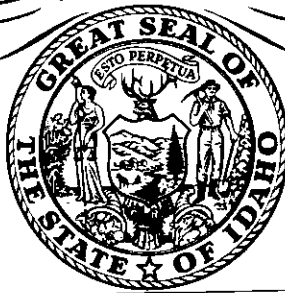


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

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

WALRATH INSURANCE AGENCY, INC.,

was filed in the office of the Secretary of State on the **First** day
of **July** A.D. One Thousand Nine Hundred **Sixty-six** and
will be ~~Microfilm~~ of Record of Domestic Corporations, of the State of Idaho,
duly recorded on Film No. ~~Microfilm~~
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
Orefino, in the County of **Clearwater.**

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 **First** day of **July**,
A.D., 19^{**66**}.

ARTICLES OF INCORPORATION OF WALRATH INSURANCE AGENCY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, persons of the age of twenty-one years or more, and all being citizens of the United States of America, and residents thereof, and residents of the State of Idaho, do hereby voluntarily associate ourselves for the purpose of forming a corporation, in conformity with the laws of the State of Idaho, and for the purposes hereinafter set forth, do hereby adopt Articles of Incorporation as follows:

ARTICLE I.
(NAME)

The name of this corporation shall be Walrath Insurance Agency, Inc.

ARTICLE II.
(LOCATION AND POST OFFICE ADDRESS)

The location and post office address of the registered office of the corporation in the State of Idaho is at Orofino, County of Clearwater, State of Idaho.

ARTICLE III.
(DURATION)

The term of existence of this corporation shall be perpetual from the date of filing of the Articles of Incorporation in the office of the Secretary of State of the State of Idaho.

ARTICLE IV.
(PURPOSES)

1. To act as insurance agents and agents for insurance companies in soliciting and receiving applications for life, accident, health, fire, casualty, plate glass, boiler, elevator, burglary, rent, marine and credit insurance,

and all other kinds of insurance, the collection of premiums, and doing such other business as may be delegated to agents by such companies; to conduct and carry on a general insurance agency and brokerage business, and generally, to transact and carry on all kinds of agency businesses.

2. To acquire by purchase, lease or otherwise, lands and interests in lands; to own, hold, improve, develop and manage any lands so acquired for any lawful purpose, business, trade or occupation.

3. To acquire by purchase, lease or otherwise, personal property of any kind; to own, hold, improve, develop, manage and otherwise deal with said personal property for any lawful purpose, business, trade or occupation.

4. To make, perform and carry out contracts of every kind and description pertaining to the purposes of this corporation and for any lawful purpose as necessary and expedient thereto with any person, firm, association or corporation. To borrow or raise money without limit as to amount by negotiable or transferrable instruments or otherwise. To make and perform contracts of every kind and description in carrying out the business of the corporation or for the purpose of attaining or furthering any of its objects.

5. The objects for which this corporation is formed are to do any and all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principal, agent, through agencies, licensees or otherwise in furtherance of and not in limitation of the general powers conferred by the laws of the State of Idaho.

ARTICLE V. (AMOUNT OF CAPITAL STOCK)

The total authorized number of par value shares of stock is Five Hundred (500). Each share shall have one vote. The aggregate par value

of the total authorized number of shares of stock is Fifty Thousand Dollars (\$50,000.00). Each share shall have a par value of One Hundred Dollars (\$100.00). Each share shall be considered common stock and there shall be no preferred stock.

ARTICLE VI.

(NAMES AND ADDRESSES OF INCORPORATORS)

The name and post office address of each of the incorporators and the number of shares of stock subscribed to by each are as follows:

Theodore M. Walrath, Orofino, Idaho	One share
Margaret W. Walrath, Orofino, Idaho	One share
Harry C. Walrath, Orofino, Idaho	One share
E. Dorene Walrath, Orofino, Idaho	One share

ARTICLE VII.

(DIRECTORS)

The corporation shall have four (4) directors, who shall at all times be citizens of the United States of America; the names and addresses of said directors who shall manage the business of the corporation until the first meeting of the shareholders are:

Theodore M. Walrath, Orofino, Idaho
Margaret W. Walrath, Orofino, Idaho
Harry C. Walrath, Orofino, Idaho
E. Dorene Walrath, Orofino, Idaho

ARTICLE VIII.

(PROVISIONS FOR BY-LAWS)

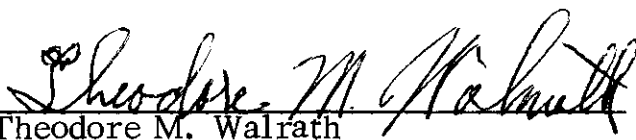
The corporation shall be governed by a duly adopted code of by-laws which shall not be inconsistent with the provisions of these articles, nor inconsistent with the laws of the State of Idaho; the meeting of the shareholders

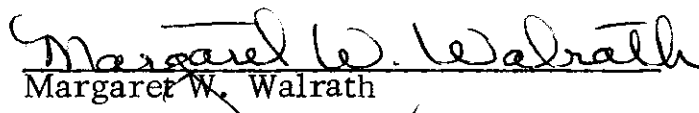
of the corporation shall be held and said by-laws shall be adopted in accordance with the provisions of the laws of the State of Idaho after the issuance by the Secretary of State of the State of Idaho of the certificate of incorporation.

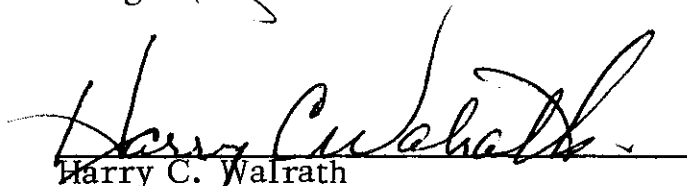
ARTICLE IX.
(AMENDMENT OF ARTICLES OF INCORPORATION)

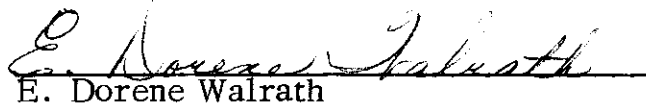
These articles of incorporation may be amended by a majority vote of the stock issued at any regular meeting, or at a special meeting called for that purpose by a majority of the Board of Directors, after thirty (30) days notice to all holders of stock, which notice shall be in conformance with the statutes of the State of Idaho, made and provided therefore. Additionally and alternatively, these articles may be amended by the unanimous consent of the shareholders, as provided by law.

IN WITNESS WHEREOF, we, the undersigned, being all of the incorporators hereinabove named, have hereunto set our hands and seals as of the 31st day of May, 1966.


Theodore M. Walrath


Margaret W. Walrath


Harry C. Walrath


E. Dorene Walrath

STATE OF IDAHO)
) ss.
County of Clearwater)

On this 3/27 day of May, in the year 1966, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared Theodore M. Walrath, Margaret W. Walrath, Harry C. Walrath, and E. Dorene Walrath, 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.

Lucile O. Leitenstein
Notary Public
In and for the State of Idaho.
Residing at Orofino, Idaho.