

CERTIFICATE OF INCORPORATION
OF

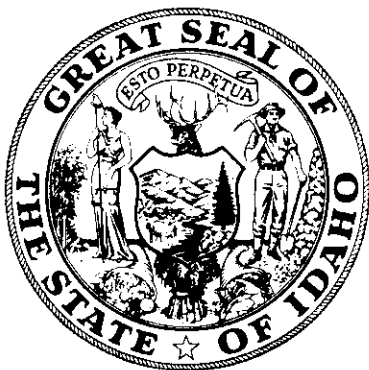
MCDONALD WARREN INCORPORATED

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 _____
MCDONALD WARREN INCORPORATED

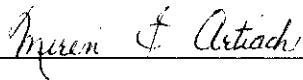
duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: July 6, 1982.



SECRETARY OF STATE

by:  _____

JUL 6 10 01 AM '82
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
MCDONALD KARRIN INCORPORATED

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is MCDONALD KARRIN INCORPORATED.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are:

- (a) To engage in the marketing and selling of insurance.
- (b) To engage 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.
- (c) To purchase, acquire, own, hold, use, lease (either as Lessor or Lessee), grant, sell, exchange, subdivide, mortgage, convey in trust, manage, improve, construct, operate and generally deal in any

and all real estate, improved or unimproved, stores, office buildings, dwelling houses, apartment houses, hotels, manufacturing plants and other buildings and any and all other property of every kind or description, real, personal and mixed, and wheresoever situated, either in Idaho, other state of the United States, the District of Columbia, territories and colonies of the United States or foreign countries.

- (d) To acquire by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association or corporation; to acquire any property or business as a going concern or otherwise (a) by purchase of the assets thereof wholly or in part, (b) by acquisition of the shares or any part thereof, or (c) in any other manner, and to pay for the same in cash or in shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole or any part of the goodwill, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.
- (e) To receive, acquire, hold, purchase, dispose of, convey, mortgage and lease personal property; to dispose of, sell, lease and assign, transfer, mortgage or convey any rights, privileges, franchises, or other personal property of the corporation other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge or otherwise dispose of and deal in the shares of stock, or bond, securities and debentures and other evidences

of indebtedness of other corporations, domestic or foreign, and within or without the United States of America.

- (f) To become a partner (either general or limited or both) and to enter into agreements of partnership, with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth, or otherwise, or which may be calculated, directly or indirectly, to promote the interest of this corporation or to enhance the value of its property or business.
- (g) To subscribe, or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, goodwill, rights, assets and property of any and every kind, or any part thereof, or any other corporation or corporations, association or associations, firm or firms, or person or persons, together with shares, rights, units or interest in, or in respect of, any trust estate now or hereafter existing and whether created by the laws of the State of Idaho or of any other state, territory or country; and to operate, manage and control such properties, or any of them either in the name of such other corporation or corporations or in the name of this corporation, and while the owners of any of said shares of capital stock, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time and to the same extent as natural persons might or could do.

- (h) To promote or to aid in any manner, financially or otherwise any person, firm, corporation or association of which any shares of stock, bonds, notes, debentures or other securities or evidences of indebtedness are held directly or indirectly by this corporation and, for this purpose, to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.
- (i) To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking or as including the business purposes of a commercial bank, savings bank or trust company.
- (j) To issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures or other evidences of its indebtedness or obligations; and to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of Idaho as the same are now in force or may be hereafter.
- (k) To acquire the goodwill, rights and property; and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or organization; to pay for the goodwill, rights, property and assets in cash, the stock of this corporation or bonds of this corporation or otherwise, or by undertaking the whole or any part of the liabilities of the transferror; to hold or in

any manner to dispose of the whole or any part of the property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all powers necessary or convenient in the conduct and management of such business.

- (l) To apply for, purchase, register or in any manner to acquire, and hold, own, use, operate and introduce, and to sell, lease, assign, pledge or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any other manner dispose of any and all inventions, improvements, processes, labels, designs, brands or other rights, and to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly promote these objects or any of them.
- (m) To purchase, insofar as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law, and to hold, pledge and reissue shares of its own capital stock; provided that such stock, while so acquired and held, shall not be entitled to vote nor to receive dividends.
- (n) To guarantee the performance of contracts, agreements, undertakings, obligations, promises or duties of contractors, subcontractors or other persons.
- (o) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.
- (p) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry

out, contracts and arrangements of every kind and character with any person, firm association or corporation, or any government or authority or subdivision or agency thereof.

