

CERTIFICATE OF INCORPORATION
OF

IDAHO INSURANCE STORE, 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 _____

IDAHO INSURANCE STORE, 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 _____ March 24 _____, 19 80 _____.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
IDAHO INSURANCE STORE, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the Corporation is IDAHO INSURANCE STORE, INC.

SECOND

The purposes and objects for which the Corporation is formed are:

(a) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, franchises, privileges, rights, goods, wares, and merchandise of every kind, nature and description;

(b) To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount;

(c) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages,

securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(d) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(e) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this Corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

(f) To acquire, hold, sell, reissue or cancel any shares of its own capital stock, provided, however, that this Corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this Corporation and provided further, that the shares of its own capital stock belonging to this Corporation shall not be voted directly or indirectly;

(g) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(h) To organize, promote, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(i) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association, or corporation; and

(j) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon or under any Act amendatory thereof or supplemental thereto or substituted therefor.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the Corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act herein-before referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (j), inclusive, of Article Second of these Articles of Incorporation, shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

THIRD

The Corporation is to have perpetual existence.

FOURTH

The location of the registered office of the Cor-

poration is 10352 Overland Road, Boise, Idaho. The post office address of the Corporation is P. O. Box 713, Meridian, Idaho 83642. The name of the registered agent at those addresses is Robert G. Downum.

FIFTH

The amount of the capital stock of this Corporation shall be, and is \$5,000.00, divided into 5,000.00 shares of Common Stock of the par value of \$1.00 each. The transfer of shares of stock of the Corporation may be restricted in the manner and to the extent provided in the By-laws.

SIXTH

The names and post office addresses of the incorporators, and the number of shares subscribed for by each, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Leonard L. Parks	P. O. Box 713 Meridian, Idaho 83642	1,250
Robert G. Downum	P. O. Box 713 Meridian, Idaho 83642	1,250

SEVENTH

The names and post office addresses of the initial directors to serve until the first election of directors are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Leonard L. Parks	P. O. Box 713 Meridian, Idaho 83642
Robert G. Downum	P. O. Box 713 Meridian, Idaho 83642

EIGHTH

The private property of the stockholders of the Cor-

poration shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

NINTH

The number of Directors of the Corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, provided the number of Directors of the Corporation shall not be fewer than the number required by law. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. A person may be a Director of the Corporation without owning any stock of the Corporation.

TENTH

Stockholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, or to obligations of the Corporation convertible into stock. Any stock or obligations issued by the Corporation shall first be offered to the stockholders of the Corporation. It is provided, however, that the provisions of this paragraph Tenth shall not apply to any shares of stock of the Corporation, any obligations convertible into stock of the Corporation, or obligations of the Corporation convertible into stock, where the Board of Directors of the Corporation allots such shares or obligations for issuance for considerations other than cash.

ELEVENTH

A voluntary sale, lease or exchange of all of the property and assets of the Corporation, including its good will and its corporate franchises, may be made by the Shareholders upon such terms and conditions as they may deem ex-

pedient and for the best interests of the Corporation.


TWELFTH


No contract or other transaction between the Corporation and any other corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the Corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or such transaction with like force and effect as if he were not such director or officer of such corporation or not so interested.

THIRTEENTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the Corporation and to adopt new By-Laws and the Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands
this 6th day of March, 1980.

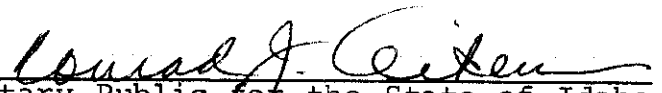

LEONARD L. PARKS


ROBERT G. DOWNUM

STATE OF IDAHO)
) ss.
County of Ada)

On this 6th day of March, 1980, before me the undersigned, a Notary Public in and for said State, personally appeared LEONARD L. PARKS and ROBERT G. DOWNUM, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same, and that they were persons over the age of eighteen years and citizens of the United States of America.

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


Notary Public for the State of Idaho
Residing at Eagle, Idaho

(SEAL)