II.

#### Duration

The period of existence and duration of the life of this corporation shall be perpetual.

### ARTICLE III.

#### Place of Business

The office and principal place of business of this corporation shall be in the city of Nampa, Canyon County, Idaho, but it shall have full power and authority to do business, acquire, hold and dispose of property and exercise all or any of its corporate powers not only in the State of Idaho but as well throughout the other States and Territories of the United States and any foreign countries.

### ARTICLE IV.

#### Purpose

1. The purpose of this corporation is to engage in the business of life insurance, including the making, writing and selling of life insurance in all its phases and categories, accident insurance, sickness and health insurance, including insurance against injuries, disablement or death resulting from traveling or general accident or accidental means, and against disablement resulting from sickness, as provided by the laws of the State of Idaho covering life insurance and accident and health insurance, and the laws of any other States or Territories of the United States in which the company may be admitted to do business.

2. This corporation shall likewise engage in the making of mortgages, deeds of trust, the investment of funds in bonds and other securities, hold real estate, and to do every act and thing in connection therewith as particularly defined in Title 41, Chapter 7, Idaho Code, and any other general laws of the State of Idaho generally applicable to business corporations and insurers, or any other laws of any State or Territory of the United States which shall be necessary or convenient to promote the objects, purposes and welfare of this corporation.

### ARTICLE V.

#### Directors - Qualifications - Election - Duties

1. The affairs of this corporation shall be governed by a Board of Directors, composed of not less than seven (7) nor more than fifteen (15) Directors, each of whom must be citizens of the United States and policyholders of this corporation. Any Director ceasing to be a policyholder of this corporation shall cease to be a Director and his office shall thereupon become vacant.

2. No Director may be nominated or elected who is a resident of the state having citizens who are policyholders of this corporation, when such state has on the Board of Directors four (4) policyholders who are citizens of said state.

Members of the Board of Directors shall be elected by written ballot of the policyholders of this corporation, either in persons present at meetings or by means of proxies duly signed and voted by a person present at said meeting. Any policyholder of this corporation may execute, in writing, a proxy to any other policyholder authorizing said policyholder to cast his vote at any election or in voting on any question brought before a meeting of the policyholders of this corporation.

All such members of the Board of Directors shall hold their offices for a term of four (4) years and shall serve until the election, acceptance and qualification of his successor. Any vacancy in the Board of Directors, however, caused, including failure of the policyholders to elect, may be filled by a vote of the majority of the Directors so elected and the Director so elected shall hold office until the next annual election, at which time the policyholders shall elect a person to serve for the unexpired term of the Director in whose office the vacancy occurred. Nothing herein shall be construed to mean that any Director shall be prohibited from succeeding himself.

3. The duties and powers of the Board of Directors of this corporation shall be generally as follows:

a. To enact rules for its own government and protection and so prescribe rules of procedure for the conduct of its business and affairs.

b. To define the duties and powers of the officers of this corporation, and, where necessary, to require surety bonds on those officers of the corporation charged with handling its monies and properties.

c. To require the officers of this corporation to report regularly to the Board of Directors on any matter concerning the operation of the corporation, as well as all other reports which are required by the laws of the State of Idaho or any State or Territory of the United States in which this corporation is admitted to do business.

d. To authorize the collection of all funds and contributions necessary to provide for the expense of management and the proper and efficient conduct of the corporation, and the creation of such funds, reserves and monies as are required to assure prompt payment of all valid claims covered by contracts of insurance issued by the corporation and the disbursement of the various funds.

e. To provide for an executive committee, as well as such other committee or committees necessary and proper for the transaction of the business of the corporation, and to define the powers, duties and respective responsibilities of all committees so created.

f. To determine the number of Directors to be elected to govern the affairs of the corporation within the limits provided in these articles of incorporation.

g. To provide for such official seal or seals for use by this corporation.

h. In general, but in connection with the foregoing, said Board of Directors shall have and exercise all of the powers granted by the State of Idaho to domestic mutual insurance companies and general business corporations, it being expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner such general powers of the Board of Directors of this corporation.

#### ARTICLE VI.

##### Policyholders - Meetings - Notice

1. This corporation shall have no capital or capital stock, but shall be a domestic mutual insurance company wholly owned by its policyholders, who are hereby declared to be members of the corporation.

Each owner of one or more valid and existing contracts of insurance of any kind issued by the corporation, other than a contract of reinsurance, is a policyholder. Each policyholder is entitled to one vote, in person or by proxy, on each matter coming before any regular or special meeting of the policyholders and for each Director to be elected, regardless of the number of contracts or amounts of insurance and benefits held by such policyholder. The policyholders present, in person or by proxy, at any regular or special

meeting, shall constitute a quorum; a majority in number of policyholders so present shall decide every question that may come before any such meeting.

2. The annual meeting of the policyholders of this corporation shall be held at the principal office of the corporation in Nampa, Canyon County, Idaho, or at such other place in the City of Nampa, Canyon County, Idaho, as may be specified in the notice of meeting, on the second Monday of May of each year at 10:00 a.m., Mountain Standard Time, if not a legal holiday, but if a legal holiday, then on the day following. At such annual meeting successors to the Directors of the corporation shall be elected, and such other business as is brought before the meeting may be transacted. Special meetings of the policyholders may be called at the principal office of the corporation or any other place in Nampa, Canyon County, Idaho, at any time by resolution of the Board of Directors.

3. Notice of meetings for every regular or special meeting of the policyholders shall be given as follows:

a. Notice of all regular annual meetings shall be mailed to each policyholder at his last known address not less than twenty (20) days prior to the date set for said meeting, said notice to state the time, place and purpose of such meeting.

b. Notice of any special meeting of the policyholders shall be mailed to each policyholder at his last known address not less than ten (10) days prior to the date set for said special meeting, said notice to state the purpose of the meeting and no business shall be transacted at the special meeting of which notice was not so given.

c. No failure or irregularity of notice of any regular or special meeting of the policyholders shall invalidate such meeting or any proceeding thereat.

d. In lieu of mailed notice, in both instances and as above provided, the corporation may publish the notice in such publication or publications as shall afford a majority of the policyholders a reasonable opportunity to have actual advance notice of the meeting. The notice shall state the purposes of the meeting, and no business shall be transacted at the meeting of which notice was not so given.

## ARTICLE VII.


### Amendments

These articles of incorporation may be amended for any lawful purpose by affirmative vote of a majority of the policyholders present or represented by proxy at any regular annual meeting of the policyholders, or at any special meeting called for the purpose.

AFFIDAVIT

On this 1st day of July in the year 1963, before me,  
C.  
Elvin/Fogleman a Notary Public in and for said State,  
personally appeared Henry Roberts, President and  
Winston Goering, Secretary known to me to be the  
President and Secretary respectively of the corporation  
that executed the instrument on behalf of said corpora-  
tion, and acknowledged to me that such corporation  
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.

  
\_\_\_\_\_  
Notary Public for the State of Idaho  
Residing at Nampa, Idaho.  
My Commission expires April 29, 1967.