

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

AIA INSURANCE CORPORATION

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 AIA INSURANCE 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: **December 20, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
AIA INSURANCE CORPORATION

DEC 20 3 40 PM '83
STATE

THE UNDERSIGNED, acting as incorporator 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 AIA INSURANCE CORPORATION.

SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the corporation is organized is for the transaction of any or all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 5,000,000 with a par value of \$1.00 per share.

FIFTH

Shareholders shall not have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

SIXTH

The location of the initial registered office of the corporation is One Lewis Clark Plaza, Lewiston, Idaho 83501 and the name of its initial registered agent at such address is R. John Taylor.

SEVENTH

The number of directors constituting the initial Board of Directors is four, and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Reed J. Taylor	P.O. Box 538 Lewiston, ID 83501
R. John Taylor	P.O. Box 538 Lewiston, ID 83501
Raymond R. Heilman	P.O. Box 538 Lewiston, ID 83501
Mary K. Frost	P.O. Box 538 Lewiston, ID 83501

EIGHTH

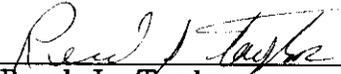
The name and address of the incorporator is as follows:

Reed J. Taylor
P.O. Box 538
Lewiston, ID 83501

NINTH

The Board of Directors is expressly authorized to alter, amend or repeal the By-Laws of the corporation and to adopt new By-Laws, subject to repeal or change by a majority vote of the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20 day of December, 1983.


Reed J. Taylor

DEC 20 3 4 PM '83
STATE

CONSENT TO USE CORPORATION NAME

A.I.A., Inc., hereby consents to the use of corporate name, "AIA Insurance Corporation", by the incorporated thereof, and by the corporation to be formed using that name as its corporate name.

Reed J. Taylor
Reed J. Taylor

12/19/83
Date

State of Idaho

County of Nez Perce

On this 19th day of Dec., in the year 1983, before me Bobette Ruddell personally appeared Reed J. Taylor known to me as President of A.I.A., Inc., whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

Bobette Ruddell
Notary Public

My commission expires 3/15/84