



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

IDAHO ASSOCIATION OF SELF-INSURED EMPLOYERS, INC.

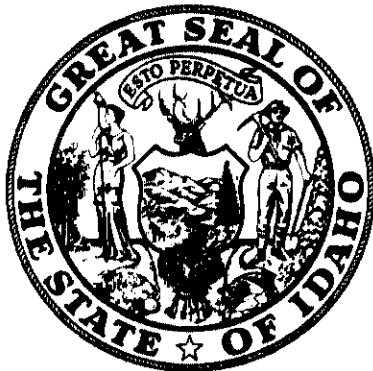
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

IDAHO ASSOCIATION OF SELF-INSURED EMPLOYERS, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 28, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth J. Sabala

Corporation Clerk

ARTICLES OF INCORPORATION

OF

**IDAHO ASSOCIATION OF SELF-INSURED
EMPLOYERS, INC.**

**NOV 20 4 29 PM '90
SECRETARY OF STATE**

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

ARTICLE I. NAME

The name of this corporation shall be IDAHO ASSOCIATION OF SELF-INSURED EMPLOYERS, INC.

ARTICLE II. NONPROFIT STATUS

The Corporation is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 101 S. Capitol Blvd., Suite 1701, Boise, Idaho 83701, and the name of the initial registered agent at this address is Robert J. Koontz.

ARTICLE V. PURPOSES

The purposes for which the Corporation is organized and may be operated are as follows:

A. To foster communication and the exchange of information between self-insured employers regarding workers' compensation laws and related topics, to engage in educational activities with respect to these laws and topics, and to promote the interests of self-insured employers with respect to workers' compensation laws.

B. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

ARTICLE VII. MEMBERS

The Corporation shall have members, and the qualification and rights of the members shall be set forth in the bylaws of the Corporation. Certificates evidencing membership in the Corporation may be issued by the Corporation.

ARTICLE VIII. MEMBERSHIP DUES

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE IX. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than nine (9) individuals, each of whom, at all times shall be a member of the Corporation. The actual number of Directors shall be fixed by the Bylaws of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Robert J. Koontz	101 S. Capitol Blvd., Ste. 1701 Boise, Idaho 83701
Blaine F. Evans	101 S. Capitol Blvd., Ste. 1701 Boise, Idaho 83701
Rex Blackburn	101 S. Capital Blvd., Ste. 1701 Boise, Idaho 83701

ARTICLE X. INCORPORATOR

The name and street address of the incorporator is as follows:

Robert J. Koontz
101 S. Capitol Blvd., Suite 1701
Boise, Idaho 83701

ARTICLE XI. BYLAWS

Provisions for the regulation of internal affairs of the Corporation shall be set forth in the Bylaws. The power to repeal and amend bylaws and adopt new bylaws is hereby conferred upon the directors, as well as upon the members, to be exercised by such vote of said directors, or of the members, as the case may be, not less, however, than a majority thereof, as may be fixed by the bylaws.

ARTICLE XII. LIABILITY OF DIRECTORS

To the fullest extent permitted by the Idaho Nonprofit Corporation Act, as it now exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Idaho Nonprofit Corporation Act, as the same exists or may hereafter be amended. Any repeal or modification of this paragraph by the members of the Corporation shall be prospective only and shall not adversely affect any limitation on a personal liability of a director of the Corporation existing at the time of such repeal or modification.

DATED This 28 day of November, 1990.


Robert J. Koontz