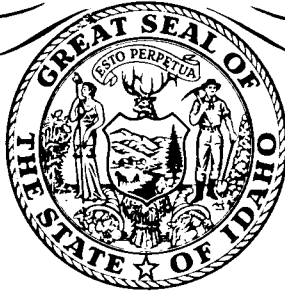


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

TOTEM AGENCIES, INC.

was filed in the office of the Secretary of State on the **First** day of **July**, A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ duly recorded on ~~film~~ **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 **Boise** in the County of **Ada.**

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 **1st** day of **July**, A.D., 19 **65**.

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.

ARTICLES OF INCORPORATION

of

TOTEM AGENCIES, INC.

KNOW ALL MEN BY THESE PRESENTS That we, the undersigned, being natural persons all of legal age and citizens of the United States of America, have this day voluntarily associated ourselves for the purpose of forming a corporation for profit under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of this corporation is TOTEM AGENCIES, INC.

ARTICLE II

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

ARTICLE III

The purposes and objects for which this corporation is formed are as follows:

1. To conduct a general business of buying, selling, and otherwise dealing in surety, bail and other indemnity bonds or obligations of whatsoever kind or nature, insurance of all kinds, including but not limited to, fire, casualty, life, accident, health, burglary, marine, credit, fidelity, and business-interruption insurance.

2. To conduct a general business of managing, buying, selling, or otherwise dealing in real property, including the promotion, platting, and subdivision thereof; and in the purchase, sale, and hypothecation of stocks, bonds, notes and all other forms of securities, bills of exchange and choses in action; and to act as trustee in deeds of trust, mortgages, or other security instruments affecting real, personal, or mixed property.

3. To conduct and engage in the general business of builders and contractors for the construction, alteration, repair, or remodeling of structures, public and private, of every kind and nature whatsoever; to promote, create, plat, subdivide, and build real estate subdivisions or projects, including construction of streets, roads, avenues, sewers, bridges, wells, walls, water systems, or other items pertinent thereto; and to perform engineering and architectural services, including the preparation of plans and specifications for its own projects, or as consulting engineers and architects.

4. To build, buy, equip, sell, construct, erect, option, lease, sublease, assign, mortgage, encumber, or otherwise deal in all works, contrivances, appliances, mills, fabricators, machinery, and properties of this or other corporations, or of private individuals, as may be either useful, expedient, or necessary in carrying out the foregoing purposes; and, generally, to enter into

1 all contracts and to do all acts in any way designed to aid in or
2 to carry out any or all of the objects and purposes set forth in
this Article.

3 5. To borrow money and otherwise incur indebtedness,
4 without limit as to the amount; and to draw, make, accept, endorse,
5 transfer, assign, guarantee, execute, and issue such bonds, de-
6 bentsures, notes, checks, drafts, bills of exchange, and other
instruments, negotiable and non-negotiable, secured and unsecured,
as may be necessary, customary, or appropriate in the conduct of
such business.

7 6. To conduct business in this state or other states,
8 the District of Columbia, and the territories of the United States
9 and in foreign countries or territories; and to maintain one or
10 more offices or other places of business inside or outside this
11 state; and to receive, purchase, hold, acquire, mortgage, assign,
12 transfer, lease, release, convey, and otherwise deal in and with
13 any real or personal property, or any interest therein, within or
without the State of Idaho, reasonably calculated to promote the
purposes hereinabove stated for this corporation; and to do all
other things, including the creation, organization, and operation
of such subsidiary corporations as may be necessary or convenient
to the carrying into effect of the main purposes and objects of
the organization of this corporation.

14 7. To purchase, insofar as the same may be done without
15 impairing the capital of this corporation, except as otherwise
16 prohibited by law, and to hold, pledge, and reissue shares of its
own capital stock; but such stock so acquired and held shall not
be entitled to vote nor to receive dividends.

17 8. To carry on any of the foregoing or closely related
18 businesses as principals, agents, lessors, lessees, assignors,
19 assignees, franchisors, franchisees, licensors, licensees, or
otherwise, which can be generally carried on in connection with
any of the pursuits aforesaid.

