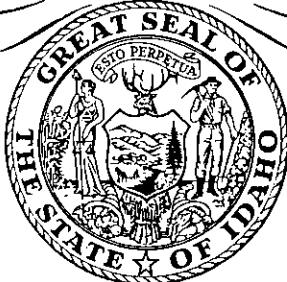


State of Idaho



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

ALLSTATE MOTOR CLUB, INC.

was filed in the office of the Secretary of State on the **First** day
of **May** **A.D. One Thousand Nine Hundred Sixty-one** and
duly recorded on Film No. **114** 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

Boise in the County of **Ada.**

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 **1st** day of **May**,
A.D., 19 **61**.

Secretary of State.

necessary or convenient for aid, assistance, help and comfort of the motoring public and particularly of the members of this club or clubs so organized; to operate tourist agency, to adopt and use an emblem or trade name or insignia, to write, sell and deal in service contracts and agreements for the purpose of affording to the purchasers of said contracts any and all manner of aid, assistance and service.

2. To make, enter into, perform and carry out contracts with any Automobile or Motor Club, person, firm, co-partnership, company, association, or corporation for the performance of any service. To make, enter into, perform and carry out contracts, agreements and undertakings of every kind or character whatsoever.

3. To engage in the business of transporting persons or property by any means whatsoever, whether by land, water or air, in the State of Idaho or other states of the United States, or other countries, including especially carrying and transporting of passengers, tourists and property by motor or air or water vehicle within or without the State of Idaho, for hire or for stipulated compensation, whether by fixed route and termini or otherwise; to own, operate and conduct a radio broadcasting station and to deal in all manner of radios and radio equipment.

4. To carry on a general insurance agency business, and to act as broker, agent, solicitor or representative for insurance companies, persons, firms or corporations writing any form of insurance; to solicit, receive or write applications or to issue policies for any and all kinds of insurance of every kind and character and, as broker, agent or representative, to write such insurance for the public in general, and particularly for members of said club; and to collect premiums and to conduct general insurance agency business and insurance brokerage business.

5. To apply for, secure, acquire, purchase, own, hold and possess patent rights for and upon any patentable invention or process, or any right or privilege in connection with any patented

ARTICLES OF INCORPORATION

OF

ALLSTATE MOTOR CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS, That the undersigned, DUANE C. FRISBIE, MABEL ELDER and CARL MEITZEN, each being a natural person, of full legal age and all of whom are citizens of the United States, have associated themselves together for the purpose of forming a corporation under the laws of the State of Idaho, and in pursuance thereof, do hereby sign, acknowledge and adopt the following Articles of Incorporation, in triplicate originals, and do state as follows:

I.

That the corporate name of this corporation is and shall be:

"ALLSTATE MOTOR CLUB, INC."

II.

That the objects and purposes for which this corporation is formed, and the businesses, enterprises, pursuits and occupations in which the corporation proposes to engage are and shall be as follows:

1. To own, maintain, operate and conduct an Automobile Club for the benefit of its members, to charge a registration or membership fee or fees, service fee or fees therefor; to form such other clubs, corporations or associations as are necessary or convenient to carry on and forward the work of this club; to publish a magazine or newspaper, pamphlets, circulars and descriptions of highways, to erect guide posts, to render, furnish or procure towing service, emergency road service, insurance service, bail bond service, legal service, buying and selling, to render touring service, to operate courtesy cars and patrol vehicles and to do any and all things

article or patent right owned or held by any other person, firm, or corporation, and to apply and use the same for the corporate benefit and to sell, assign, transfer, convey, encumber or dispose of the same or any right or privilege as so held, as it may, through its officers and directors, elect.

6. To subscribe for, buy, sell, own and deal in stock of other corporations and in any and all other stocks, bonds, trust or other certificates, debentures or other evidence of indebtedness, or securities, of whatsoever kind and description, and to exercise in respect thereof all the rights, powers and privileges of individual owners or holders thereof, including the exercise of any and all voting powers.

