

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

IDAHO TEACHERS' MUTUAL BENEFIT ASSOCIATION

was filed in the office of the Secretary of State on the 12th day of February A. D. One Thousand Nine Hundred Fifty-five and is duly recorded on Film No. 89 of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

perpetual existence from the date hereof, with its registered office in this State located at

Boise

in the County of

Ada

and as such are subject to the rights, privileges and limitations granted to Non-Profit cooperative Associations, as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State.

Done at Boise City, the Capital of Idaho, this

12th day of February,

A.D., 19 55 .

Secretary of State.

ARTICLES OF INCORPORATION

OF

IDAHO TEACHERS' MUTUAL BENEFIT ASSOCIATION

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are full age citizens of the United States of America, residents of the State of Idaho, have this day voluntarily associated ourselves together, and do hereby and by these Articles of Incorporation unite and associate ourselves together, for the purpose of forming a mutual benefit health and accident association under Chapter 31, Title 41, Idaho Code, as amended, for the purposes hereinafter stated, and we do hereby certify:

ARTICLE I.

The name of this corporation shall be "IDAHO TEACHERS' MUTUAL BENEFIT ASSOCIATION".

ARTICLE II.

The term or duration for which this corporation shall exist shall be in perpetuity.

ARTICLE III.

The place where and the county in which its principal office or business shall be located is Boise, Ada County, Idaho.

ARTICLE IV.

A. The objects and purposes for which this corporation is formed shall be and are:

1. To provide to the members of the corporation group health, hospitalization, accident and salary indemnity insurance on a mutual benefit plan and to issue certificates or policies of insurance in the form and in the manner prescribed by law and to prescribe membership fees and premiums consistent with law for carrying out the objects and purposes of said corporation.

2. To re-insure any and all risks undertaken by the corporation within limits prescribed by law.

3. To purchase, own, lease, hold or otherwise acquire real and personal property of all kinds and descriptions and any and all rights and privileges which it may deem convenient to obtain for the purposes of or in connection with the business of the corporation.

4. To do and perform, either for itself or for its members, all acts and things and to have and exercise any and all powers as may be necessary or convenient to accomplish any or all of the foregoing purposes as the same may be permitted under the laws of the State of Idaho.

B. The following is a particular description of the benefits which this corporation shall pay to its members:

1. The payment to its members for losses arising as a result of dismemberment.

2. The payment to members for disability arising from accidental injuries or from sickness.

3. The payment to members of benefits or indemnity for medical, hospital or other expenses incurred by the members by reason of accident or sickness.

4. The payment to members for loss of time arising from accident or sickness.

5. The payment of benefits to beneficiaries of deceased members for death caused by accident.

The amounts of all of said payments shall be based upon the computation made by qualified actuarians upon schedules and rates to be approved by the Commissioner of Insurance of the State of Idaho in conformity with Chapter 31, Title 41, Idaho Code, as amended.

ARTICLE V.

The business and affairs of this corporation shall be vested in and managed and controlled by a Board of Directors consisting of nine (9) members. The first Board shall be elected at the first meeting of the members of this corporation and Board members shall be elected annually thereafter at the annual meeting of the members of this corporation. The officers of the corporation shall be a President, Vice President, Treasurer and Secretary. The offices of Secretary and Treasurer may be held by the same person. The election and meetings of the directors shall be as provided by the By-laws. Five members of the Board of Directors of this corporation shall constitute a quorum for the transaction of business. Vacancies on the Board of Directors shall be filled and expulsion of members shall be accomplished as provided by the By-laws.

ARTICLE VI.

This corporation is formed without any purpose for pecuniary profit or gain and shall have no capital stock.

ARTICLE VII.

Any person may become a member of this corporation who:

- A. is an active member of the Idaho Education Association, Inc., or
- B. is an employee of the Idaho Education Association, Inc. not eligible for membership in that association, and
- C. agrees to comply with and be bound by these Articles of Incorporation and the By-laws, and any amendments thereto, adopted by said corporation and any and all rules and regulations as may from time to time be adopted by the Board of Directors of this corporation and who complies promptly with the payment of fees, dues, assessments and premiums which shall be levied by the corporation.

