

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

**INTER MOUNTAIN CLAIMS SERVICE, INC.**

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Sixteenth** day of **May**, 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **Sixteenth** day of **May**, 19 **62**, a designation of **Donald O. Stennett** in the County of **Sonneville** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **16th** day of **May**, A.D. 19 **62**.

Secretary of State.

United States of America  
 State of Washington

DEPARTMENT



OF STATE

*TO ALL TO WHOM THESE PRESENTS SHALL COME*

*I,*

**Victor A. Meyers**

*Secretary of State of the*

*State of Washington, and custodian of the Seal of said State, do hereby*

*certify* that the attached is a true and correct copy of the Articles of Incorporation of INTER MOUNTAIN CLAIMS SERVICE, INC. and all amendments thereto

which have been duly filed and recorded in my office in accordance with law;

I further certify that INTER MOUNTAIN CLAIMS SERVICE, INC. has not been

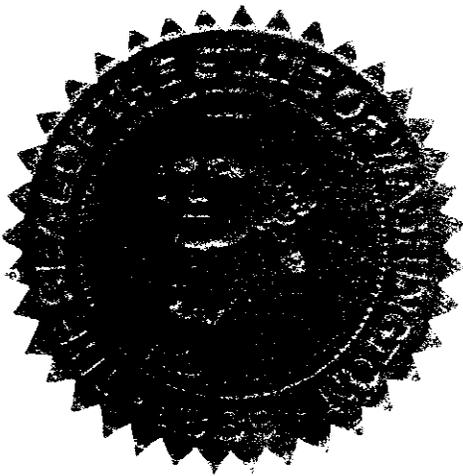
dissolved and is in good standing as a subsisting corporation in the State

of Washington with all of its license fees paid to July 1, 1961; and I further

certify that I am the officer having the legal custody of the official record

of the original Articles of Incorporation and all amendments to the Articles

of said corporation.



*In Testimony Whereof, I have hereunto set  
 my hand and affixed hereto the Seal of the State of  
 Washington: Done at the Capitol, at Olympia,*

*this 27<sup>th</sup> day of APRIL A.D. 19 61*

*Victor A. Meyers*

*Secretary of State*

*By Jean C. Dunken*

*Assistant Secretary of State*

ARTICLES OF INCORPORATION  
OF  
INTER MOUNTAIN CLAIMS SERVICE, INC.

APPROVED  
AND FILED  
OCT 25 1956  
EARL GOE  
SECRETARY OF STATE  
BY *[Signature]*  
Assistant Secretary of State

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are citizens of the United States of America, and over the age of twenty-one years, have this day voluntarily associated ourselves together for the purposes of forming a corporation under the laws of the State of Washington, and we hereby certify:

FIRST: That the name of this corporation shall be Inter Mountain Claims Service, Inc.

SECOND: That the purposes for which this corporation is formed are as follows:

1. To act as the agent of such persons, firms, associations and corporations as shall employ it to investigate, collect and report information concerning insurance applicants and risks, and to prepare, present, adjust, settle, collect and purchase claims arising under insurance policies of all kinds and descriptions, or arising under insuring agreements, pools, and other insuring arrangements, and such other business as is incidental thereto.
2. To own property, real and personal, incident to the general business of this corporation.
3. To borrow money, and to mortgage, pledge and give in trust any and all of its property to secure the payment thereof, for the general purposes of this corporation.
4. To pay the expenses of and preliminary and incidental to the formation, establishment and registration of this corporation.
5. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

**THIRD:** The principal place of business of this corporation shall be in the City of Spokane, Spokane County, State of Washington, and this corporation shall maintain its registered office at 415 Paulsen Building, Spokane 1, Washington.

**FOURTH:** The duration of this corporation shall be perpetual.

**FIFTH:** The number of directors of this corporation shall be fixed from time to time by the by-laws; but the Board of Directors shall consist of not less than three members and it shall not consist of more than five members. The Directors shall be elected annually and shall serve until the election and qualification of their successors. The Directors who are to serve for the first corporate year shall be selected by the incorporators at the time they organize.

