

FILED

98 OCT 22 AM 10:00
SECRETARY OF STATE
STATE OF IDAHO

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NORTHWEST INSURANCE SERVICES INC.

98 OCT -7
SECRETARY OF STATE
STATE OF IDAHO
10/14/1998 10:40
CKT: 1252 CT: 2039 BH: 151531
10/14/1998 8:45
CORP REF # 4

The undersigned members of the Board of Directors of Northwest Insurance Services Inc. natural persons of majority age, hereby amend and restate the Articles of Incorporation, pursuant to Adopted Resolution of the Board of Directors of Northwest Insurance Services Inc. These Amended and Restated Articles of Incorporation set forth all operative provisions of the Articles of Incorporation as heretofore amended and set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended and supercede the original Articles of Incorporation and all amendments thereto.

1. NAME. The name of the corporation is Northwest Insurance Services Inc.
2. DURATION. The corporation shall have perpetual existence.
3. PURPOSE AND POWERS.

Purpose. The purpose of purposes for which the corporation is organized are for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, hereafter the Act, specifically including, in accordance with Section 41-1036(4) of the Idaho Code, the transaction of insurance business under a license or licenses issued by the Department of Insurance of the State of Idaho.

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licensing the corporation as an agent, broker, solicitor or consultant.

Powers. In furtherance of the foregoing purpose, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Idaho.

4. CAPITAL.

Authorized Capital. The aggregate number of shares which the corporation shall have authority to issue is Five Hundred Thousand (500,000) shares of common stock. The common shares of stock shall have a par value of One Dollar (\$1.00) per share.

Voting Rights. Each shareholder of record shall have one vote for each share of common stock standing in his name on the books of the corporation and entitled to vote, except that in the election of directors he shall have the right to vote such number of shares for as many persons as there are directors to be elected. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

5. BOARD OF DIRECTORS.

5-A. Initial Board of Directors. Two directors shall constitute the initial board of directors, their names and addresses being as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael Fredrickson	2501 Idlers Rest Road Moscow ID 83843
Kristine Fredrickson	2501 Idlers Rest Road Moscow ID 83843

5-B. Board of Directors. The number of directors shall be specified in the Bylaws and such number may from time to time be changed as provided in the Bylaws. In case of any increase in directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of stockholders and until their successors are elected and qualified.

6. REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the corporation is 127 South Washington, Kenworthy Plaza, Suite 1, PO Box 9028, Moscow, Idaho, 83843. The name of its initial registered agent at such address is Michael Fredrickson.

7. RIGHTS OF DIRECTORS AND OFFICERS TO CONTRACT WITH CORPORATION. Any of the directors or officers of this corporation shall not, in the absence of fraud, be disqualified by his office from dealing or contracting with this corporation either as vendor, lessor, firm, association, or corporation of which he shall be a member, or in which he may be pecuniarily in any manner be so disqualified. No director or officer, nor any proprietorship, firm, association or corporation with which he is connected as aforesaid shall be liable to account to this corporation or its shareholders for any profit realized by him from or through any such transaction or contract, it being the express purpose and intent of this provision to permit this corporation to buy from, sell to, or otherwise deal with proprietorships, firms,

associations, or corporations of which the directors and officers of this corporation, or anyone or more of them, may be members, directors or officers, or in which they or any of them may have pecuniary interest; and the contracts of this corporation, in the absence of fraud, shall not be void or voidable or affected in any manner by reason of any such position. Furthermore, directors of this corporation may be counted for a quorum of the board of directors of this corporation at a meeting even though they may be pecuniarily interested in matters considered at such meeting, and any action taken at such meeting with reference to such matters by a majority of the directors shall not be void or voidable by this corporation in the absence of fraud.

8. INDEMNIFICATION OF DIRECTORS AND OFFICERS. The corporation shall indemnify every person who is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, his heirs, executors and administrators at such person's request to the full extent provided by Idaho law, provided that this right of indemnification shall not apply to any action, suit or proceeding under the Securities Act of 1933, except for payment of expenses incurred in the successful defense of such action, suit or proceeding. The right to indemnification conferred by this provision shall not restrict the power of the corporation to make any indemnification permitted by law.

9. STOCKHOLDER PROPERTY. The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent. The shares of the corporation shall not be subject to assessment for any corporate purpose.

