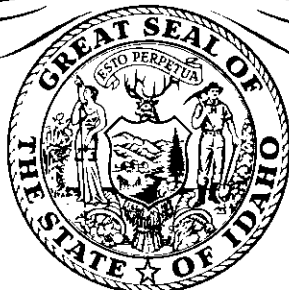


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

CARLTON INSURANCE AGENCY, INC.

was filed in the office of the Secretary of State on the **Tenth** day of **March**, A.D. One Thousand Nine Hundred **Sixty**, and duly recorded on Film No. **111** 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, 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 **Caldwell**, in the County of **Canyon**.

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 **10th** day of **March**, A.D., 19**60**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
CARLTON INSURANCE AGENCY,
INC.

We, the undersigned natural persons of the age of 21 years or more, a majority of whom are residents of the State of Idaho and the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho. We hereby set forth, declare and certify that:

I. The name of this corporation is Carlton Insurance Agency, Inc.

II. The purposes of this corporation are:

(1) To purchase, acquire, and take over the business of Carl U. Carlton, as insurance brokers, insurance agents, agents of underwriters and of insurance companies and their kindred businesses, all as conducted by the Carl U. Carlton agency in Caldwell, Canyon County, Idaho, and in other places;

(2) To act as agent or broker for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, automobiles, trucks, tractors and other motor vehicles, farm machinery and equipment, boiler, elevator, accident, health, burglary, rent, marine, credit, income, and life and mortgage insurance, and all other kinds of insurance, including the collection of premiums, and doing such other business as may be delegated to agents or brokers by such companies and to conduct a general insurance agency and insurance brokerage business;

(3) To purchase improve, develop, lease, exchange, sell, dispose of, and otherwise deal in real estate, and to purchase, lease, build, construct, erect, occupy

and manage buildings of every kind and character whatever;

(4) To finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation;

(5) To transact the business of a real estate agent or broker and in behalf of others, to buy sell, deal in, lease, rent, and manage real estate and any interest therein.

(6) To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenants in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or any interest therein;

(7) To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.

(8) To issue shares and admit shareholders, and to engage in all transactions incident to the same.

(9) To engage in any activity or to do anything with the objects and purposes hereinbefore mentioned that may be necessary or proper to accomplish successfully or promote the said objects and purposes. The foregoing clauses, by reason of the specific enumeration of powers shall not be held to restrict the power of the corporation to do any of the things within the purview of its general powers.

III. That the duration of the corporation is unlimited.

IV. The location and post office address of the registered office of the corporation in the State of Idaho is 709 Arthur Street,

Caldwell, Idaho;

V. The total authorized number of par value shares is two hundred (200). The aggregate par value of the total authorized number of par value shares is ten thousand Dollars (\$10,000)

VI. The stock of the corporation is divided into two hundred (200) shares of common stock, the par value of each share shall be fifty dollars (\$50.00), and such stock shall be non-assessable.

At every meeting of the shareholders, every holder of the Common Stock of the Corporation shall be entitled to one vote for each share of common stock standing in his name on the books of the corporation. At each election of directors, every holder of the Common Stock of the Corporation shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

VII. The name and post office address of each of the incorporators and the number of common stock shares for which each subscribes is as follows:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
Carl U. Carlton	1221 Willow Street Caldwell, Idaho	100
Selma R. Carlton	1221 Willow Street Caldwell, Idaho	99
Junji Yamamoto	412 W. Elm Street Caldwell, Idaho	1

IN WITNESS WHEREOF, we, the undersigned, being each of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within

and without the State of Idaho, and in pursuance of the Corporation Laws of the State of Idaho, do make and file these articles, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands and seals this 27th day of February, 1960.

Carl U. Carlton

Selma R. Carlton

Junji Yamamoto

STATE OF IDAHO)
 ss.
County of Canyon)

On this 27th day of February, 1960, before me personally appeared Carl U. Carlton, Selma R. Carlton, and Junji Yamamoto, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

Wm. J. Brauner
Notary Public for Idaho
Residing at Caldwell, Idaho