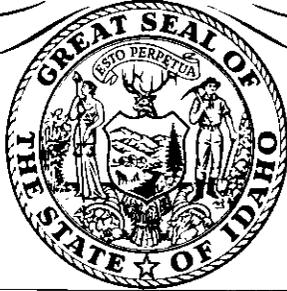


# State of Idaho



## 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

#### **LIFE SERVICE ASSOCIATES, INC.**

was filed in the office of the Secretary of State on the **Sixteenth** day of **May**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** 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 **16th** day of **May**, A.D., 19**63**.

Secretary of State.

ARTICLES OF INCORPORATION OF  
LIFE SERVICE ASSOCIATES, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, THE UNDERSIGNED, EACH BEING A NATURAL PERSON OF FULL AGE AND A CITIZEN OF THE UNITED STATES OF AMERICA, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF IDAHO, AND DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

I

The name of this corporation shall be:

LIFE SERVICE ASSOCIATES, INC.

II

The term of existence of this corporation shall be perpetual.

III

The registered office of this corporation in the State of Idaho shall be located in Boise, Ada County, State of Idaho, and the post office address of such registered office shall be Boise, Idaho.

IV

The total authorized stock of this corporation shall be divided into One Thousand (1,000) shares, which shall be common stock and which shall be issued without nominal or par value; such shares of stock shall be non-assessable and shall have equal voting rights and other powers. The subscriptions for and the ownership of all shares of stock in this corporation are made and taken upon the condition that any holder of shares of stock desiring to sell the same shall first offer his stock to the corporation at his lowest price and the Board of Directors of this corporation shall have thirty (30) days in which to exercise the corporation's option to purchase the same. Said notice of offer to sell shall be given by a letter addressed to the registered office of this corporation. On failure of the corporation to exercise its option within said thirty (30) days, the selling stockholder shall then offer his stock to the other stockholders of this corporation, who shall have thirty (30) days in which to exercise their option to purchase said stock at said price. After the expiration of said thirty (30) days, the stockholder shall be free to make any other sale of his stock. The corporation will not transfer any certificate of stock until compliance has been made with the above restriction.

V

The number of Directors of this corporation shall be not less than three (3). The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the Directors shall be such as are prescribed by the By-Laws of the corporation. The names and post office addresses of the first directors of the said corporation, who shall manage affairs of the said corporation until March 9, 1964, unless removed and their successor or successors duly elected and qualified, as provided by law and the By-Laws of this corporation shall be as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Rex R. Terrell	926 Ranch Road, Boise, Idaho
Mary M. Terrell	926 Ranch Road, Boise, Idaho
Keith Strawn	Route 1, Fruitland, Idaho

VI

This corporation hereby reserves the right to amend, alter, change or repeal any provision of these Articles of Incorporation, in the manner now provided, or which may hereinafter be provided by law, and all rights, privileges and powers by the Articles are so conferred, subject to this reservation.

VII

This corporation proposes to engage in and carry on and shall have the power to engage in and carry on certain business and enterprises and shall have and exercise certain powers and rights as follows:

(1) 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.

(2) 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.

(3) To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge, or otherwise dispose of, and to invest, trade and deal in and with real and personal property of every kind and description and of any and all interest therein.

(4) To borrow money, to issue bonds, debentures, notes, mortgages and other obligations of the corporation from time to time for any of the objects of the corporation and to mortgage, pledge, hypothecate and/or convey in trust any or all of its property to secure the payment thereof.

(5) To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of this corporation or of any other corporation or corporations, association or associations of the State of Idaho, or any other state, territory or country; and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(6) To enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, or governmental body.

(7) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.

(8) To have offices, conduct its business and promote its objects within and without the State of Idaho, other states, the District of Columbia, and the territories of the United States, without restriction as to the place or amount.

(9) To do each and all things hereinabove set forth to the same extent and as fully as natural persons might do or could do in the State of Idaho, or in any other State, Country or place.

(10) To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, either in this State or throughout the United States, or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinabove described, or any part or parts thereof, not inconsistent with the laws under which this corporation is organized.

(11) All the foregoing provisions of this Article VII are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific powers and objects shall not be held to limit or restrict in any manner the general purposes and powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or do any act which a corporation formed under the laws of the State of Idaho now or hereafter existing may not, at any time, lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article VII shall,

except as otherwise provided, in nowise be limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Article contained or of any provisions of these Articles of Incorporation.

VIII

The post office address of each of the incorporators named herein is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Rex R. Terrell	926 Ranch Road, Boise, Idaho
Mary M. Terrell	926 Ranch Road, Boise, Idaho
Keith Strawn	Route 1, Fruitland, Idaho

Each of the above-named incorporators has subscribed for at least one (1) share of the capital stock of this corporation.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands and seals to this instrument on this 16<sup>th</sup> day of May, 1963.

*Rex R. Terrell* (SEAL)

*Mary M. Terrell* (SEAL)

*Keith Strawn* (SEAL)

STATE OF IDAHO )  
                  : ss.  
County of Ada )

On this 16<sup>th</sup> day of May, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared REX R. TERRELL, MARY M. TERRELL and KEITH STRAWN, known to me to be the persons whose names are subscribed to the within and foregoing instrument and acknowledged to me that they executed the same.

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

*J. J. Jones III*  
Notary Public for Idaho  
Residing at Boise, Idaho