

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

IDAHO DOMESTIC LIFE INSURANCE COUNCIL, INC.

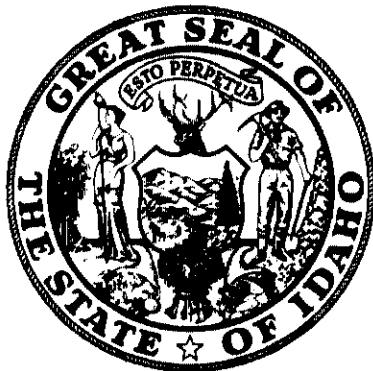
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

IDAHO DOMESTIC LIFE INSURANCE COUNCIL, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated November 28, 19 90.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Elizabeth M. Zabala*

Corporation Clerk

ARTICLES OF INCORPORATION

OF

IDAHO DOMESTIC LIFE INSURANCE COUNCIL, INC.

Nov 28 3 05 PM '90  
SECRETARY OF STATE

We, the undersigned residents of the State of Idaho, being 21 years or more of age, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Idaho.

I.

NAME AND LOCATION

The name of the corporation shall be Idaho Domestic Life Insurance Council, Inc., and its location shall be 101 South Capitol Boulevard, City of Boise, County of Ada, State of Idaho.

II.

DURATION

The period of duration of this nonprofit corporation shall be perpetual.

III.

PURPOSE CLAUSE

The business and purpose of this corporation shall be:

A. To promote better health and life insurance products by educating and advising members of the public and local, state, and federal officials regarding betterment of the regulatory and taxing rules pertinent to the industry.

B. The organization shall be entitled to select representatives of the organization or otherwise to appear and testify before appropriate legislative, fact-finding, educational, and other similar bodies for the purpose of promoting the educational goals of the corporation.

IV.

The location and post office address of the registered office of the corporation is:

101 S. Capitol Blvd.  
c/o Continental Life & Accident Company  
P.O. Box 2640  
Boise, ID 83701

The name of the initial registered agent is:

Jack Winderl

V.

The name and post office address of the incorporators is as follows:

Name	Address
R. John Taylor	One Lewis Clark Plaza Lewiston, ID 83501
Gerald Tyler	101 S. Capitol Blvd. Boise, ID 83702

VI.

NONSTOCK CORPORATION

The corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

VII.

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as initial directors are as follows:

Name	Address
Gerald Tyler	101 S. Capitol Blvd. Boise, ID 83702
Paul Durant	One Lewis Clark Plaza Lewiston, ID 83501
Jack Winderl	101 S. Capitol Blvd. Boise, ID 83702

VIII.

ELECTION OF DIRECTORS

The manner in which the directors are to be elected by the members is as follows: shall be in conformance with the bylaws.

IX.

CORPORATE OFFICERS AND THEIR FUNCTIONS

The general officers of the corporation shall be president, secretary and treasurer.

The principal duties of the president shall be to preside at all meetings of the members of the board of directors and to have general supervision of the affairs of the corporation.

The principal duties of the secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the board of directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the treasurer.

The principal duties of the treasurer shall be to keep an account of all monies, credits, and property of any and every nature of the corporation which shall come into his hands, and to keep an accurate account of all monies received and disbursed, and to render such accounts, statements, and inventories of monies received and disbursed and of money and

property on hand, and generally of all matters pertaining to his office, as shall be required by the board of directors.

The board of directors may provide for the appointment of such additional officers as they may deem for the best interest of the corporation.

Whenever the board of directors may so order, any two offices, the duties of which do not conflict, may be held by one person.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the board of directors, or as may be prescribed from time to time by the bylaws.

X.

ELECTION OF OFFICERS

The officers shall be elected by the directors, who shall first be elected by the members of the corporation.

XI.

MEMBERSHIP REQUIREMENTS

Every Idaho domestic life and health insurance company shall be entitled to be a regular member. All other insurance companies and other organizations involved in the life and health insurance business in the State of Idaho may become an associate member upon unanimous consent of all regular members. Associate members shall have no voting rights in the affairs of the company.

XII.

AMENDMENTS

These articles may be amended in the manner provided by statute at the time of amendment.

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IN WITNESS WHEREOF, the said incorporators have set their hands and seals this 23 day of November, 1990.

[Signature]  
R. John Taylor  
[Signature]  
Gerald Tyler

STATE OF IDAHO )  
 ) ss.  
County of Nez Perce )

On this 26<sup>th</sup> day of November, 1990, before me, a Notary Public in and for the State of Idaho, personally appeared R. John Taylor, personally known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

(SEAL)

[Signature]  
Notary Public in and for the State of Idaho; residing at Lewiston, therein.  
My Comm. Expires: 3/15/94

STATE OF IDAHO )  
 ) ss.  
County of Ada )

On this 28<sup>th</sup> day of November, 1990, before me, a Notary Public in and for the State of Idaho, personally appeared Gerald Tyler, personally known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

(SEAL)

[Signature]  
Notary Public in and for the State of Idaho; residing at Nampa ~~Lewiston~~, therein.  
My Comm. Expires: 12-19-94