20 9. It is hereby expressly provided that the enumeration
21 hereinabove of the specific objects and powers shall not be
22 narrowly construed and shall not be held to limit or restrict
in any manner the general powers of this corporation.

23 ARTICLE IV

24 The capital stock of this corporation shall be divided
into 500 shares of nonassessable common stock of no par value.

25 ARTICLE V

26 The principal place of business of this corporation shall
27 be 1301 South Capitol Boulevard, City of Boise, County of Ada,
28 State of Idaho, which is hereby designated as the address of its
registered office.

29 ARTICLE VI

30 The names and post office addresses of the incorporators
and the number of shares subscribed by each are:

	<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>VALUE</u>
1				
2	Edward L. Magden	930 E. Pennsylvania,	1	No Par
3		Boise, Idaho		
4	Ralph R. Sherman	220 S. Phillippi,	1	No Par
5		Boise, Idaho		
6	Clifford W. Lundquist	3522 Hillcrest Dr.,	1	No Par
7		Boise, Idaho		
8	Wallace A. Walker	3419 Greenbrier,	1	No Par
9		Boise, Idaho		

ARTICLE VII

The business and prudential affairs of this corporation shall be managed and controlled by a board of not less than three nor more than seven directors, who shall be elected annually at the annual meeting of the stockholders, and who shall receive no compensation as such.

ARTICLE VIII

The annual meeting of the stockholders for the election of directors and for the transaction of other business shall be held on the second Monday of each January, hereafter, at the office of the corporation in Boise, Idaho, or at such other places as may be determined from time to time by the board of directors. The incorporators shall act as an interim board of directors until the first shareholders' meeting. In all elections for directors, each holder of common stock shall be entitled to one vote for each share of stock owned by him. The vote in the election for directors shall be by ballot and the election shall be conducted in such manner and form as may be provided by the by-laws.

ARTICLE IX

The board of directors of this corporation, by a majority vote, shall have the power to repeal or amend the by-laws thereof, and to adopt a new code of by-laws if, in their discretion, that becomes proper.

ARTICLE X

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

ARTICLE XI

The fiscal year shall begin on the 31st day of January of each year.

ARTICLE XII

No contract, act, or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are financially or otherwise interested in or are directors or officers

1 of such other corporation; and any director, individually, or any
2 firm of which such director may be a member, may be a party to
3 or may be financially or otherwise interested in, any contract
4 or transaction of this corporation; provided, that the fact that
5 he or such firm is so interested shall be disclosed or shall have
6 been known to the Board of Directors of this corporation, or to
7 a majority thereof, on the date of such contract or transaction;
8 and any director of this corporation who is also a director or
9 officer of such other corporation, or who is so interested, may
10 be counted in determining the existence of a quorum at any meeting
11 of the Board of Directors of this corporation which shall authorize
12 such contract, act, or transaction, and may vote thereat to author-
13 ize such contract, act, or transaction with like force and effect
14 as if he were not such director or officer of such other corpora-
15 tion, or was not otherwise interested therein.

16
17 IN WITNESS WHEREOF, we have hereunto set our hands and
18 seals this 28th day of June, 1965.

19
20 Edward L. Magden (SEAL)
21 Edward L. Magden

22 Clifford W. Lundquist (SEAL)
23 Clifford W. Lundquist

24 Ralph R. Sherman (SEAL)
25 Ralph R. Sherman

26 Wallace A. Walker (SEAL)
27 Wallace A. Walker

28
29 STATE OF IDAHO)
30) ss.
31 COUNTY OF ADA)

32 On this 28th day of June, 1965, before me, the undersigned,
a Notary Public in and for said State, personally appeared EDWARD
L. MAGDEN, CLIFFORD W. LUNDQUIST, RALPH R. SHERMAN and WALLACE A.
WALKER, known to me to be the persons whose names are subscribed
to the within instrument, and acknowledged to me that they execu-
ted 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.

33
34 Randall C. Friedrichs
35 Notary Public for Idaho
36 Residing at Boise, Idaho