ARTICLE VIII.

The names of persons associated and the place of residence and post office address of each are as follows:

<u>Name</u>	<u>Place of Residence and Post Office Address</u>
Burton Sanders	509 2d St., Kellogg, Idaho
Loretta Dunnigan	720 9th St., Coeur d'Alene, Idaho
L. C. Robinson	318 S. Monroe, Moscow, Idaho
Nell M. Robinson	811 6th St., Lewiston, Idaho
Genevieve Dartt	1920 W. Jefferson, Boise, Idaho
Inez Woesner	1920 W. Jefferson, Boise, Idaho
John M. Booth	1703 Gourley, Boise, Idaho
Harold F. Provancha	5206 Ponder, Boise, Idaho
Bess Bays	2304 N. Pendleton Drive, Boise, Idaho
Alice Latta	608 Hays, Boise, Idaho
Rex Engelking	Parma, Idaho
Reid Bishop	Parma, Idaho
Roy Denton	Meridian, Idaho
Earl Griffin	917 2d, Rupert, Idaho
Ned Stocks	Rupert, Idaho
Wesley Baker	120 S. 7th, Montpelier, Idaho
Ward Alexander	American Falls, Idaho
John Findlay	Bloomington, Idaho
Irene Smith	1221 Sage, Idaho Falls, Idaho
Frances Powell	1221 Sage, Idaho Falls, Idaho
Eunice Meppen	561½ N. Water, Idaho Falls, Idaho
Melvin Gruwell	434 E. 2d N., St. Anthony, Idaho
Hazel Wilding	Rexburg, Idaho
Alvin Hastings	Challis, Idaho
Mary Darrington	Burley, Idaho

ARTICLE IX.

The By-laws of the corporation shall be adopted at the first meeting of the members of the corporation and thereafter the By-laws of the corporation may be altered, amended or repealed or new By-laws adopted by the affirmative vote of two-thirds of the Board of Directors at any regular meeting or at any special meeting of the Board of Directors called for that purpose, provided that a quorum, as herein specified, is present and voting and, provided, further, that the Board of Directors shall not make or alter any By-law fixing their qualifications, classification, term of office or compensation.

IN WITNESS WHEREOF, We hereby associate ourselves by subscribing our names hereto, this 30th day of September, 1954.

Burton Sanders
Burton Sanders

L. C. Robinson
L. C. Robinson

Genevieve Dartt
Genevieve Dartt

John M. Booth
John M. Booth

Bess Bays
Bess Bays

Rex Engelking
Rex Engelking

Roy Denton
Roy Denton

Ned Stocks
Ned Stocks

Ward Alexander
Ward Alexander

Irene Smith
Irene Smith

Eunice Meppen
Eunice Meppen

Hazel Wilding
Hazel Wilding

Mary Darrington
Mary Darrington

Loretta Dunnigan
Loretta Dunnigan

Nell M. Robinson
Nell M. Robinson

Inez Woesner
Inez Woesner

Harold F. Provancha
Harold F. Provancha

Alice Latta
Alice Latta

Reid Bishop
Reid Bishop

Earl Griffin
Earl Griffin

Wesley Baker
Wesley Baker

John Findlay
John Findlay

Frances Powell
Frances Powell

Melvin Gruwell
Melvin Gruwell

Alvin Hastings
Alvin Hastings

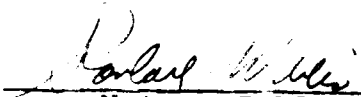
Mary Darrington
Mary Darrington

STATE OF IDAHO)
 : ss.
County of Ada)

