

State of Idaho

Department of State.

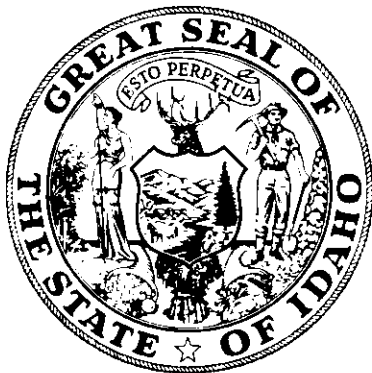
CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Merger of GRAVES-HOLDEN
INSURANCE, INC.

into HARRISON-FRANK AGENCY, INC.,
duly signed and verified 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
merger, and attach hereto a duplicate original of the Articles of
Merger.

Dated December 24, 19 86.



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF MERGER

Pursuant to the provisions of Sections 30-1-71 through 30-1-81 of the Idaho Code, as amended, the undersigned corporations have adopted the following Articles of Merger for the purpose of combining the undersigned corporations:

The following plan and agreement of merger was approved by each stockholder of each of the undersigned corporations in the manner prescribed by statute:

"PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER dated this 11th day of December, 1986, between Harrison-Frank Agency, Inc., hereinafter sometimes called the surviving corporation, and Graves-Holden Insurance, Inc., hereinafter sometimes called the absorbed corporation.

RECITALS

A. Harrison-Frank Agency, Inc. is a corporation duly organized and existing under the laws of the State of Idaho, with its principal place of business located at S. 13th Ave. & Cleveland Blvd., Caldwell, Idaho 83605.

B. Harrison-Frank Agency, Inc. has a capitalization of \$50,000.00, consisting of 5,000 authorized shares of common capital stock, having a par value of \$100.00 per share, of which 149 shares are issued and outstanding.

C. Graves-Holden Insurance, Inc. is a corporation duly organized and existing under the laws of the State of Idaho, with its principal place of business located at S. 13th Ave. & Cleveland Blvd., Caldwell, Idaho 83605.

1 D. Graves-Holden Insurance, Inc. has a
2 capitalization of \$10,000.00, consisting of 100 auth-
3 orized shares of common capital stock, having a par
4 value of \$100.00 per share, of which 100 are issued
5 and outstanding.

6 E. The boards of directors of the consti-
7 tuent corporations deem it desirable and in the best
8 interests of the corporations and their shareholders
9 that Graves-Holden Insurance, Inc. be merged into
10 Harrison-Frank Agency, Inc. in accordance with the
11 applicable provisions of Sections 30-12-71 through 30-
12 1-81 of the Idaho Code, as amended.

13 SECTION ONE

14 MERGER

15 In consideration of the mutual covenants,
16 and subject to the terms and conditions hereinafter
17 set forth, the constituent corporations agree as fol-
18 lows:

19 Graves-Holden Insurance, Inc. shall merge
20 with and into Harrison-Frank Agency, Inc., which shall
21 be the surviving corporation.

22 SECTION TWO

23 TERMS AND CONDITIONS

24 On the effective date of the merger, the
separate existence of the absorbed corporation shall
cease, and the surviving corporation shall succeed to
all the rights, privileges, immunities and franchises,
and all the property, real, personal, and mixed, of
the absorbed corporation, without the necessity for
any separate transfer. The surviving corporation
shall thereafter be responsible and liable for all
liabilities and obligations of the absorbed corpora-
tion, and neither the rights of creditors nor any
liens on the property of the absorbed corporation
shall be impaired by the merger.

GIGRAY, MILLER, DOWNEN, WESTON & PASLEY
ATTORNEYS AT LAW
9TH AND DEARBORN STS., P.O. Box 640
TELEPHONE 208-459-0091
CALDWELL, IDAHO 83606-0640

1 SECTION THREE

2 CONVERSION OF SHARES

3 There shall be no conversion of the common
4 stock of Graves-Holden Insurance, Inc. into shares of
5 common stock of Harrison-Frank Agency, Inc., inasmuch
6 as all of the issued and outstanding shares of the
7 common stock of Graves-Holden Insurance, Inc. as well
8 as the issued and outstanding shares of the common
9 stock of Harrison-Frank Agency, Inc. are owned by the
10 same person(s).

11 SECTION FOUR

12 ARTICLES OF INCORPORATION

13 The articles of incorporation of the surviv-
14 ing corporation shall continue to be its articles of
15 incorporation following the effective date of the
16 merger.

