



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

MCDONALD INSURANCE COMPANY, INC.

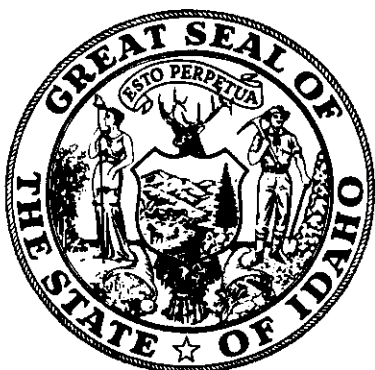
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

MCDONALD INSURANCE COMPANY, INC.,

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 November 2, 19 79.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

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SECRETARY OF STATE  
McDONALD INSURANCE COMPANY, INCORPORATED

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SECRETARY OF STATE

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

Article I

The name of the corporation is McDonald Insurance Company, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are:

- (a) To engage as agent or broker for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, automobiles, trucks and other motor vehicles, boiler, elevator, accident health, burglary, rent, marine, credit and life insurance, and all other kinds of insurance, 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.
- (b) To purchase, acquire, own, hold, use, lease (either as Lessor or Lessee), grant, sell, exchange, subdivide, mortgage, convey in trust, manage, improve, construct, operate and generally deal in any and all real estate, improved or unimproved, stores, office buildings, dwelling houses, apartment houses, hotels, manufacturing plants and other buildings and any and all other property of every kind or description, real, personal and mixed, and wheresoever situated, either in Idaho, other state of the United States, the District of Columbia, territories and colonies of the United States or foreign countries.
- (c) To acquire by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association or corporation; to acquire any property or business as a going concern or otherwise (a) by purchase of the assets thereof wholly or in part, (b) by acquisition of the shares or any part thereof, or (c) in any other manner, and to pay for the same in cash or in shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole or any part of the goodwill, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.
- (d) To take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of, and otherwise dispose of, letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties.

- (e) To enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government or other municipal or government subdivision.
- (f) To become a partner (either general or limited or both) and to enter into agreements of partnership, with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth, or otherwise, or which may be calculated, directly or indirectly, to promote the interest of this corporation or to enhance the value of its property or business.
- (g) To subscribe, or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, goodwill, rights, assets and property of any and every kind, or any part thereof, or any other corporation or corporations, association or associations, firm or firms, or person or persons, together with shares, rights, units or interest in, or in respect of, any trust estate now or hereafter existing and whether created by the laws of the State of Idaho or of any other state, territory or country; and to operate, manage and control such properties, or any of them either in the name of such other corporation or corporations or in the name of this corporation, and while the owners of any of said shares of capital stock, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time and to the same extent as natural persons might or could do.
- (h) To promote or to aid in any manner, financially or otherwise any person, firm, corporation or association of which any shares of stock, bonds, notes, debentures or other securities or evidences of indebtedness are held directly or indirectly by this corporation and, for this purpose, to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.
- (i) To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking or as including the business purposes of a commercial bank, savings bank or trust company.
- (j) To issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures or other evidences of its indebtedness or obligations; and to purchase, hold sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of Idaho as the same are now in force or may be hereafter.
- (k) To purchase, acquire, take, hold, own, use and enjoy, to sell, lease, transfer, pledge, mortgage, convey, grant, assign or otherwise dispose of, and generally to invest, trade, deal in and with oil royalties, mineral rights of all kinds, mineral-bearing lands and hydrocarbon products of all kinds, oil, gas and mineral leases, and all rights and interests therein, and in general products of the earth and deposits, both subsoil and surface, of every nature and description.

- (l) To carry on any business whatsoever, either as principal or as agent or both or as a partnership, which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interest of this corporation or to enhance the value of its property or business; and to conduct its business in this State, in other states, in the District of Columbia, in the territories of the United States and in foreign countries.
- (m) To have and to exercise all the powers conferred by the laws of Idaho upon corporations formed under the laws pursuant to and under which this corporation is formed as such laws are not in effect or may at any time hereafter be amended.

The foregoing statement or purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause but shall be regarded as independent purposes and powers.

#### ARTICLE IV

The principal office for the transaction of business of this corporation shall be located in Twin Falls, County of Twin Falls, State of Idaho, and the Post Office address of said corporation shall be P.O. Box 85, Twin Falls, Idaho 83301. *409 Shoshone St. S. \**

#### ARTICLE V

That subject to dissolution in the manner prescribed by law, the duration of this corporation shall be perpetual.

#### ARTICLE VI

That the number of Directors of said corporation shall be not less than three (3) nor more than five (5), except where all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, in which case the number of Directors may be less than three (3), but not less than the number of stockholders, which number of Directors shall be fixed by the By-Laws of the corporation.

#### ARTICLE VII

That the total number of shares of stock which the corporation has authority to issue is One Hundred (100) shares, without par value, all of one class. Said capital stock shall be nonassessable.

*\* as per letter by Greg McDonald.*

ARTICLE VIII

Authority is hereby granted to the shareholders of this corporation to change the authorized number of directors of this corporation from time to time by duly adopted amendment to the BY-Laws of this corporation.

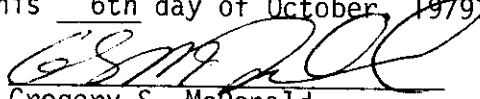
ARTICLE IX

The names and post office addresses of each of the incorporators, and those persons who shall act as Directors until their successors are elected and qualified, and a statement of the actual number of shares subscribed by each, is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Gregory S. McDonald	P.O. Box 85 Twin Falls, ID 83301	1 share
Bruce R. Bacon	P.O. Box 221 Twin Falls, ID 83301	1 share
Marcus B. Peperzak	Route #3 Twin Falls, ID 83301	1 share

The name and Post office address for the registered agent of the corporation is: Nancy K. Spink, P.O. Box 85, Twin Falls, Idaho 83301.

IN WITNESS WHEREOF, the parties have hereunto subscribed their names and affixed their official seal this 6th day of October, 1979.

  
\_\_\_\_\_  
Gregory S. McDonald

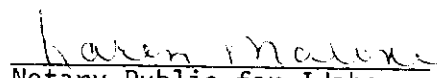
  
\_\_\_\_\_  
Bruce R. Bacon

  
\_\_\_\_\_  
Marcus B. Peperzak

STATE OF IDAHO,                    )  
COUNTY OF TWIN FALLS.        ) ss.

On this 6th day of October, 1979, before me, the undersigned, a Notary Public in and for said State, personally appeared Gregory S. McDonald, Bruce R. Bacon, and Marcus B. Peperzak, know to me to be the persons whose names are subscribed to the within instrument, and acknowledge 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.

  
\_\_\_\_\_  
Notary Public for Idaho,  
Residing at Twin Falls, Idaho.