7. To issue bonds, debentures, obligations or other evidence of indebtedness of this corporation from time to time and to secure same by mortgage, pledge, deed of trust or otherwise; to purchase, redeem, own, hold, or otherwise acquire, sell, reissue, cancel, dispose of or transfer the shares of its own capital stock for any and all lawful purposes, whenever and as permitted by law, provided, however, that this corporation may not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of this corporation, and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

8. To acquire, by purchase or otherwise, and to own, hold, buy, sell, convey, improve, lease, mortgage, encumber, cultivate, develop, manage, operate, and in any manner trade, deal in and dispose of real property or any right, title or interest therein; and to construct, lease, improve, direct, manage, care for, extend, alter, repair, operate and maintain buildings and improvements thereon.

9. To acquire by purchase or otherwise, and to own, hold, buy, sell, transfer, mortgage, pledge, handle, manufacture, process, and in any manner deal in and dispose of goods, wares, merchandise,

articles and personal property of every kind, character and description; and to acquire, provide, own and operate tanks, depots and warehouses for the handling, sale or storage of such goods, wares and merchandise.

10. To buy, acquire, own, hold, mortgage, pledge, hypothecate, sell, negotiate, transfer, execute or dispose of notes, commercial papers, mortgages and contracts on real or personal property, bonds, stocks, choses in action, accounts or other securities.

11. To own, operate and conduct subsidiary corporations and companies, including associations, and to become interested with third persons, firms or corporations, in other companies, corporations, firms and/or enterprises, to act as agent or representative of other persons, firms or corporations, partnerships, associations or groups of same.

12. To acquire and pay for in cash, stocks or bonds, of this or any other corporation, or the good will, rights, assets and properties thereof, and to undertake or to assume the whole or any part of the obligations or liabilities of any person, firm, partnership, trust, association of persons or corporations.

13. To borrow money on credit of the corporation, and to issue notes, bonds, bills and debentures, and other evidence of indebtedness; and to secure any of such obligations by mortgage, deed of trust, pledge or hypothecation of any of the property of the corporation, or otherwise. To lend money and to take from the borrower notes or other evidence of indebtedness and security in the form of mortgages or pledges of personal or real property. To own, operate, maintain and conduct a general bailment business, to lend money and negotiate loans, to do a general finance business in respect to real or personal property or mixed in all its branches.

14. To remunerate any person or persons, firms, or partnerships, companies or corporations, by fixed salary, commission or specified commission for services performed, as this company may elect.

15. To carry on the business permitted by these articles within and without the State of Idaho and to establish branches and agencies in any state or sovereignty and for that purpose to cause this corporation to be domesticated or qualified in any state or sovereignty.

16. To act as agent, broker or representative for any person, firm or corporation, in negotiating or handling any purchase or sale, or any leasing, operating, managing or dealing with property of any and every kind and character, and wherever situated.

17. In carrying out purposes and objects aforesaid, to do every act and thing in any way necessary or convenient or incidental to the full exercise of all the rights and powers herein granted; and to exercise generally all powers or privileges allowable to corporations organized under laws of the State of Idaho; and generally and especially to exercise any and all rights which may hereafter be granted by laws of the State of Idaho to corporations to be organized to exercise powers similar to those herein conferred; and finally to do and perform all things herein set forth to the same extent as a natural person might or could do.

III.

The duration of this corporation shall be perpetual, subject, however, to dissolution in the manner as provided by law.

IV.

That the location and postoffice address of the registered office of this corporation in the State of Idaho, is Boise City, Ada County, Idaho.

V.

The aggregate number of shares which this corporation is authorized to issue is FIVE HUNDRED (500) shares of common capital stock of the par value of ONE HUNDRED DOLLARS (\$100.00) per share, having an aggregate par value of FIFTY THOUSAND DOLLARS (\$50,000.00). All such shares are of the same class with equal rights and voting power and without preference or priority of any share over any other, and are non-assessable.

VI.

That this corporation shall commence business with a paid-in capital of FIVE HUNDRED DOLLARS (\$500.00), consisting of cash and tangible personal property taken at a fair and reasonable valuation.

VII.