17 SECTION FIVE

18 BY-LAWS

19 The by-laws of the surviving corporation
20 shall continue to be its by-laws following the effec-
21 tive date of the merger.

22 SECTION SIX

23 DIRECTORS AND OFFICERS

24 The directors and officers of the surviving
corporation on the effective date of the merger shall
continue as the directors and officers of the surviv-
ing corporation for the full unexpired terms of their
offices and until their successors have been elected
or appointed and qualified.

SECTION SEVEN

REGISTERED AGENT

The registered agent of the surviving cor

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1 poration on the effective date of the merger shall
2 continue as the registered agent of the surviving
3 corporation.

4 SECTION EIGHT

5 LIMITATIONS ON BUSINESS ACTIVITIES

6 Neither of the constituent corporations
7 shall, prior to the effective date of the merger,
8 engage in any activity or transaction other than in
9 the ordinary course of business, and to take all nec-
10 essary actions appropriate to consummate this merger.

11 SECTION NINE

12 APPROVAL OF SHAREHOLDERS

13 With reference to the common capital stock
14 of each of the constituent corporations, all stock-
15 holders of each corporation have unanimously approved
16 the plan and agreement of merger.

17 SECTION TEN

18 EFFECTIVE DATE

19 The effective date of this merger shall be
20 either the date when a certificate of merger is issued
21 by the Secretary of State of the State of Idaho, or
22 the December 31, 1986, or whenever the certificate of
23 merger is issued by the Secretary of State of the
24 State of Idaho, whichever event shall occur sooner.

SECTION ELEVEN

ABANDONMENT OF MERGER

This agreement of merger may be abandoned by
action of the board of directors of either the surviv-
ing or the absorbed corporation at any time prior to
the effective date of the merger.

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SECTION TWELVE

EXECUTION OF AGREEMENT

This agreement of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, and sealed with their corporate seals, respectively, pursuant to the authorization of their respective boards of directors on the date first written above.

HARRISON-FRANK AGENCY, INC.

By /s/Wallace H. Frank
Its President

ATTEST:

/s/Donna H. Frank
Its Secretary

Surviving Corporation

GRAVES-HOLDEN INSURANCE, INC.

By /s/Wallace H. Frank
Its President

ATTEST:

/s/Donna H. Frank
Its Secretary

Absorbed Corporation"

As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

GIGRAY, MILLER, DOWNEN, WESTON & PASLEY
ATTORNEYS AT LAW
9TH AND DEARBORN STS., P.O. Box 640
TELEPHONE 208-458-0091
CALDWELL, IDAHO 83606-0640

NAME OF CORPORATION	NUMBER OF SHARES OUTSTANDING	DESIGNATION OF CLASS
Harrison-Frank Agency, Inc.	149	Common
Graves-Holden Insurance, Inc.	100	Common

As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such plan, respectively, are as follows:

NAME OF CORPORATION	TOTAL VOTED FOR	TOTAL VOTED AGAINST
Harrison-Frank Agency, Inc.	149	-0-
Graves-Holden Insurance, Inc.	100	-0-

Dated this 16th day of December, 1986

HARRISON-FRANK AGENCY, INC.

By

[Signature]
Its President

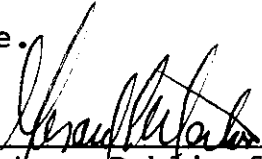
ATTEST:

Denna H. Frank
Its Secretary

REC'D
SEC. 3. 1986


1 STATE OF IDAHO)
2 County of Canyon) ss.

3 I, the undersigned, a Notary Public, do hereby certify
4 that on this 16th day of December, 1986, personally appeared
5 before me WALLACE H. FRANK and DONNA H. FRANK, who, being by me
6 first duly sworn, jointly and severally, declared that they are
7 the President and Secretary, respectively, of Harrison-Frank
8 Agency, Inc. and that they signed the foregoing document as
9 President and Secretary of the corporation, and that the state-
10 ments therein contained are true.

11 
12 Notary Public for Idaho
13 Residing at Caldwell, Idaho

14 STATE OF IDAHO)
15 County of Canyon) ss.

16 I, the undersigned, a Notary Public, do hereby certify
17 that on this 16th day of December, 1986, personally appeared
18 before me WALLACE H. FRANK and DONNA H. FRANK, who, being by me
19 first duly sworn, jointly and severally, declared that they are
20 the President and Secretary, respectively, of Graves-Holden
21 Insurance, Inc. and that they signed the foregoing document as
22 President and Secretary of the corporation, and that the state-
23 ments therein contained are true.

24 
Notary Public for Idaho
Residing at Caldwell, Idaho