

CERTIFICATE OF INCORPORATION
OF

PLANNED BENEFITS CORPORATION

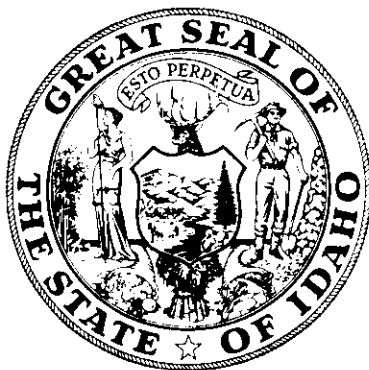
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

PLANNED BENEFITS 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: February 8, 1983.



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Meredith F. Artach*

ARTICLES OF INCORPORATION
OF
PLANNED BENEFITS CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

Pursuant to Title 30, Chapter 1, Idaho Code known as the Idaho Business Corporation Act, the undersigned domestic corporation adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is Planned Benefits Corporation.

ARTICLE II

The location and address of the principal office of the corporation shall be P. O. Box 2409, Twin Falls, Twin Falls County, State of Idaho. Branch offices may be established in such places as the Board of Directors may from time to time determine.

The registered office shall be the same as the principal office located in Twin Falls, Twin Falls County, State of Idaho. The registered agent shall be: ROBERT D. HAY, P. O. Box 2409, Twin Falls, Idaho 83301.

At 3:00 p.m. Robert Hay

ARTICLE III

The corporation is to have perpetual existence, subject only to the dissolution in the manner as prescribed by law.

ARTICLE IV

The purpose for which this corporation is formed is to transact and any all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act. This includes, but not limited to, assisting all legal entities and individuals plan employee benefits and obtain all types of insurance coverages and investment programs. The corporation may be designated as an insurance agent or insurance broker to receive fees and/or commissions and perform authorized duties on behalf of insurance companies or other parties.

ARTICLE V

The corporation shall have all general powers authorized by Title 30, Chapter 1, Idaho Code, known as the Idaho Business Corporation Act.

ARTICLE VI

The total amount of the authorized capital stock of the corporation shall be and is \$5,000.00 divided into 5,000 shares of common stock having a par value of \$1.00 per share.

Each share of common stock issued and outstanding shall be entitled to one vote. Each share of common stock shall be non-assessable, and there shall be no liability on the part of the stockholders for corporate liabilities. Fractional shares of stock shall be entitled to vote and to receive dividends. The stated capital may be increased or decreased from time to time by resolution of the Board of Directors.

ARTICLE VII

The business of the corporation shall be conducted and managed by a Board of Directors.

The Board of Directors shall consist of at least one and no more than seven members, and within such limits, the number of directors may be fixed from time to time by resolution of the Board of Directors or of the shareholders at any regular or special meeting, except that no such resolution may prevent any director from serving the balance of the term for which he was duly elected or appointed.

The initial Board of Directors shall consist of:

ROBERT D. HAY, Route # 3, Twin Falls, Idaho 83301

KAREN M. HAY, Route # 3, Twin Falls, Idaho 83301

The term of office of the initial Board of Directors shall be until their successors have been elected and qualified at the first annual meeting of the shareholders. At each annual meeting of the shareholders, all directors shall be elected to hold office until the next succeeding annual meeting.

Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors even though less than quorum of directors. Any director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. The shareholders shall elect the successor at the next annual meeting of shareholders or at any special meeting duly called for that purpose and held prior to the next annual meeting.

Any directorship filled by reason of an increase in the number of directors shall be filled by the Board of Directors for a term of office continuing only until the next election of directors by the shareholders.

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

At least one half ($\frac{1}{2}$) of the Board of Directors shall constitute a quorum and a majority of such quorum shall be authorized to transact the business and exercise the corporate powers of the corporation.

No contract or other transaction entered into by the corporation shall be affected nor subject to avoidance by the corporation by the fact that any director of the corporation is in any way interested in or connected with any party to such contract or transaction or himself/herself is a party to such contract or transaction.