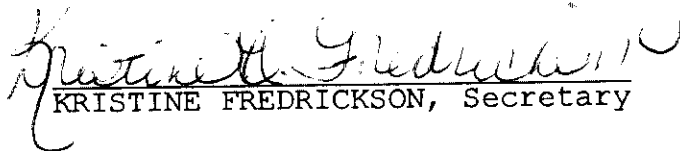
10. INCORPORATORS. The names and addresses of the incorporators are as follows:

Michael Fredrickson, 2501 Idlers Rest Road, Moscow, Idaho
83843

Kristine Fredrickson, 2501 Idlers Rest Road, Moscow, Idaho
83843

DATED this 5th day of October, 1998.


MICHAEL FREDRICKSON, President


KRISTINE FREDRICKSON, Secretary

VERIFICATION

STATE OF IDAHO)
) ss.
County of Latah)

I, MARY WESTBERG, a notary public, hereby certify that on the 5TH day of October, 1998, personally appeared before MICHAEL FREDRICKSON, who being by me first duly sworn declared that he signed the foregoing document as President and that the statements therein contained are true.

(seal)



Mary Westberg
Notary Public in and for the State of Idaho, residing at Moscow, ID.

My commission expires: 1/22/99

VERIFICATION

STATE OF IDAHO)
) ss.
County of Latah)

I, MARY WESTBERG, a notary public, hereby certify that on the 5TH day of October, 1998, personally appeared before me KRISTINE FREDRICKSON, who being by me first duly sworn declared that she signed the foregoing document as Secretary and that the statements therein contained are true.

(seal)



Mary Westberg
Notary Public in and for the State of Idaho, residing at Moscow, ID

My commission expires: 1/22/99

FILE

CERTIFICATE FOR AMENDMENT AND REINSTATEMENT

98 OCT 22 AM 9:59

Stockholders and Board of Directors ^{SECRETARY, STATE} Michael Fredrickson, President, and Kristine Fredrickson, Secretary, ^{STATE OF IDAHO} hereby certify that on October 5, 1998, the Shareholders of Northwest Insurance Services Inc. met and approved the Amendment and Restatement of the Articles of Incorporation of Northwest Insurance Services Inc. as executed on October 5, 1998.

The undersigned hereby further certify:

That there are currently 1,000 shares of common voting stock authorized and issued by the corporation;

That there are no voting groups, as each share is voted by its owners and there is one class of common stock, with voting rights of one vote per share;

That 500 shares are held by Michael Fredrickson, and 500 shares are held by Kristine Fredrickson;

That there were a total of 1,000 votes cast for the amendment to increase the authorized shares of stock, and set the par value at \$1.00 per share, and no votes against said amendment;

That the unanimous vote is sufficient for approval by the class of common stockholders;

That subsequent to the Shareholders' approval, the Board of Directors approved the amendment and restatement of the Articles of Incorporation as executed on October 5, 1998;

That the Board of Directors had recommended to the Shareholders that the amendment be passed;

That each Shareholder was given notice of the meeting of Shareholders and Board of Directors and that the notice stated the purpose of the meeting was to consider the proposed amendment to increase the number of authorized shares, set the par value at One Dollar (\$1.00) per share, and contained a summary of the amendment.

DATED this 15 day of October, 1998.


MICHAEL FREDRICKSON



KRISTINE FREDRICKSON

VERIFICATION

STATE OF IDAHO)
) ss.
County of Latah)

I, Tracey R. Santo, a notary public, hereby certify that on the 15th day of October, 1998, personally appeared before MICHAEL FREDRICKSON, who being by me first duly sworn declared that he signed the foregoing document as President and that the statements therein contained are true.

(seal)


Notary Public in and for the State of Idaho, residing at Moscow, ID.

My commission expires: 1-18-02

VERIFICATION

STATE OF IDAHO)
) ss.
County of Latah)

I, Tracy R. Santo, a notary public, hereby certify that on the 15th day of October, 1998, personally appeared before me KRISTINE FREDRICKSON, who being by me first duly sworn declared that she signed the foregoing document as Secretary and that the statements therein contained are true.

(seal)

Tracy R. Santo
Notary Public in and for the
State of Idaho, residing at
Moscow, ID

My commission expires: 1-18-02