

# 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

**HARTWELL-CALLAN, INC.**

was filed in the office of the Secretary of State on the **Seventh** day of **February**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **122** 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

**Idaho Falls**

in the County of

**Bonneville**

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 **7th** day of **February**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

HARTWELL-CALLAN, INC.

We, the undersigned, all being natural persons of the age of twenty-one years or more and subscribers to a share of the corporation to be organized pursuant hereto, for the purpose of forming a corporation under the provisions of the Business Corporation Act, Chapter One of Title 30 of the Idaho Code, and all laws amendatory thereof, do hereby make, subscribe and acknowledge these articles of incorporation for that purpose, as follows:

ARTICLE ONE. The name of the corporation shall be and is, HARTWELL-CALLAN, INC.

ARTICLE TWO. The purposes for which said corporation is to be formed are:

To purchase, acquire, and take over the business of the sole proprietorship of Ralph M. Hartwell, as insurance brokers, insurance agents, agents of underwriters and of insurance companies, adjusters of averages, and his kindred business, all as conducted by him in Idaho Falls, Idaho, and in other places.

To act as agent or broker for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, automobiles, trucks and other motor vehicles, boiler, elevator, accident, health, burglary, rent, marine, credit, and life insurance, and all other kinds of insurance, the collection of premiums, and doing such other business as may be delegated to agents or brokers by such companies and to conduct a general insurance agency and insurance brokerage business.

To act as the agent of such persons, firms, associations and corporations as shall employ it to investigate, collect, and report information concerning insurance applicants and risks, and to prepare, present, adjust, settle, collect, and purchase claims arising under insurance policies, and such other business as is incidental to such business.

To transact the business of a real estate agent or broker, and in behalf of others, to buy, sell, deal in, lease, rent, and manage real estate and any interest therein.

To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property, to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic and foreign.

To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or associated with others, and incidental or pertaining to, or growing out of, or connected with, its business or powers, provided the same be not inconsistent with the laws of the State of Idaho.

The purposes and powers specified in the clauses contained in this article are to be construed both as purposes and powers and shall, except when otherwise expressed in this article, be in nowise limited or restricted by reference to or inference from the terms of any other clause of this or any other article of this certificate, but each of the purposes and powers specified in this article shall be regarded as independent purposes and powers; and the specification herein contained of particular powers is not intended to be, and shall not be held to be, in limitation of the general powers granted to corporations under the laws of the State of Idaho, but is intended to be and shall be held to be, in furtherance thereof.

ARTICLE THREE. The term of existence of the corporation shall be perpetual.

ARTICLE FOUR. Section 1. The registered office of the corporation shall be located in the City of Idaho Falls, County of Bonneville, State of Idaho. The corporation may also maintain offices at such other place or places in the State of Idaho, and the United States, as the Board of Directors may, from time to time, decide. The post office address of the registered office shall be P.O. Box 1019, Idaho Falls, Idaho.

Section 2. The operation and business of the corporation shall be carried on principally in the County of Bonneville, State of Idaho,

and in such counties of said state and other states of the United States as the Board of Directors may, from time to time, decide.

ARTICLE FIVE. Section 1. The amount of the capital stock shall be \$25,000.00 to consist of 2,500 shares of common stock of the par value of \$10.00 per share.

Section 2. This corporation may at any time, or from time to time, as shall be permitted under the laws of the State of Idaho, redeem any part less than the whole, of its issued stock.

If (a) any two or more shareholders or subscribers to stock of the corporation shall enter into any agreement abridging, limiting or restricting the rights of any one or more of them to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any or all of the stock of the corporation held by them, and if a copy of said agreement shall be filed with the corporation, or if (b) the incorporators or the shareholders entitled to vote shall adopt any by-law provision abridging, limiting or restricting the aforesaid rights of any stockholders, then and in either of such events, all certificates of shares of stock subject to such abridgments, limitations or restrictions shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of such agreement or by-laws, as the case may be.

ARTICLE SIX. The names of the persons forming this corporation are, Ralph M. Hartwell, Jean A. Hartwell, and Eugene L. Bush, all of whom are of full age, at least two-thirds of whom are citizens of the United States, and at least one of whom is a resident of the State of Idaho. The name and post office address of each subscriber of these articles of incorporation, and the number of shares of stock which each agrees to take are as follows:

Ralph M. Hartwell	P.O. Box 1019 Idaho Falls, Idaho	1 Share
Jean A. Hartwell	P.O. Box 1019 Idaho Falls, Idaho	1 Share
Eugene L. Bush	229 12th Street Idaho Falls, Idaho	1 Share

ARTICLE SEVEN. The management of the corporation shall be vested in a Board of Directors of not less than three, as may be fixed by the by-laws of the corporation. The names and post office addresses of the directors hereby appointed to serve until the first annual meeting of the stockholders are:

Ralph M. Hartwell

Jean A. Hartwell

Eugene L. Bush

P.O. Box 1019  
Idaho Falls, Idaho  
P.O. Box 1019  
Idaho Falls, Idaho  
229 12th Street  
Idaho Falls, Idaho

ARTICLE EIGHT. A director of this corporation shall not be disqualified by his office from dealing or contracting with this corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of this corporation be void or avoidable by reason of the fact that any director or any firm of which any director is a member or any corporation of which any director is a shareholder, officer or director, is in any way interested in such transaction or contract; provided, that, after such interest shall have been disclosed, such transaction or contract is or shall be authorized, ratified or approved either (1) by a vote of a majority of a quorum of the Board of Directors or of the Executive Committee, without counting in such majority or quorum any director so interested or any director who is a member of a firm so interested, or (2) by the written consent, or by a vote at a stockholders' meeting, of the holders of record of a majority of all the outstanding shares of stock of this corporation entitled to vote; nor shall any director be liable to account to this corporation for any profits realized by or from or through any such transaction or contract of this corporation authorized, ratified or approved as aforesaid by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a member or any corporation of which he is a shareholder, officer or director was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorization, ratification or approval of such contracts in any other manner provided by law.

ARTICLE NINE. The meetings of the Board of Directors may be held at the principal office of the corporation in this State, or at such other place or places within or without this State, for the transaction of any business of the corporation, as the directors may, by resolution, provide.

ARTICLE TEN. The corporation may amend, alter, add to, change or repeal any provisions contained in these articles of incorporation, in the manner provided by law.

IN WITNESS WHEREOF, we, as incorporators, and each of us,  
having subscribed to a share of the stock of the corporation, have  
hereunto set our hands and seals this 31st day of January, 1963.

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Ralph M. Hartwell  
Jean A. Hartwell  
Eugene L. Bush

STATE OF IDAHO                    )  
  ) ss.  
County of Bonneville )

On this 31<sup>st</sup> day of January, 1963, before me, the undersigned,  
a Notary Public for the State of Idaho, personally appeared RALPH M.  
HARTWELL, JEAN A. HARTWELL and EUGENE L. BUSH, known to me to be the  
persons whose names are subscribed to the within and foregoing certi-  
ficate and Articles of Incorporation, and acknowledged to me that  
they executed the same as their free act and deed.

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

John M. Sharp  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho