

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ROCKY MOUNTAIN RISK MANAGEMENT, INC.
File number C 116612

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: September 30, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sari Samuel*

ARTICLES OF INCORPORATION

OF

ROCKY MOUNTAIN RISK MANAGEMENT, INC.

SEP 30 4 41 PM '96

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a corporation ("Corporation") organized under and pursuant to the Idaho Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation:

Article I Name.

The name of the Corporation is Rocky Mountain Risk Management, Inc.

Article II Period of Duration.

The period of duration of the Corporation is perpetual.

Article III Purposes and Powers

The purposes for which the Corporation is organized is the transaction of any or all lawful business for which insurance agency corporations may be incorporated under the Idaho Business Corporation Act and specifically the corporation is authorized to engage in the business of sale of insurance policies and all business activities reasonably and necessarily incidental to such insurance business.

Article IV Authorized Shares

The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 100, consisting of a single class designated as "Common Stock" with voting rights and a uniform par value of one dollar (\$1.00) per share.

Dividends. Subject to the provisions of this Article IV, the Board of Directors may, in its discretion, out of funds legally available for the payment of dividends and at such times and in such manner determined by the Board of Directors, declare and pay dividends on the Common Stock.

Liquidation Rights. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of outstanding shares of Common Stock shall be entitled to receive pro rata, according to the number of shares held by each, the remaining assets of the corporation available for distribution.

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Voting Rights. Except as otherwise provided by law, only the holders of Common Stock shall be entitled to vote for the election of directors of the corporation and for all other corporate purposes. Upon any such vote the holders of Common Stock shall, except as otherwise provided by law, be entitled to one vote for each share of Common Stock held by them respectively.

Assessability. Except as otherwise provided by law, the shares of Common Stock shall be non-assessable.

Article V. Preemptive Rights

Shareholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

Article VI. Registered Office

The address of the initial registered office of the Corporation is 3492 Weathered, Boise, Idaho 83706, and the name of its initial registered agent at such address is Donald R. Ferron.

Article VIII Board of Directors.

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of Directors constituting the initial Board of Directors shall be three (3), a majority of whom are Idaho residents, and the name and address of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
Donald R. Ferron	3492 Weathered, Boise, ID 83706
Clarice L. Ferron	3492 Weathered, Boise, ID 83706
Patrick R. Ferron	1916 Potter, Boise, ID 83706

Article IX. Liability

Liability of Officers and Directors to the Corporation or its shareholders may be limited in accordance with provisions of the Bylaws.

DATED this 26th day of September, 1996.

Donald R. Ferron
Donald R. Ferron
Donald R. Ferron
Donald R. Ferron

STATE OF IDAHO)

COUNTY OF ADA)

I, Korena Kemp, a Notary Public in and for said County and State, hereby certify that on this 30th day of September, 1996, personally appeared before me, Donald R. Ferron who being by me first duly sworn, severally declared that he is the person who signed the foregoing document as incorporators, of Rocky Mountain Risk Management, Inc., and that the statements therein contained are true.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, the day and year in this certificate first above written.

Korena Kemp
NOTARY PUBLIC
my Commission Expires: 4-19-2000

I, Korena Kemp, a Notary Public in and for said County and State, hereby certify that on this 30th day of September, 1996, personally appeared before me, Clarice L. Ferron, who being by me first duly sworn, severally declared that she is the person who signed the foregoing document as incorporators, of Rocky Mountain Risk Management, Inc., and that the statements therein contained are true.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, the day and year in this certificate first above written.

Korena Kemp
NOTARY PUBLIC
Residing at Boise, Idaho
My Commission Expires 4-19-2000

I, Korena Kemp, a Notary Public in and for said County and State, hereby certify that on this 30th day of September, 1996, personally appeared before me, Patrick R. Ferron who being by me first duly sworn, severally declared that he is the person who signed the foregoing document as incorporators, of Rocky Mountain Risk Management, Inc., and that the statements therein contained are true.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, the day and year in this certificate first above written.

Korena Kemp
NOTARY PUBLIC
Residing at Boise, Idaho
My Commission Expires 4-19-2000