The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees each of which shall have and may exercise all the authority of the Board of Directors, except that no such committee shall have authority to:

1. Declare dividends or distributions.
2. Approve or recommend to shareholders actions or proposals required to be approved by shareholders.

3. Designate candidates for the office of director
4. Amend the bylaws.
5. Approve a plan of merger not requiring shareholder approval.
6. Reduce earned or capital surplus.
7. Authorize or approve the reacquisition of shares of the corporate stock.
8. Authorize or approve the issuance or sale of shares of the corporate stock.

Meetings of the Board of Directors, regular or special, or meetings of any committee designated thereby, may be held either within or without the State of Idaho. Meetings may be held upon written notice thereof given to each director at his/her last known address at least three (3) days before the meeting, which notice shall specify the business to be transacted at, or the purpose of, such meeting. Any notice of the time, place or purpose of any meeting of the Board of Directors or any committee may be waived by the persons entitled to such notice if the waiver is signed by those persons and filed in the corporate minutes.

Fees, expenses or compensation allowed each member of the Board of Directors shall be approved by the majority of the members of the Board of Directors and approved by the shareholders. But nothing herein contained shall be construed to preclude any director from serving the corporation in any capacity and receiving compensation therefor.

ARTICLE VIII

The officers of the corporation shall consist of a president, one or more vice presidents, a secretary, and a treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of president and secretary.

All officers and agents of the corporation shall have such authority and perform such duties in the management of the corporation as may be determined by resolution of the Board of Directors.

Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed.

The terms of office and manner of election or appointment of officers and agents shall be determined by resolution of the Board of Directors.

ARTICLE IX

The annual meeting of the shareholders of the corporation shall be held at the corporation's principal office or at such place within or without of the State of Idaho, as the directors may determine, on the last Monday in June of each year, at 10:00 o'clock A.M., commencing June, 1983; provided, however, that if such day be a legal holiday then the meeting shall be held the next succeeding day which is not a legal holiday.

A special meeting of the shareholders may be called by the Board of Directors or by the holders of not less than one-fifth (1/5) of all shares entitled to vote at the meeting.


Written notice of the annual and all special meetings of the stockholders shall state the place, day and hour of the meeting and, in case of special meetings, the purpose or purposes for which the meeting is called. The notice shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting to each shareholder of record entitled to vote at such meeting. No business other than that designated in the notice shall be considered except by unanimous consent of the shareholders present at the meeting.

At all meetings of the shareholders, thirty-five percent of all issued and outstanding shares of the corporation shall constitute a quorum. Every question or election submitted to the shareholders present at the meeting shall be decided by a majority of the votes cast in person or by proxy.

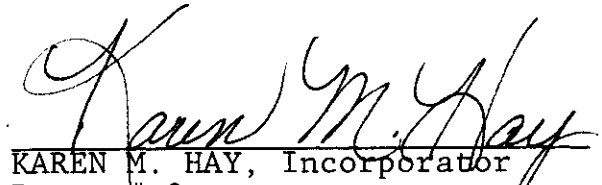
ARTICLE X

The Articles of Incorporation may be amended by a majority vote of the Board of Directors and the majority vote or written assent of the shareholders.

We, the undersigned, are named as the incorporators for the purpose of forming a corporation and to do business in the State of Idaho and in pursuance to the laws of the State of Idaho and in pursuance to the laws of the State of Idaho, do make this certificate hereby declaring and certifying that the facts herein stated are true.



ROBERT D. HAY, Incorporator
Route # 3
Twin Falls, Idaho 83301



KAREN M. HAY, Incorporator
Route # 3
Twin Falls, Idaho 83301

STATE OF IDAHO

County of Twin Falls

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On this fourth (4th) day of February, in the
year of 1983, before me the undersigned Notary Public, personally
appeared Robert D. Hay and Karen M. Hay, known to me to be the
persons whose names are subscribed to the within instrument and
acknowledged to me that they executed the same.

L. Tom Hutchison
NOTARY PUBLIC

Residing at Twin Falls Id

Commission expires: July 1986