

RESTATE
ARTICLES OF INCORPORATION
of
GF&C Holding Company

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STATE OF IDAHO

Pursuant to Section 30-1-1007 of the Idaho Business Corporations Act ("the Act"), the undersigned corporation adopts the following Restated Articles of Incorporation:

Article 1: The name of the corporation is **GF&C Holding Company** ("Corporation").

Article 2: The aggregate number of shares of stock which the Corporation shall have authority to issue shall be One Hundred Million (100,000,000) shares of stock consisting of:

- (1) Forty Million (40,000,000) shares of voting stock, no par value (the "Common Voting Stock");
- (2) Twenty Million (20,000,000) shares of non-voting stock, no par value (the "Common Non-Voting Stock");
- (3) Twenty Million (20,000,000) shares of Common A voting stock, no par value (the "Common A Voting Stock"); and
- (4) Twenty Million (20,000,000) shares of Common A non-voting stock, no par value (the "Common A Non-Voting Stock").

The preferences, privileges, and restrictions granted to or imposed upon the Common Voting Stock, the Common Non-Voting Stock, the Common A Voting Stock, the Common A Non-Voting Stock, and the holders thereof are as follows:

2.1 Common Voting Stock

A. Forty Million (40,000,000) of the shares that the Corporation has authority to issue constitute a separate and single class of voting shares known as Common Voting Stock, which shall be without par value, shall not be issued in series, and shall have the same preferences, limitations and relative rights. The acquisition or ownership or beneficial ownership of outstanding shares of the Corporation shall be restricted so that except as may be otherwise authorized by the Board of Directors, no one person who is deemed by the Corporation to be an insurance broker, shall exercise control, directly or indirectly of ten percent (10%) or more of the issued and outstanding voting shares of the Corporation at any time.

1. Voting Rights. The holders of Common Voting Stock have the right to cast one vote for each duly authorized, issued and outstanding share of Common Voting Stock held by them upon each question or matter submitted generally to the holders of shares of the Corporation in respect of which, under the Act, voting by class or by series is not required. Additionally, the holders of shares of Common Voting Stock have the right, voting separately by class, to cast

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one vote for each duly authorized, issued and outstanding share of Common Voting Stock held by them upon each question or matter in respect of which, under the Act, such holders are entitled to vote by class.

2. Dividends. Subject to the rights of the Common A Voting Stock, Common A Non-Voting Stock, and Common Non-Voting Stock issued and outstanding, dividends may be paid to the holders of Common Voting Stock issued and outstanding, as and when declared by the Corporation's Board of Directors, out of any funds, property or securities of the Corporation legally available therefor.

3. Liquidation. Subject to the rights of the Common A Voting Stock, Common A Non-Voting Stock, and Common Non-Voting Stock issued and outstanding, the holders of the Common Voting Stock issued and outstanding shall be entitled to share equally, on a share-for-share basis in any liquidation, dissolution or winding up of the Corporation.

4. Conversion. The holders of shares of issued and outstanding Common Voting Stock shall have conditional conversion rights as follows:

(a) *Limited Right to Convert.* Each issued and outstanding share of Common Voting Stock shall be convertible, at the option of the holder thereof and only with the express concurrence of the Board of Directors of the Corporation, at any time after the date of issuance of such share into one (1) fully paid and non-assessable share of Common Non-Voting Stock.

(b) *Mechanics of Conversion.* Before any holder of Common Voting Stock may convert the same into Common Non-Voting Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of this Corporation, and shall give written notice to this Corporation at its principal corporate office, of the request to convert the same and shall state therein the name or names in which the certificate or certificates for Common Non-Voting Stock are to be issued. If approved by the Board, the Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Common Voting Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Non-Voting Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Common Voting Stock to be converted, and the person or persons entitled to receive the Common Non-Voting Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Common Non-Voting Stock as of such date.

(c) *Conversion Adjustment.* In the event the Corporation should at any time or from time to time fix a record date for the effectuation of a split or subdivision of the outstanding Common Non-Voting Stock then, as of such record date (or the date of such dividend distribution, split), the conversion rate of the Common Voting Stock shall be appropriately adjusted so that the number of shares of Common Non-Voting Stock issuable on conversion of each share shall be increased or decreased in proportion to such increase or decrease of the aggregate Common Non-Voting Stock outstanding.

(d) *Reservation of Stock Issuable Upon Conversion.* This Corporation shall reserve and keep available out of its authorized but unissued Common Non-Voting Stock, solely for the purpose of effecting the conversion of the shares of the Common Voting Stock, such number of its Common Non-Voting Stock as it deems from time to time sufficient to effect the conversion of the outstanding shares of Common Voting Stock likely to be converted.