- (g) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in Sections 30-1-3 and 30-1-4, Idaho Code, and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is Two Hundred Fifty (250) shares, without par value, all of one class. Said capital stock shall be nonassessable.

ARTICLE V

There shall be no preemptive rights to any issued and outstanding corporate shares.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation shall be set out in the By-Laws of the corporation.

ARTICLE VII

The address of the initial registered office of the corporation is 610 South Lincoln, Jerome, Idaho 83338, and the name of its initial registered agent at such address is Danny C. Karren.

ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation shall be three (3), except where all of the shares of the corporation are owned beneficially and of record by either one or two shareholders, in which case the number of directors shall be less than three (3), but not less than the number of shareholders, which number of directors shall be fixed by the By-Laws of the corporation.

ARTICLE IX

The names and addresses of the persons who are to serve as directors until the first annual meeting of share-

holders or until their successors are elected and shall
qualify are:

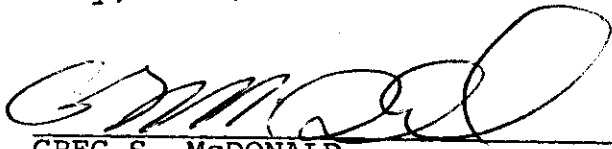
<u>NAME</u>	<u>ADDRESS</u>
GREG S. McDONALD	Route #1 Eden, Idaho 83325
DANNY C. KARREN	Route #1 Jerome, Idaho 83338
DANIEL A. SLAVIN	791 Sunrise Boulevard North Twin Falls, Idaho 83301

ARTICLE IX

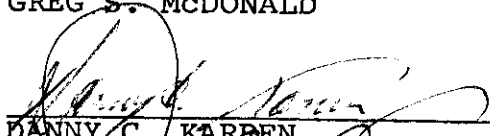
The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
GREG S. McDONALD	Route #1 Eden, Idaho 83325
DANNY C. KARREN	Route #1 Jerome, Idaho 83338
DANIEL A. SLAVIN	791 Sunrise Boulevard North Twin Falls, Idaho 83301

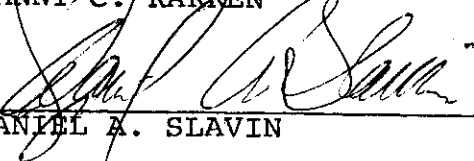
DATED This 2 day of July, 1982.



GREG S. McDONALD



DANNY C. KARREN



DANIEL A. SLAVIN

STATE OF IDAHO,)
COUNTY OF TWIN FALLS.) ss.

On this 2d day of July, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared GREG S. McDONALD, known 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 in this certificate first above written.

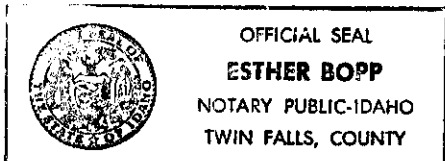


Esther Bopp
Notary Public for Idaho,
Residing at Twin Falls, Idaho.

STATE OF IDAHO,)
COUNTY OF TWIN FALLS.) ss.

On this 2d day of July, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared DANNY C. KARREN, known 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 in this certificate first above written.

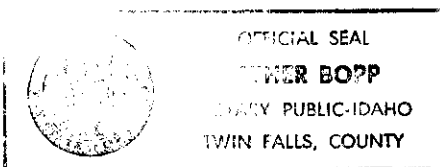


Esther Bopp
Notary Public for Idaho,
Residing at Twin Falls, Idaho.

STATE OF IDAHO,)
) ss.
COUNTY OF TWIN FALLS.)

On this 2d day of July, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared DANIEL A. SLAVIN, known 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 in this certificate first above written.



Esther Bopp
Notary Public for Idaho,
Residing at Twin Falls, Idaho.