



**CERTIFICATE OF INCORPORATION
OF**

M & M ENTREPRENEURS, LTD.

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: **October 27, 1986**



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Shirley L. Brown

Oct 27 1035 AM '86
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
M & M ENTREPRENEURS, LTD.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all being full-age citizens and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the pursuant to the laws of the State of Idaho, and we do hereby certify;

ARTICLE I

Name

The name of this corporation shall be M & M Entrepreneurs, Ltd.

ARTICLE II

Purposes

The purpose of this corporation shall be the following;

(a) To contract with, hire, employee as agent or solicitor persons to sell insurance policies; to act as agent or broker for insurance companies in soliciting and receiving applications for accident, health and life insurance, and all other kinds of insurance or bonds, the collection of premiums, and doing such 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 transact the business of a real estate agent or broker, and in behalf of others, to buy, sell, deal, lease, rent, and manage real estate and any interest herein.

(c) To engage generally in the business of the selling of insurance and real estate.

(d) To make and perform contracts of any kind and description in carrying on its business, or for the purpose of attaining or furthering any of its objects. To borrow or raise money for any of the purposes of the corporation. To buy or sell notes, mortgages,

or other evidences of debts, including notes and mortgages of this corporation. To own, buy and sell real estate, personal and otherwise. To mortgage, hypothecate or otherwise encumber any of said property. To endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, debentures, obligations, and evidence of indebtedness, and to do any and all other acts and things, and to exercise any and all other powers which a co-partnership or natural person could do and exercise, and which now or hereafter be authorized by law. To have offices, conduct its business, and promote its business within and without the State of Idaho, without restriction as to place or amount, and this corporation shall have the power to hold meetings within or without the State of Idaho, as may be determined from time to time by its By-Laws.

(e) The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and enumeration of specific purposes and powers shall not be constructed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall expression of one thing be deemed to exclude another, although it be of like nature not expressed.

ARTICLE III

DURATION

The period of existence and duration of life of this corporation shall be perpetual.

ARTICLE IV

PLACE OF BUSINESS

The location and post office address of the registered office of this corporation is the State of Idaho, shall be 6307 Franklin Rd, Boise, Idaho 83709. *The registered agent shall be Mary E. Blinker.*

ARTICLE V

STOCK

This corporation is authorized to issue one class of shares of capital stock, and said stock shall be designated as common stock.

The authorized capital stock of this corporation is 3 shares, all of no par value.

ARTICLE VI

INCORPORATORS

The names and post office addresses of each of the incorporators of this corporation, and the number of shares of common stock subscribed by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Mary E. Brinker	6307 Franklin Rd, Boise, ID 83709	2
Michael W. Brinker	6307 Franklin Rd, Boise, ID 83709	1

Each of the above named as incorporators is a natural person, over the age of 21 years, and is a citizen of the State of Idaho, and the United States of America.

ARTICLE VII

CAPITAL STOCK

The capital stock of this corporation shall be nonassessable, and the private property of the shareholders in this corporation shall not be liable for the debts, obligations, and liabilities of this corporation.

ARTICLE VIII

DIRECTORS

The number of directors of this corporation shall be at least two, and such additional number of directors as may be determined from time to time by the By-Laws of this corporation. The names of each of the directors are:

<u>NAME</u>	<u>ADDRESS</u>
Mary E. Brinker	6307 Franklin Rd, Boise, ID 83709
Michael W. Brinker	6307 Franklin Rd, Boise, ID 83709

ARTICLE IX

POWERS

The Board of Directors of this corporation shall have the management and control thereof, and shall have the power to repeal and amend the By-Laws of this corporation and adopt new By-Laws, but such power shall not extend to the making or altering any By-Laws, which may alter or fix the qualifications, classifications, term of office, or compensation of the Board of Directors, and this authority shall not be interpreted as taking from the shareholders that power and authority given to them by Section 30-132 Idaho Code.

INWITNESS WHEREOF, For the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 27 day of October 1986.

Mary E. Brinker

Mary E. Brinker

Michael W. Brinker

Michael W. Brinker

State of Idaho)
) ss.
County of Ada)

On this 27th day of October, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Mary E. Brinker and Michael W. Brinker, 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.

Joseph Smith

Notary Public for Idaho
Residing at Boise, Idaho