2.2 Common Non-Voting Stock

A. Twenty Million (20,000,000) of the shares that the Corporation has authority to issue constitute a separate and single class of shares known as Common Non-Voting Stock, which may be issued in one or more series. The Board of Directors of the Corporation is vested with authority pursuant to Section 30-1-602 of the Act, as the same may be amended, to determine and state the designations and the preferences, limitations, and relative rights, if any, of each such series by the adoption and filing in accordance with the Act, before the issuance of any shares of such series, of an amendment or amendments to these Articles determining the terms of such series, which amendment need not be approved by the shareholders or the holders of any class or series of shares except as provided by law (a "Common Non-Voting Stock Amendment"). All shares of Common Non-Voting Stock of the same series shall be identical with each other in all respects. The holders of shares of Common Non-Voting Stock have no right to vote except as may be required under the Act. The holders of a series of Common Non-Voting Stock shall have such other rights, if any, as may have been provided for such series in a "Common Non-Voting Stock Amendment."

B. The first series of Common Non-Voting Stock shall be designated "Series One Common Non-Voting Stock" and shall consist of Ten Million (10,000,000) shares. The holders of shares of Series One Common Non-Voting Stock shall be entitled to the following rights and preferences and subject to the following restrictions:

1. Voting Rights. Except as may be required by the Act the holders of the Series One Common Non-Voting Stock shall possess no voting rights.

2. Dividends. Subject to the rights of the Common A Voting Stock and Common A Non-Voting Stock, the holders of issued and outstanding shares of Series One Common Non-Voting Stock shall be entitled to receive dividends, out of any assets legally available therefor, equally with the holders of issued and outstanding shares of Common Voting Stock and subject of this Corporation.

3. Liquidation. In the event of any liquidation, dissolution or winding up of this Corporation, either voluntary or involuntary, subject to the rights of the Common A Voting Stock, Common A Non-Voting Stock, and any other series of Common Non-Voting Stock that may from time to time come into existence, the holders of shares of issued and outstanding Series One Common Non-Voting Stock shall be entitled to receive, equally with holders of shares of issued and outstanding Common Voting Stock, by reason of their ownership thereof, any distribution resulting from such liquidation, dissolution or winding up.

4. Conversion. The holders of shares of issued and outstanding Series One Common Non-Voting Stock shall have conditional conversion rights as follows:

(a) *Limited Right to Convert.* Each issued and outstanding share of Series One Common Non-Voting Stock may be converted, at the option of the holder thereof and only with the express concurrence of the Board of Directors of the Corporation, at any time after the date of issuance of such share into one (1) fully paid and non-assessable share of Common Voting Stock. Provided, however, that no conversion will be permitted except as may be otherwise authorized by the Board of Directors, if such conversion would result in the said holder thereof owning or controlling ten percent (10%) or more of the issued and outstanding Common Voting Stock of the Corporation and if, in the sole discretion of the Corporation, said holder thereof would also be deemed an insurance broker.

(b) *Mechanics of Conversion.* Before any holder of Series One Common Non-Voting Stock may convert the same into Common Voting Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of this Corporation, and shall give written notice to this Corporation at its principal corporate office, of the request to convert the same and shall state therein the name or names in which the certificate or certificates for Common Voting Stock are to be issued. If approved by the Board, the Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Common Non-Voting Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Voting Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been

made immediately prior to the close of business on the date of such surrender of the shares of Series One Common Non-Voting Stock to be converted, and the person or persons entitled to receive the Common Voting Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Common Voting Stock as of such date.

(c) *Conversion Adjustment.* In the event the Corporation should at any time or from time to time fix a record date for the effectuation of a split or subdivision of the outstanding Common Voting Stock then, as of such record date (or the date of such dividend distribution, split), the conversion rate of the Series One Common Non-Voting Stock shall be appropriately adjusted so that the number of shares of Common Voting Stock issuable on conversion of each share of such series shall be increased or decreased in proportion to such increase or decrease of the aggregate Common Voting Stock outstanding.

(d) *Reservation of Stock Issuable Upon Conversion.* This Corporation shall at all times reserve and keep available out of its authorized but unissued Common Voting Stock, solely for the purpose of effecting the conversion of the shares of the Series One Common Non-Voting Stock, such number of its Common Voting Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series One Common Non-Voting Stock likely to be converted.

