



**CERTIFICATE OF INCORPORATION
OF**

TRI-STATE INSURANCE SERVICES CORPORATION

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: April 7, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

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SECRETARY OF STATE

OF

TRI-STATE INSURANCE SERVICES CORPORATION

The undersigned person in order to form a corporation pursuant to the Business Corporation Act of the State of Idaho certifies:

ARTICLE I

The name of this Corporation is: TRI-STATE INSURANCE SERVICES CORPORATION.

ARTICLE II

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

ARTICLE III

The purpose and object for which this Corporation is formed, and the general powers which this Corporation may exercise are:

- (a) To carry on and conduct a general insurance claims business:
and
- (b) to transact any and all lawful business for which a corporation may be incorporated in the State of Idaho.

ARTICLE IV

Section 1. This Corporation shall be authorized to issue one class of shares of capital stock to be designated "common stock." The total number of shares of common stock which this Corporation shall be authorized to issue is 100 share of no par value stock.

Section 2. The common stock of this Corporation shall be non-assessable; and the private property of the shareholders in this Corporation shall not be liable for the debts, obligations or liabilities of this Corporation.

ARTICLE V

Section 1. The location and address of the registered office of this Corporation in the State of Idaho shall be 401 2nd Street North, Suite 203, Twin Falls, Idaho 83301.

Section 2. The registered agent of this Corporation shall be Rex A. Thompson, Jr.

ARTICLE VI

Section 1. The number of directors constituting the initial Board of Directors shall be one.

Section 2. The name and address of the initial Director is as follows:

<u>Name</u>	<u>Address</u>
Rex A. Thompson, Jr.	401 2nd St. N., Suite 203 Twin Falls, Idaho 83301

ARTICLE VII

The name and post office address of the incorporator of this Corporation and the number of shares of common stock subscribed by the incorporator is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares Subscribed</u>
Rex A. Thompson, Jr.	401 2nd St. N. Suite 203 Twin Falls, Idaho	100

ARTICLE VIII

Section 1. The activities and affairs of the Corporation shall be managed by a Board of Director. The number of Directors which shall constitute the whole Board shall be as stated in Article VI or as altered from time to time by or in the manner provided in the By-Laws. The Board of Directors shall be elected by the members at the annual meeting of the Corporation to be held on such date as the By-Laws may provide, and shall hold office for such term as the By-Laws may provide or until their successors are respectively elected and qualified. The By-laws shall specify the Board of Directors necessary to constitute a quorum. The Corporation of Board of Directors may elect such officers as the By-Laws may specify, who shall, subject to the provisions contained herein, have such titles and exercise such duties as the By-Laws may provide. The Board of Directors is expressly authorized to make, alter, amend or repeal the By-Laws of this Corporation. The officers of the Corporation shall comprise the Executive Committee, which, to the extent provided in the By-Laws, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation. The By-Laws shall specify the number of members of this Corporation necessary to constitute a quorum at any regular or special meeting.

Section 2. A member of the Board of Directors of this Corporation or an officer of this Corporation shall not be required to be a holder of any of the shares of common stock of this Corporation.

ARTICLE IX

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by statutes, and all rights conferred upon members herein are granted subject to this reservation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, I, the undersigned, being the incorporator of this Corporation, have executed these Articles of Incorporation this 7 day of April, 1987.



State of Idaho)
) ss:
County of Twin Falls)

On this 20th day of March, 1987, before me, a Notary Public for Idaho, personally appeared REX A. THOMPSON, JR., known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and said person acknowledged to me that he desired to execute the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

NOTARY PUBLIC FOR IDAHO.
Residing at: