

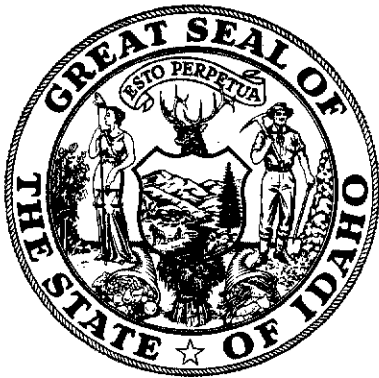
CERTIFICATE OF INCORPORATION
OF

AMERICAN GUARDIAN ESCROW, 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 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 24, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

AMERICAN GUARDIAN ESCROW, INC.,

* * * * *

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being a natural person of full age and a citizen of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, as set forth in Title 30, Idaho Code, Volume 5B, do hereby certify as follows:

I.

The name of the Corporation is AMERICAN GUARDIAN ESCROW, INC..

II.

The nature of the business and the objects and purposes for which said corporation is formed are:

(1) To perform all functions and services of an escrow and depository company for profit. To accept oral, or written, escrow instructions from third parties, satisfactory to the company. To accept, for escrow or as a depository, personal property of all kinds and descriptions, including but not limited to, deeds, mortgages, deeds of trust, releases of mortgage, deeds of reconveyance, promissory notes, commercial paper, bonds, insurance policies, bills of sale, contracts, and stock certificates.

(2) To act as the exclusive agent of a third party, or third parties, in which capacity certain instruments, or other personal property would be held, and monies would be received from and acquittances given to obligors or such third parties.

3. To perform any and all other services as may be necessary and incidental to carrying on such escrow and depositary business.

4. The transactions of any and all lawful business for which corporations may be incorporated under the laws of the state of Idaho, as now existing, or hereinafter amended.

III.

This Corporation shall have all the power, authority and capacity set forth in the Idaho Business Corporation Act as now enacted or hereafter amended, including but not limited to the following:

(1) To sue and be sued, complain and defend, in its corporate name.

(2) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(3) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real and personal property, or any interest therein, wherever situate.

(4) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(5) To lend money and use its credit to assist its employees.

(6) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(7) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge all of or any of its property, franchises and income.

(8) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(9) To conduct its business, carry on its operations and have offices and exercise the powers granted by the act, within or without this state.

(10) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(11) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(12) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(13) To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

(14) To have and exercise all powers necessary or convenient to effect its purposes.

IV.

The Corporation shall have perpetual existence unless sooner terminated.

V.

The location and post office address of the initial registered office of the corporation is located at 312 West Center Street, P. O. Box 609, in the City of Pocatello, County of Bannock, State of Idaho, or at such other place as the Board of Directors shall designate, and Gary E. Brown, Box 609, Pocatello, Idaho, 83204, shall serve as the initial registered agent of the corporation.

VI.

The capital stock of the corporation shall be \$30,000 comprised of 300 shares of common stock of the par value of \$100 per share.

VII.

Each outstanding share of stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, except that at all elections of the directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number of directors to be voted for, or any two or more of them, as he may see fit.

VIII.

The Board of Directors of the corporation shall consist of two (2) members, unless otherwise modified from time to time by laws of the corporation. All directors shall be elected annually in accordance with the provisions of the Idaho Code 30-1-36, as currently enacted or hereafter amended. There shall be no classification of directors or staggering of their terms.

IX.

The name and post office address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gary E. Brown	P. O. Box 609 Pocatello, Idaho 83204

X.

The names and post office addresses of the members of the initial Board of Directors of the Corporation, who shall serve until the first meeting of shareholders or until their successors have been duly elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gary E. Brown	P. O. Box 609 Pocatello, Idaho 83204
David J. Anderson	84 Yale Pocatello, ID 83201

IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of April, 1985.



Gary E. Brown

STATE OF IDAHO)
)ss
County of Bannock)

On this 19th day of April, 1985, before me the undersigned Notary Public, personally appeared GARY E. BROWN, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he 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 Pocatello, Idaho