2.3 Common A Voting Stock

A. Twenty Million (20,000,000) of the shares that the Corporation has authority to issue constitute a separate and single class of shares known as Common A Voting Stock, which may be issued in one or more series. The Board of Directors of the Corporation is vested with authority pursuant to Section 30-1-602 of the Act, as the same may be amended, to determine and state the designations and the preferences, limitations, and relative rights, if any, of each such series by the adoption and filing in accordance with the Act, before the issuance of any shares of such series, of an amendment or amendments to these Articles determining the terms of such series, which amendment need not be approved by the shareholders or the holders of any class or series of shares except as provided by law (a "Common A Voting Stock Amendment"). All shares of Common A Voting Stock of the same series shall be identical with each other in all respects. The holders of shares of Common A Voting Stock have the right to vote as described hereafter. The holders of a series of Common A Voting Stock shall have such other rights, if any, as may have been provided for such series in a "Common A Voting Stock Amendment." The acquisition or ownership or beneficial ownership of Common A Voting Stock of the Corporation shall be restricted so that except as may be otherwise authorized by the Board of Directors, no one person who is deemed by the Corporation to be an insurance broker, shall exercise control, directly or indirectly of ten percent (10%)

or more of the issued and outstanding Common A Voting Stock of the Corporation at any time.

B. The first series of Common A Voting Stock shall be designated "Series One Common A Voting Stock" and shall consist of Two Million Five Hundred Thousand (2,500,000) shares. The holders of shares of Series One Common A Voting Stock shall be entitled to the following rights and preferences and subject to the following restrictions:

1. Voting Rights. The holders of Series One Common A Voting Stock shall have the right to cast one vote for each duly authorized, issued and outstanding share of Series One Common A Voting Stock held by them upon each question or matter submitted generally to the holders of shares of the Corporation in respect of which, under the Act, voting by class or by series is not required. Additionally, the holders of shares of Common A Voting Stock have the right, voting separately by class, to cast one vote for each duly authorized, issued and outstanding share of Common A Voting Stock held by them upon each question or matter in respect of which, under the Act, such holders are entitled to vote by class.

2. Dividends. Subject to terms as may be determined by the Board of Directors, the holders of issued and outstanding shares of Series One Common A Voting Stock shall be entitled to receive dividends out of any assets legally available therefore.

3. Liquidation. In the event of any liquidation, dissolution or winding up of this Corporation, either voluntary or involuntary, subject to terms as may be determined by the Board of Directors, the holders of shares of issued and outstanding Series One Common A Voting Stock shall be entitled to receive any distribution resulting from such liquidation, dissolution or winding up.

4. Conversion. The holders of shares of issued and outstanding Series One Common A Voting Stock shall have conditional conversion rights as follows:

(a) *Limited Right to Convert*. Each issued and outstanding share of Series One Common A Voting Stock may be converted, at the option of the holder thereof and only with the express concurrence of the Board of Directors of the Corporation, at any time after the date of issuance of such share into one (1) fully paid and non-assessable share of Common A Non-Voting Stock, Common Voting Stock, or Common Non-Voting Stock. Provided, however, that except as may be otherwise authorized by the Board of Directors, no conversion to Common Voting Stock will be permitted if such conversion would result in the said holder thereof owning or controlling ten percent (10%) or more of the issued and

outstanding Common Voting Stock of the Corporation and if, in the sole discretion of the Corporation, said holder thereof would also be deemed an insurance broker.

(b) *Mechanics of Conversion.* Before any holder of Series One Common A Voting Stock may convert the same into Common A Non-Voting Stock, Common Voting Stock or Common Non-Voting Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of this Corporation, and shall give written notice to this Corporation at its principal corporate office, of the request to convert the same and shall state therein the name or names in which the certificate or certificates for Common A Non-Voting Stock, Common Voting Stock or Common Non-Voting Stock are to be issued. If approved by the Board, the Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Common A Voting Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common A Non-Voting Stock, Common Voting Stock or Common Non-Voting Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series One Common A Voting Stock to be converted, and the person or persons entitled to receive the Common A Non-Voting Stock, Common Voting Stock or Common Non-Voting Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Common A Non-Voting Stock, Common Voting Stock or Common Non-Voting Stock as of such date.

(c) *Conversion Adjustment.* In the event the Corporation should at any time or from time to time fix a record date for the effectuation of a split or subdivision of the outstanding Common A Non-Voting Stock, Common Voting, or Common Non-Voting then, as of such record date (or the date of such dividend distribution, split), the conversion rate of the Series One Common A Voting Stock shall be appropriately adjusted so that the number of shares of Common A Non-Voting Stock, Common Voting Stock or Common Non-Voting Stock issuable on conversion of each share of such series shall be increased or decreased in proportion to such increase or decrease of the aggregate Common A Non-Voting, Common Voting Stock or Common Non-Voting Stock outstanding.