That the number of directors of this corporation shall be not less than three (3) nor more than seven (7). The number, qualifications, terms of office, manner of election, time and place of meetings, and the powers and duties of the directors shall be such as are prescribed by the By-Laws of this corporation. The names and postoffice addresses of those directors who shall serve as the first directors are as follows:

DUANE C. FRISBIE -- 3046 E. 45th, Seattle, Washington.

MABEL ELDER -- 1208 North 8th Street, Boise, Idaho.

CARL MEITZEN -- 2909 Third Avenue, Seattle, Washington.

Their term of office shall expire at the time of the next regular meeting for the election of directors as provided in the By-Laws.

VIII.

That a director of this corporation shall not be disqualified, by reason of holding his office, from contracting with the corporation, nor shall any contract or arrangement entered into by or on behalf of the corporation, in which any director shall be in any way interested, be avoided on that account, or by reason of the fact that any firm of which such director is a member, or any corporation in which such director is a member, shareholder, director or officer, shall be interested therein, providing such contract or arrangement shall have been ratified or approved by the affirmative vote of the holders of a majority of the shares of the capital stock of this corporation having the right to vote; nor shall any director so contracting or so interested be liable to account to the corporation for any profit realized by him from any such contract or arrangement, if so ratified and approved.

IX.

That the name and postoffice address of each of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>POSTOFFICE ADDRESS</u>	<u>NO. AND CLASS OF SHARES</u>	<u>AMOUNT</u>
Duane C. Frisbie	3046 E. 45th, Seattle, Washington	3 Common	\$300.00
Mabel Elder	1208 North 8th Street, Boise, Idaho	1 Common	\$100.00
Carl Meitzen	2909 Third Avenue, Seattle, Washington	1 Common	\$100.00

X.

That authority to make By-Laws for this corporation is hereby expressly vested in the Board of Directors of the corporation, subject to the power of the shareholders to change or repeal such By-Laws, as provided by law.

XI.

That corporate powers of the corporation shall be exercised by the present incorporators until the first meeting of the shareholders of the corporation and the election of the Board of Directors and adoption of By-Laws of the corporation.

IN WITNESS WHEREOF, The undersigned incorporators have hereunto set their hands and seals this 25th day of April, 1961.

Duane C. Frisbie
Duane C. Frisbie

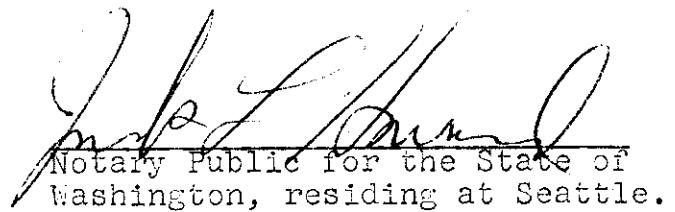
Mabel Elder
Mabel Elder

Carl Meitzen
Carl Meitzen

STATE OF WASHINGTON }
COUNTY OF KING } ss.

On this 26th day of April, in the year 1961,
before me, W.P. Nixon, a Notary Public in
and for said State, personally appeared DUANE C. FRISBIE and
CARL MEITZEN, known to me to be the persons described in and
who executed the foregoing Articles of Incorporation, and they,
and each of them, did acknowledge and declare to me that they
executed the same, in triplicate.

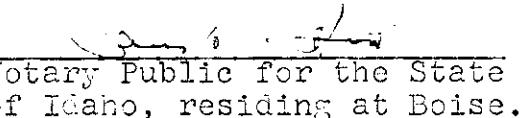
IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, the day and year in this certificate first above
written.


Notary Public for the State of
Washington, residing at Seattle.

STATE OF IDAHO }
COUNTY OF ADA } ss.

On this 25th day of April, in the year 1961,
before me, Carey H. Nixon, a Notary Public in
and for said State, personally appeared MABEL ELDER, known to
me to be the person described in and who executed the foregoing
Articles of Incorporation, and acknowledged to me that she executed
the same, in triplicate.

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


Notary Public for the State
of Idaho, residing at Boise.