

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

MUTUAL INSURANCE ASSOCIATES, INC.

was filed in the office of the Secretary of State on the **nineteenth** day of **June** A.D., One Thousand Nine Hundred **seventy-four** and ~~will be~~ ~~duly recorded on Film No.~~ ~~microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Pocatello, Idaho** in the County of **Bannock**

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 **19th** day of **June**, A.D., 19 **74**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

of

MUTUAL INSURANCE ASSOCIATES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned citizens of the United States of America, all over the age of twenty-one years, have this day voluntarily associated ourselves together for the purpose of forming a Corporation under the laws of the State of Idaho, and we certify in writing:

I.

That the name of the Corporation is "MUTUAL INSURANCE ASSOCIATES, INC."

II.

That the purpose for which said Corporation is formed is for the following purposes:

- (a) To conduct an insurance business and operate an insurance agency, merchandising all forms of insurance, including the financing of premiums.
- (b) To engage in the ownership, leasing and leasing-back of equipment and real estate.
- (c) To engage in the purchase, sale and management of real estate and other investments.
- (d) To provide pension planning and services, and other financial counseling.
- (e) To sell or purchase its own stock, or to sell and purchase the corporate stock of any other corporation; to take, own, and hold mortgages or other liens;
- (f) To own real estate and to dispose of the same in any manner that may be necessary for the benefit of said corporation.
- (g) To enter into, make, and perform contracts of every kind with any person, firm, association, or corporation, municipality, State Government; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants and other negotiable or transferable instruments and to secure the same by mortgage or otherwise, so far as may be permitted by the

laws of the State of Idaho.

(h) To do all things necessary and convenient in carrying out the purposes for which this corporation is organized, and especially to exercise all of the powers and rights granted to general business corporation under the laws of the State of Idaho pertaining thereto.

III.

That the term for which said corporation is to exist is perpetual.

IV.

That the principal office and place of business of said corporation is First Avenue at Lewis, City of Pocatello, County of Bannock, State of Idaho.

V.

That the number of directors of said Corporation shall be not less than three (3), nor more than five (5).

VI.

That the President and Secretary-Treasurer of the Corporation shall be employed to execute on behalf of the Corporation all necessary applications for such permits as may be required under Federal, State or local laws.

VII.

That the amount of the total authorized capital stock of the Corporation is Twenty-Five Thousand and no/100 Dollars (\$25,000.00); divided into Two Hundred and Fifty (250) shares of common stock of the par value of One Hundred and no/100 Dollars (\$100.00) per share. Holders of common stock in this Corporation shall be entitled to one vote for each and every share of common stock standing in his or her, or its name, at any and all meetings of the stockholders of the Corporation.

VIII.

The amount of capital stock of said Corporation which has been actually subscribed is ten (10) shares of common stock. The following are the names of the subscribers, their addresses and the number and par value of shares subscribed for by each:

<u>NAME</u>	<u>SHARES</u>	<u>PAR VALUE</u>
John S. Squires Johnny Creek Rd. Pocatello, Idaho 83201	Six (6)	\$600.00
Ralph C. Smith, Jr. 165 Chase Pocatello, Idaho 83201	Three (3)	300.00
Paddy G. Rogers 364 Franklin Av. Pocatello, Idaho 83201	One (1)	100.00

IX.

Ownership of stock of the Corporation shall not be necessary to qualify for the office of director. A director, and any officer, may be removed at any time at a duly convened meeting of the stockholders by a majority vote of all the stockholders.

X.

Subject to limitations contained in the laws of the State of Idaho or in the By-Laws, meetings of stockholders and meetings of the Board of Directors may be held at such times and places within or without the State of Idaho, as the Board of Directors may from time to time appoint.

XI.

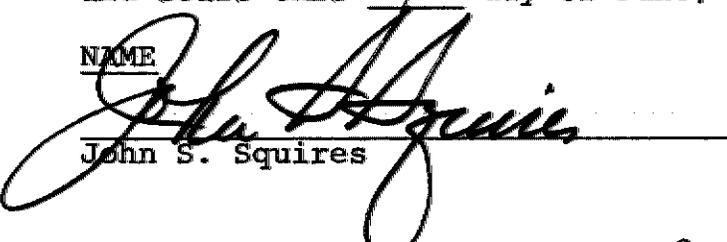
Dividends shall be declared and paid at such times and in such amounts as the Borad of Directors may from time to time determine, but declared and paid only from surplus, and in accordance with the provisions of Idaho Code Section 30-130.

XII.

The Corporation shall have the power to provide in the By-Laws, by contract, or otherwise, for such restrictions upon the transfer of its capital stock as it may deem desirable, including a provision for the first right of refusal in the Corporation upon its stock at the price for which a stockholder shall have received a bona fide offer to purchase.

IN WITNESS WHEREOF, WE have hereunto set our hands and seals this 17 day of June, 1974.

NAME


John S. Squires

ADDRESS:

Johnny Creek Rd.
Pocatello, Idaho 83201

Ralph C. Smith, Jr.
Ralph C. Smith, Jr.

165 Chase
Pocatello, Idaho 83201

Paddy G. Rogers
Paddy G. Rogers

364 Franklin Ave.
Pocatello, Idaho 83201

STATE OF IDAHO)
 : ss.
County of Bannock)

On this 17 day of June, 1974, before me, the undersigned, a Notary Public in and for said County and State, personally appeared JOHN S. SQUIRES, RALPH C. SMITH, JR. and PADDY G. ROGERS, known to me to be the persons whose names are subscribed to the foregoing 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.

V. Stuart Huntley
NOTARY PUBLIC FOR IDAHO
Residing at Pocatello

(SEAL)