(d) *Reservation of Stock Issuable Upon Conversion.* This Corporation shall at all times reserve and keep available out of its authorized but unissued Common A Non-Voting Stock, Common Voting Stock and Common Non-Voting Stock, solely for the purpose of effecting the conversion of the shares of the Series One Common A Voting Stock,

such number of its Common A Non-Voting Stock, Common Voting Stock or Common Non-Voting Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series One Common A Voting Stock likely to be converted.

5. Other Attributes. The holders of Series One Common A Voting Stock shall have such other rights as may be determined by the Board of Directors.

2.4 Common A Non-Voting Stock

A. Twenty Million (20,000,000) of the shares that the Corporation has authority to issue constitute a separate and single class of shares known as Common A Non-Voting Stock, which may be issued in one or more series. The Board of Directors of the Corporation is vested with authority pursuant to Section 30-1-602 of the Act, as the same may be amended, to determine and state the designations and the preferences, limitations, and relative rights, if any, of each such series by the adoption and filing in accordance with the Act, before the issuance of any shares of such series, of an amendment or amendments to these Articles determining the terms of such series, which amendment need not be approved by the shareholders or the holders of any class or series of shares except as provided by law (a "Common A Non-Voting Stock Amendment"). All shares of Common A Non-Voting Stock of the same series shall be identical with each other in all respects. The holders of shares of Common A Non-Voting Stock have no right to vote except as may be required under the Act. The holders of a series of Common A Non-Voting Stock shall have such other rights, if any, as may have been provided for such series in a "Common A Non-Voting Stock Amendment."

B. The first series of Common A Non-Voting Stock shall be designated "Series One Common A Non-Voting Stock" and shall consist of Two Million Five Hundred Thousand (2,500,000) shares. The holders of shares of Series One Common A Non-Voting Stock shall be entitled to the following rights and preferences and subject to the following restrictions:

1. Voting Rights. Except as may be required by the Act the holders of the Series One Common A Non-Voting Stock shall possess no voting rights.

2. Dividends. Subject to terms as may be determined by the Board of Directors, the holders of issued and outstanding shares of Series One Common A Non-Voting Stock shall be entitled to receive dividends out of any assets legally available therefore.

3. Liquidation. In the event of any liquidation, dissolution or winding up of this Corporation, either voluntary or involuntary, subject to terms as may be determined by the Board of Directors, the holders of shares of issued and outstanding Series One Common A Non-Voting Stock shall be entitled to receive

any distribution resulting from such liquidation, dissolution or winding up.

4. Conversion. The holders of shares of issued and outstanding Series One Common Non-Voting Stock shall have conditional conversion rights as follows:

(a) *Limited Right to Convert.* Each issued and outstanding share of Series One Common A Non-Voting Stock may be converted, at the option of the holder thereof and only with the express concurrence of the Board of Directors of the Corporation, at any time after the date of issuance of such share into one (1) fully paid and non-assessable share of Common A Voting Stock, Common Voting Stock, or Common Non-Voting Stock. Provided, however, that except as may be otherwise authorized by the Board of Directors, no conversion will be permitted if such conversion would result in the said holder thereof owning or controlling ten percent (10%) or more of the issued and outstanding Common A Voting Stock or Common Voting Stock of the Corporation and if, in the sole discretion of the Corporation, said holder thereof would also be deemed an insurance broker.

(b) *Mechanics of Conversion.* Before any holder of Series One Common A Non-Voting Stock may convert the same into Common A Voting Stock, Common Voting Stock, or Common Non-Voting Stock he shall surrender the certificate or certificates therefor, duly endorsed, at the office of this Corporation, and shall give written notice to this Corporation at its principal corporate office, of the request to convert the same and shall state therein the name or names in which the certificate or certificates for Common A Voting Stock, Common Voting Stock, or Common Non-Voting Stock are to be issued. If approved by the Board, the Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Common A Non-Voting Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common A Voting Stock, Common Voting Stock, or Common Non-Voting Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series One Common A Non-Voting Stock to be converted, and the person or persons entitled to receive the Common A Voting Stock, Common Voting Stock, or Common Non-Voting Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Common A Voting Stock, Common Voting Stock, or Common Non-Voting Stock as of such date.

