

104463

# State of Idaho

## Department of State

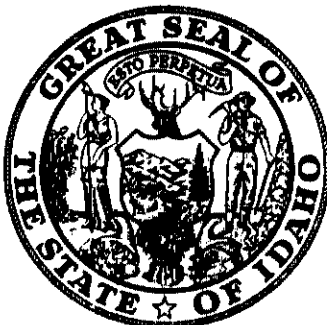
### CERTIFICATE OF INCORPORATION OF

WEBB, 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: December 23, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*David Hake*

# ARTICLES OF INCORPORATION

OF

WEBB, INC.

Dec 23 1 43 PM '93  
SECRETARY OF STATE

RECEIVED  
SEC. OF STATE  
93 DEC 20 AM 10 41

We, the undersigned incorporators, being persons legally competent to enter into contracts, for the purpose of forming a corporation under the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation:

## ARTICLE I

### NAME

The name of the corporation is: WEBB, INC., and is organized at Franklin County, Idaho.

## ARTICLE II

### DURATION

The time of duration of this corporation is perpetual, subject to dissolution as authorized by law.

## ARTICLE III

### PURPOSE

This Corporation is formed for the purpose of engaging in the business of soliciting, negotiating and effecting contracts of insurance and to serve the public in good faith as an insurance agent. In addition, said Corporation may transact all other lawful business for which corporations may be incorporated under the laws of the State of Idaho.

IDaho SECRETARY OF STATE  
19931220 0900 41904 2  
CK #: 3530 CUST# 23891  
CORP 10 60.00= 60.00

#### **ARTICLE IV**

##### **REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the corporation shall be: 109 East Oneida, Preston, Idaho, and the initial registered agent shall be: DOUGLAS S. WEBB.

A place of business and branch offices for the conducting or carrying on of any portion of the business may be established in any state, territory, or possession of the United States of America in which a corporation having the above powers can legally function, and the corporation may have one office or more than one office and keep the books of the corporation outside the State of Idaho.

#### **ARTICLE V**

##### **AUTHORIZED SHARES**

The capital stock of the corporation shall be divided into Ten Thousand (10,000.00) shares of Common Stock at no par value. At such time as the Board of Directors may by resolution direct, said capital stock shall be paid into the corporation either in cash or by the sale and transfer to it of real or personal property and any other valuable right or thing for the use and purpose of the said corporation, in payment for which shares of the capital stock of the corporation will be issued and the capital stock so issued shall thereupon and thereby become and be fully paid-up and nonassessable forever, and in the absence of actual fraud in the transactions, the judgment of the Board of Directors as to the

value of the property purchased shall be conclusive. The corporation by the action of its shareholders, is authorized to increase, decrease or reclassify its stock, or to recall the same. In addition to its capital stock, the corporation may accept additional cash or property as paid-in surplus.

#### ARTICLE VI

##### INCORPORATORS

The name and post office of each of the incorporators and the number of shares for which each subscribe are as follows:

<u>NAME AND ADDRESS</u>	<u>NUMBER OF SHARES</u>
DOUGLAS S. WEBB 109 East Oneida Preston, Idaho 83263	5,000
SANDRA V. WEBB 109 East Oneida Preston, Idaho 83263	5,000

#### ARTICLE VII

##### BOARD OF DIRECTORS

The name and post office address of each of the proposed members of the initial Board of Directors are as follows:

<u>NAME AND ADDRESS</u>
DOUGLAS S. WEBB 109 East Oneida Preston, Idaho 83263
SANDRA V. WEBB 109 East Oneida Preston, Idaho 83263

**ARTICLE VIII**

**CORPORATE AFFAIRS**

The method and manner of holding director's meetings and stockholder's meetings, the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the By-Laws of the corporation and by the laws of the State of Idaho.

**ARTICLE IX**

**AMENDMENTS TO ARTICLES**

These articles may be amended in any respect conformable to the laws of the State of Idaho and by a vote of the required percentage of stockholders as required by the laws of the State of Idaho in a meeting of stockholders called for that purpose as prescribed by law.

**ARTICLE X**

**AMENDMENTS TO BY-LAWS**

The Board of Directors may repeal and amend the By-Laws of the corporation and adopt new By-Laws.

IN WITNESS WHEREOF, we hereunto set our hands and seals this 8th day of December, 1993.

  
\_\_\_\_\_  
DOUGLAS S. WEBB

  
\_\_\_\_\_  
SANDRA V. WEBB