



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

PROFESSIONAL ADJUSTERS, INCORPORATED

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: **April 11, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *M. Richards*

ARTICLES OF INCORPORATION

OF

PROFESSIONAL ADJUSTERS, INCORPORATED
SECRETARY OF STATE

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KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, CLYDE A. JAMES, being over nineteen years of age and being a citizen of the United States of America, desires to form a business corporation under and pursuant to the laws of the State of Idaho, and I do hereby certify:

ARTICLE I

The name of this corporation is PROFESSIONAL ADJUSTERS, INCORPORATED.

ARTICLE II

The duration of the existence of this corporation shall be perpetual.

ARTICLE III

The object and purposes for which said corporation is formed are as follows:

a. This corporation shall have all the powers to do and transact any and all actions and have all of the powers mentioned and set forth directly or by inference in the Idaho Statutes, Title 30, Chapter 1, Section 30-1-54.

b. Without in any manner intending to limit the general powers specified in the Idaho Statutes hereinabove mentioned by section number, this corporation, at its inception, and as its main corporate purpose, shall have the power to do consulting, advising, multi-line adjusting of claims, investigation, appraising and estimating.

ARTICLE IV

The authorized capital stock of this corporation shall be 100,000 shares of common stock fully voting, fully participating, each share having a par value of \$1.00.

To the extent available, both earned surplus and capital surplus may be used for the purchase and redemption of common stock issued by this corporation.

No holder of any stock of this corporation shall be entitled, as a matter of right, to purchase, subscribe for or otherwise acquire any new or additional shares of stock of the corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional share, or any shares, bonds, notes, debentures or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares.

ARTICLE V

The name and address of each affiliate which is a nonresident alien or a corporation whose place of incorporation is outside the United States is: **NONE.**

ARTICLE VI

The address of the corporation's initial registered office is:

West 6355 Stach Road
Coeur d'Alene, Idaho 83814

The registered agent for the corporation, unless otherwise modified shall be:

Clyde A. James
West 6355 Stach Road
Coeur d'Alene, Idaho 83814

The Idaho State Code Number for PROFESSIONAL ADJUSTERS, INCORPORATED is _____.

ARTICLE VII

The management of the affairs and concerns of this corporation is hereby vested in its Board of Directors. The number of directors, which shall be at least two (2), shall be fixed from time to time by the Bylaws. The names and addresses of those who shall constitute the initial Board of Directors are:

CLYDE A. JAMES
West 6355 Stach Road
Coeur d'Alene, Idaho 83814

MARY Z. JAMES
West 6355 Stach Road
Coeur d'Alene, Idaho 83814

ARTICLE VIII

The names and addresses of the persons forming this corporation is as follows:

CLYDE A. JAMES
MARY Z. JAMES
West 6355 Stach Road
Coeur d'Alene, Idaho 83814

IN WITNESS WHEREOF, we, the undersigned, being both of the original incorporators hereinabove named, have hereunto set our hands in the execution of these Articles of Incorporation, in duplicate, this 1st day of April, 1991.


CLYDE A. JAMES


MARY Z. JAMES

STATE OF IDAHO)
KOOTENAI COUNTY) ss.
JUDICIAL DISTRICT NO. ONE)

THIS IS TO CERTIFY that on this 1st day of April, 1991,
before me, the undersigned, a Notary Public in and for the State of Idaho,
duly commissioned and sworn as such, personally appeared CLYDE A. JAMES
AND MARY Z. JAMES known to me and to me known to be the individuals
named in and who executed the foregoing Articles of Incorporation, and they
acknowledged to me that they signed and sealed the same as their free and
voluntary act and deed for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
the day and year first hereinabove written.

Doris Callahan
Notary Public in and for Idaho
My commission Expires: 2-8-96