

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PROCESSING AGENCY, INC.

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: November 25, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION

OF

PROCESSING AGENCY, INC.

Nov 25 4 40 PM '92

SECRETARY OF STATE

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopts the following articles of incorporation for such corporation:

- First: The name of the corporation is PROCESSING AGENCY, INC.
- Second: The period of its duration is PERPETUAL.
- Third: The purpose for which the corporation is organized is, the transaction of a processing insurance agency and all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
- Fourth: The aggregate number of shares which the corporation shall have the authority to issue is 10,000 at NO PAR value.
- Fifth: Provisions denying preemptive rights are none.
- Sixth: Provisions for the regulation of the internal affairs of the corporation are none.
- Seventh: The address of the initial registered office of the corporation is 960 Broadway, Suite 480; Boise, Idaho 83706. The initial registered agent at such address is David J. Mordhorst.
- Eighth: The number of directors constituting the initial board of directors of the corporation is 2 and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
David J. Mordhorst	960 Broadway, Suite 480 Boise, ID 83706
Greg S. McDonald	P.O. Box 6 Twin Falls, ID 83303

IDAHO SECRETARY OF STATE
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 CK #: 1110 CUST# 1
 CORPORATIO 10 60.00= 60.00

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NINTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

NAME

ADDRESS

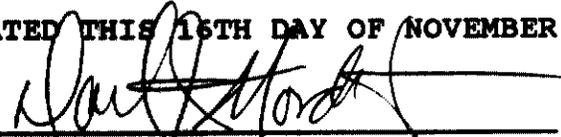
DAVID J. MORDHORST

**960 BROADWAY, SUITE 480
BOISE, IDAHO 83706**

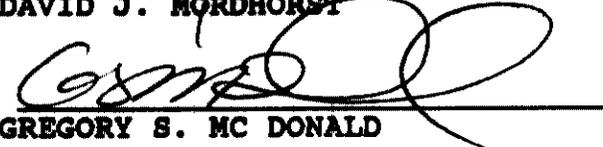
GREGORY S. MC DONALD

**PO BOX 6
TWIN FALLS, IDAHO 83303**

DATED THIS 16TH DAY OF NOVEMBER, 1992.



DAVID J. MORDHORST



GREGORY S. MC DONALD