On this 30th day of September, in the year 1954, before me, the undersigned, a Notary Public in and for said State, personally appeared BURTON SANDERS, LORETTA DUNNIGAN, L. C. ROBINSON, NELL M. ROBINSON, GENEVIEVE DARTT, INEZ WOESNER, JOHN M. BOOTH, HAROLD F. PROVANCHA, BESS BAYS, ALICE LATTA, REX ENGELKING, REID BISHOP, ROY DENTON, EARL GRIFFIN, NED STOCKS, WESLEY BAKER, WARD ALEXANDER, JOHN FINDLAY, IRENE SMITH, FRANCES POWELL, EUNICE MEPPEN, MELVIN GRUWELL, HAZEL WILDING, ALVIN HASTINGS, and MARY DARRINGTON, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

(SEAL)



Notary Public for Idaho
Residing at Boise, Idaho

ROBERT E. SMYLIE

Governor

LEO O'CONNELL
Commissioner of Insurance



STATE OF IDAHO
DEPARTMENT OF INSURANCE

207 STATE HOUSE
BOISE

February 12, 1955

HONORABLE IPA H. MASTERS
Secretary of State
State House
Boise, Idaho

Attention: Paula L. Fleener, Corporation Clerk

Dear Mr. Masters:

We herewith transmit to you three copies of the Articles
of incorporation of:

IDAHO TEACHERS' MUTUAL BENEFIT ASSOCIATION,

for filing with your department.

These articles have been submitted to the Idaho Attorney
General for his examination and approval, as provided by
Chapter 31, Title 41, Idaho Code. The Attorney General
placed his stamp of approval on the articles of incorpor-
ation under the date of February 11, 1955. The articles
were received in the Department of Insurance, and accepted
for filing on February 12, 1955.

Yours very truly,

DEPARTMENT OF INSURANCE

By: Nina R. Carroll
Chief Clerk

#27658-A

DAVID H. LEROY
Attorney General
State of Idaho
Statehouse, Room 210
Boise, Idaho 83720
Telephone: (208) 384-2400

JOHN MICHAEL BRASSEY
Deputy Attorney General
State of Idaho

SCOTT WOLFLEY
Deputy Attorney General
State of Idaho

IN THE DISTRICT COURT OF THE FOURTH JUDICIAL DISTRICT
OF THE STATE OF IDAHO, IN AND FOR THE COUNTY OF ADA

State of Idaho, ex rel. TRENT M.)
WOODS, Director of Department)
of Insurance, State of Idaho,)
Petitioner,)
vs.)
IDAHO TEACHERS MUTUAL INSURANCE)
COMPANY,)
Respondent.)

Civil No. 73045

ORDER OF REHABILITATION

This matter having been presented to the court upon the
petition of the Petitioner, Trent M. Woods, Director of the
Department of Insurance, State of Idaho, and the court having
studied the petition of the Petitioner and the response by the
Respondent Idaho Teachers Mutual Insurance Company, and it appearing
that the court has jurisdiction and venue pursuant to Idaho Code
Section 41-3302, that the Petitioner has adequate grounds under
Idaho Code Section 41-3306 upon which to file this action and it
appearing that the continued operation of the business of Idaho
Teachers Mutual Insurance Company is in the best interest of the
policyholders, creditors, members and the public;

IT IS HEREBY ORDERED AND THIS DOES ORDER that

ORDER OF REHABILITATION, P. 1

1 1. The Director of the Department of Insurance, State of
2 Idaho, Trent M. Woods, is hereby appointed receiver for the
3 purpose of rehabilitating the Respondent, Idaho Teachers Mutual
4 Insurance Company, pursuant to the provision of Title 41, Chapter
5 33, Idaho Code and with further leave to apply to this court for
6 such other relief as he deems necessary.

7 2. That the receiver as appointed is authorized to continue
8 the operation and conduct of the business of Idaho Teachers Mutual
9 Insurance Company to serve the current members and policyholders.

10 3. That the employment of the present employees of the Idaho
11 Teachers Mutual Insurance Company shall terminate at 12:00 mid-
12 night on the date of this order. The receiver is specifically
13 authorized to reemploy such of the former employees of Idaho
14 Teachers Mutual Insurance Company as are needed in the continued
15 operation and conduct of the business and to the extent that
16 sufficient funds are available for the payment of such employees.
17 This order in and of itself shall not constitute a recognition or
18 ratification of any existing employment contracts or of benefits,
19 if any, presently accrued or accruing to employees of Idaho Teach-
20 ers Mutual Insurance Company. The employment of any rehabil-
21 itation employee shall not in any manner either affirm or dis-
22 affirm any employment contract rights which any rehabilitation
23 employee may have possessed prior to his or her appointment as a
24 rehabilitation employee.