**SIXTH:** The amount of capital stock of this corporation shall be Fifty Thousand (\$50,000.00) Dollars, divided into fifty thousand non-assessable shares of the par value of one dollar per share, which shall be divided into two classes, known as Class "A" and Class "B" respectively. Of the total capitalization of the corporation, Class "A" stock shall consist of twenty-five thousand shares, and Class "B" shall consist of twenty-five thousand shares. The holders of Class "A" stock shall by reason of their holdings be entitled to vote at meetings of stockholders, while the holders of Class "B" stock shall not be entitled to vote at meetings of stockholders. The holders of Class "A" and Class "B" stock shall share equally in any dividends which may be paid by the corporation.

In case a holder of Class "A" stock desires to sell his shares of stock, he must first offer them for sale to the remaining holders of Class "A", being the intention hereof to give them a preference in the purchase of Class "A" shares, and any attempted sale in violation of this provision shall be null and void. A shareholder desiring to sell his Class "A" stock shall file a notice in writing of his intention with the secretary of the corporation, and the remaining holders of Class "A" stock shall have sixty days

thereafter in which to purchase said stock from him. In order to determine the value of said stock at the time of the sale, the selling shareholder shall notify the corporation to take an account of the entire assets of the corporation so that the correct value of the stock may be arrived at, and he shall thereupon offer his stock to the other holders of the Class "A" stock at the price it is shown to be worth upon the taking of the account. In the event that holders of the Class "A" stock are unable to agree on the value of the assets of the corporation as herein provided for, any matter or matters on which they are unable to agree shall be referred to the decision of three <sup>dis</sup>interested persons, one to be chosen by the party offering his stock for sale, another by the remaining holders of Class "A" stock, and the third shall be chosen by the disinterested persons previously chosen.

SEVENTH: The Board of Directors of this corporation shall have the power and authority from time to time to authorize the sale of, and to sell, for cash or otherwise, all or any portion of the unissued or treasury Class "B" stock of this corporation without said stock, or any thereof, being first offered to the shareholders of this corporation.

EIGHTH: The Board of Directors of this corporation shall at any regular or special meeting of said Board, have the power and authority to repeal and/or amend any or all of the by-laws of this corporation, and/or to adopt new by-laws, a majority vote of said directors being required for the exercise of such power.

NINTH: This corporation shall commence business with the sum of \$500.00 paid-in capital.

TENTH: The name and post office address of each of the incorporators of this corporation and the number of shares of this corporation which have been subscribed for by each of said incorporators and the class thereof, are as follows, to-wit:

<u>Name of Incorporator</u>	<u>P. O. Address</u>	<u>No. of Shares</u>	
		<u>Class "A"</u>	<u>Class "B"</u>
Myrle E. Tracy	W. 414 Cleveland Spokane, Wash.	12,000	None
Lawrence H. Castle	S. 509 Bowdish Rd. Greenacres, Wash.	12,000	None
John F. Campbell	128 W. 18th Ave. Spokane, Wash.	1,000	None

ELEVENTH: The first directors, their post office addresses and terms of office are as follows:

<u>Name of Director</u>	<u>P. O. Address</u>	<u>Term of Office</u>
Myrle E. Tracy	W. 414 Cleveland Spokane, Wash.	From date hereof until first annual meeting
Lawrence H. Castle	S. 509 Bowdish Rd. Greenacres, Wash.	" " "
John F. Campbell	128 W. 18th Ave. Spokane, Wash.	" " "

IN WITNESS WHEREOF, we have hereunto set our hands this  
22 day of October, 1956.