(c) *Conversion Adjustment.* In the event the Corporation should at any time or from time to time fix a record date for the

effectuation of a split or subdivision of the outstanding Common A Voting Stock, Common Voting Stock, or Common Non-Voting Stock then, as of such record date (or the date of such dividend distribution, split), the conversion rate of the Series One Common A Non-Voting Stock shall be appropriately adjusted so that the number of shares of Common A Voting Stock, Common Voting Stock, or Common Non-Voting Stock issuable on conversion of each share of such series shall be increased or decreased in proportion to such increase or decrease of the aggregate Common A Voting Stock, Common Voting Stock, or Common Non-Voting Stock outstanding.

(d) *Reservation of Stock Issuable Upon Conversion.* This Corporation shall at all times reserve and keep available out of its authorized but unissued Common A Voting Stock, solely for the purpose of effecting the conversion of the shares of the Series One Common A Non-Voting Stock, such number of its Common A Voting Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series One Common A Non-Voting Stock.

5. Other Attributes. The holders of Series One Common A Non-Voting Stock shall have such other rights as may be determined by the Board of Directors.

Article 3: The street address of the registered office is 2710 Sunrise Rim Road, Boise, Idaho 83705 and the registered agent as such address is Daniel W. Crandall.

Article 4: The name and address of the original incorporator is: Daniel W. Crandall, 2073 Ridgecrest Drive, Boise, Idaho 83712.

Article 5: The mailing address of the Corporation is 2710 Sunrise Rim Road, Suite 100, Boise, Idaho 83705.

Article 6: The purpose for which the Corporation is organized is to engage in any lawful business for which corporations may be incorporated under the Act.

Article 7: The Board of Directors shall consist of at least five (5) but not more than fifteen (15) directors as may be provided by the Bylaws.

THE UNDERSIGNED, for the purpose of correcting, restating, and amending the Articles of Incorporation and all amendments thereto of the Corporation, pursuant to Title 30, Chapter 1 of the Idaho code, does hereby certify to the following:

1. The name of the Corporation is GF&C Holding Company.

2. The amendments in these Restated Articles of Incorporation include the following:
 - a. The aggregate number of authorized shares has been increased to 100,000,000.
 - b. Broker ownership of 10% or more may be authorized by the Board.
 - c. The number of authorized Common Voting shares has been increased to 40,000,000.
 - d. Limited conversion rights have been provided for Common Voting Stock similar to those available to Common Non-Voting Stock.
 - e. The conversion rights of Common Non-Voting Stock have been subjected to Board approval.
 - f. A class of 20,000,000 shares of Common A Voting Stock has been authorized and Series One of said class, with 2,500,000 shares with voting, dividend, liquidation, limited conversion, and other rights as may be determined by the Board of Directors as described herein, has been created.
 - g. A class of 20,000,000 shares of Common A Non-Voting Stock has been authorized and Series One of said class, with 2,500,000 shares with dividend, liquidation, limited conversion, and other rights as may be determined by the Board of Directors as described herein, has been created.
 - h. The street address of the registered office has been changed to 2710 Sunrise Rim Road, Boise, Idaho.
 - i. The mailing address of the Corporation has been changed to 2710 Sunrise Rim Road, Suite 100, Boise, Idaho 83705.
 - j. The designation of a variable size board of directors has been clarified.
 - k. The listing by name of current directors has been deleted.
3. These Restated Articles of Incorporation were duly recommended by the Corporation's Board of Directors as of June 7, 2002.
4. These Restated Articles of Incorporation were duly approved by the Corporation's shareholders as of June 20, 2002.
5. The number of shares outstanding, the designation and number of outstanding shares of each class entitled to vote on the Restated Articles of Incorporation, and the number of shares indisputably represented for such vote were as follows:

<u>Designation of Class</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Represented</u>	<u>Number of Shares in Class Entitled to vote</u>
Common Voting	2,036,107	1,525,304	2,036,107
Common Non-Voting	301,151	301,151	301,151

The total number of votes cast for and against the Restated Articles of Incorporation by each voting group entitled to vote separately as a class on the amendments are as follows:

<u>Designation of Class</u>	<u>Number of Shares in Class Entitled to Vote</u>	<u>Shares Voted in Favor</u>	<u>Shares Voted Against</u>	<u>Shares Abstaining</u>
Common Voting	2,036,107	1,524,611	0	693
Common Non-Voting	301,151	301,151	0	0

The foregoing Restated Articles of Incorporation were recommended by the Corporation's Board of Directors, and approved and adopted by the shareholders of the Corporation in the manner prescribed by the Idaho Business Corporations Act:

DATED as of July 1, 2002.

GF&C HOLDING COMPANY

By: Daniel W. Crandall
Daniel W. Crandall, President

By: Alan Reed Taylor
Alan Reed Taylor, Secretary