25 4. The receiver is expressly authorized and empowered to
26 utilize all rights and powers authorized by the Idaho Code and
27 specifically Title 41, Chapter 33.

28 5. (a) That Rex D. Lane, CFE, Chief Examiner, Department of
29 Insurance, State of Idaho, is hereby appointed as a special deputy
30 director pursuant to Idaho Code Section 41-3314 to assist the
31 receiver in the execution of this Rehabilitation Order. Said
32

1 special deputy director shall have all the powers and duties
2 delegated to him by the receiver or as may be available at law
3 including but not limited to the establishment of banking ac-
4 counts, issuance of checks, negotiations with creditors and the
5 day-to-day conduct of the business operations of the Respondent.
6 This special deputy director shall receive no other compensation
7 than authorized presently as a department employee.

8 (b) That the firm of Elam, Burke, Evans, Boyd & Koontz be
9 retained as counsel for the receiver and the appointed special
10 deputy director, at the rate of \$55.00 per hour and actual ex-
11 penses.

12 (c) That Ralph D. Green, AFE, be appointed as Examiner and
13 receive as compensation a salary of \$99.00 per day, \$44.00 per day
14 expenses and actual travel expenses.

15 (d) That Anthony J. Fagiano, MAAA, CFE, be appointed as
16 actuary under the direction of the receiver and receive as compen-
17 sation a salary of \$125.00 per day, \$44.00 per day expenses and
18 actual travel expenses.

19 (e) That Warren L. Isom, CLU, be appointed as management
20 consultant at the rate of \$50.00 per hour.

21 (f) That James H. Hunt, CPA, be appointed as operations
22 consultant at the rate of \$25.00 per hour.

23 6. That all persons are enjoined from maintaining, com-
24 mencing or proceeding with any action against Idaho Teachers
25 Mutual Insurance Company or its assets in the nature of attach-
26 ment, garnishment or execution in any court in this state during
27 the pendency of this rehabilitation proceeding.

28 IT IS FURTHER ORDERED AND THIS DOES ORDER, pursuant to Sec-
29 tion 41-3312(2), Idaho Code, that Trent M. Woods as receiver is
30 vested, by operation of law, as of the date of entry of this
31 order, with the title to all property, contracts, and rights of
32 ORDER OF REHABILITATION, P. 3

1 action and all of the books and records of the Respondent and with
2 power to forthwith take possession of the assets of the Respondent
3 and to administer them pursuant to this order and any further
4 order of the court and the Board of Directors and officers of
5 Idaho Teachers Mutual Insurance Company are relieved of their
6 rights and powers to operate the business of the Respondent except
7 pursuant to the express written direction of the receiver.

8 IT IS FURTHER ORDERED AND THIS DOES ORDER, pursuant to Sec-
9 tion 41-3312(4), Idaho Code, the receiver upon taking possession
10 of the assets of Respondent shall, subject to the direction of the
11 court, immediately proceed to conduct the business of the Respon-
12 dent and take such steps as may be authorized by the laws of this
13 state for the purposes of rehabilitating the Respondent.

14 DATED this 25th day of September, 1980 at 9:00
15 o'clock .m.

18 JESSE R. WALTERS
19 DISTRICT JUDGE

32 ORDER OF REHABILITATION, P. 4

STATE OF IDAHO
COUNTY OF ADA
SS.

I, John Bastida, Clerk of the District Court of the Fourth
Judicial District of the State of Idaho, in and for the
County of Ada, do hereby certify that the foregoing is a
true and correct copy of the original on file in this office.
In witness whereof, I have hereunto set my hand and
affixed my official seal this 25 day of

September 1980
JOHN BASTIDA, CLERK
BY Sorothy Ciang DEPUTY.