Myrle E. Tracy  
Lawrence H. Castle  
John F. Campbell

STATE OF WASHINGTON )  
 ) ss  
 County of Spokane )

On this 22 day of October, 1956, before me the undersigned, a Notary Public for the State of Washington, personally appeared MYRLE E. TRACY, LAWRENCE H. CASTLE and JOHN F. CAMPBELL, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and severally acknowledged to me that they executed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year in this certificate first above written.

Carlina  
 Notary Public in and for the State  
 of Washington, residing at Spokane

APR 27 1961

ARTICLES OF AMENDMENT

VICTOR A. MEYERS  
SECRETARY OF STATE

BY *James Bunker*  
ASSISTANT SECRETARY OF STATE

STATE OF WASHINGTON }  
County of Spokane } ss.

MR. JOHN A. COOK, JR., and MR. MEL E. TRACY, the Vice-President and Secretary-Treasurer respectively of the INTERMOUNTAIN CLAIMS SERVICE, INC., being first duly sworn on oath depose and say:

That at a meeting of the shareholders of INTERMOUNTAIN CLAIMS SERVICE, specially called subject to due notice for the purpose of amending the Articles of Incorporation of INTERMOUNTAIN CLAIMS SERVICE, INC., and all of said shareholders being present in person or by proxy, the following resolution was unanimously adopted:

RESOLVED: That Paragraph the Sixth of the Articles of Incorporation of Intermountain Claims Service, Inc., be amended to read:

"The capital stock of this corporation shall be Fifty Thousand Dollars (\$50,000.00), divided into 50,000 non-assessable shares of the par value of \$1.00 per share. Each and every share shall have the same rights and privileges as each and every other share. In case a holder of said stock desires to sell his shares of stock, he must first offer them for sale to the remaining shareholders, it being the intention hereof to give these shareholders a preference in the purchase of said stock and any attempted sale in violation of this provision shall be null and void. A shareholder desiring to sell his shares shall file a notice in writing of his intention to do so with the secretary of the corporation, and the remaining shareholders shall have sixty days thereafter in which to purchase said stock from him. In order to determine the value of said stock at the time of the sale, the selling shareholder shall notify the corporation to take an account of the entire assets of the corporation so that the correct value of the stock may be ascertained, and he shall thereupon offer his stock to the other holders at the price which it is shown to be worth upon the taking of the account. In the event that the holders of said stock are unable to agree on the value of the assets of the corporation as herein provided, any matter or matters on which they are unable to agree shall be referred to the decision of three disinterested persons, one to be chosen by the party offering

his stock for sale, another by the remaining holders of said stock in this corporation, and the third shall be chosen by the disinterested persons previously chosen."

John A. Cook, Jr.  
John A. Cook, Jr., Vice-President  
Myrl E. Tracy  
Myrl E. Tracy, Secretary-Treasurer

STATE OF WASHINGTON )  
County of Chelan ) ss.

JOHN A COOK, JR., being first duly sworn on oath, acknowledged that he is the Vice-President of INTERMOUNTAIN CLAIMS SERVICE, INC., and was duly authorized to execute the foregoing Articles of Amendment in its behalf.

Dated at Wentachee, Washington, this 4 day of April, 1961.

John A. Cook, Jr.  
/s/ John A. Cook, Jr.

Subscribed and sworn to before me this 4 day of April, 1961.

Van Eversen  
Notary Public in and for the State of Washington, residing at Wentachee

STATE OF WASHINGTON )  
County of Spokane ) ss.

MYRL E. TRACY, being first duly sworn on oath, acknowledged that he is the Secretary-Treasurer of INTERMOUNTAIN CLAIMS SERVICE, INC., and was duly authorized to execute the foregoing Articles of Amendment in its behalf.

Dated at Spokane, Washington, this 6<sup>th</sup> day of April, 1961.

Myrl E. Tracy  
/s/ Myrl E. Tracy

Subscribed and sworn to before me this 6<sup>th</sup> day of April, 1961.

E. L. Ferguson  
/s/ E. L. Ferguson  
Notary Public in and for the State of Washington, residing at Spokane