

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR  
REGISTERED AGENT; OR BOTH**

To the Secretary of State of the State of Idaho:

10 JUN 9 AM 9 '80

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned corporation organized under the laws of the State of Idaho submits the following statement for the purpose of changing its registered office ~~XXXXXXXXXXXXXXXXXXXX~~ in the State of Idaho.

1. The name of the corporation is Moscow Insurance Agency, Inc.
2. The post office address of its present registered office is 201 East Third Street  
Moscow, Idaho 83843
3. The post office address to which its registered office is to be changed is 203 East Third Street  
Moscow, Idaho 83843
4. ~~XXXXXXXXXXXXXXXXXXXX~~
5. ~~XXXXXXXXXXXXXXXXXXXX~~
6. The address of the registered office and the business address of the registered agent are identical.
7. The foregoing change was authorized by resolution of the board of directors.

Dated March 1, 19 80

By

A.S. Clanton  
A.S. Clanton

Its \_\_\_\_\_ President

STATE OF Idaho )

) ss:

COUNTY OF Latah )

I, E. Brian Chernecke, a notary public, do hereby certify that on this  
4th day of June, 19 80, personally appeared  
before me A.S. Clanton, who being by me first duly sworn,  
declared that he is the President of Moscow Insurance Agency, Inc.

that he signed the foregoing document as President of the corporation and  
that the statements therein contained are true.

[Signature]  
Notary Public

WAIVER OF NOTICE OF ANNUAL MEETING OF BOARD OF DIRECTORS

109 JUN 9 AM 8 40  
OF

MOSCOW INSURANCE AGENCY, INC.

STATE

WE, the undersigned, being all of the Board of Directors; hereby agree and consent that the annual meeting of the Board of Directors of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

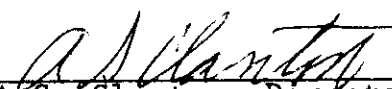
WE do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Board of Directors present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

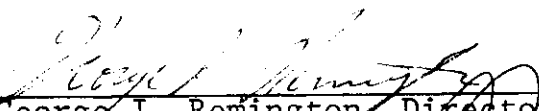
Place of Meeting: 113 A South Main Street  
Moscow, Idaho 83843


Date of Meeting: March 1, 1980

Time of Meeting: 10:00 a.m.

Dated: March 1, 1980

  
A.S. Clanton, Director

  
George I. Remington, Director

  
E. Brian Chernecke, Director

MINUTES OF ANNUAL MEETING OF BOARD OF DIRECTORS  
OF  
MOSCOW INSURANCE AGENCY, INC.

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The annual meeting of the Board of Directors of the Corporation immediately followed the annual meeting of shareholders.

There were present the following:

A.S. Clanton  
George I. Remington  
E. Brian Chernecke

being all the directors of the Corporation.

The meeting was called to order by A.S. Clanton. It was moved, seconded and unanimously carried that A.S. Clanton act as Chairman and George I. Remington act as secretary.

The Chairman noted that it was in order to consider electing officers for the ensuing year. Upon nominations duly made and seconded, the following were unanimously elected officers of the Corporation, to serve for the ensuing year and until their successors are elected and qualify:

President:	A.S. Clanton
Vice-President:	Carolyn Remington
Secretary:	George Remington
Treasurer:	George Remington

George I. Remington, Director, brought to the attention of the Chairman that it was in the best interest of the Corporation

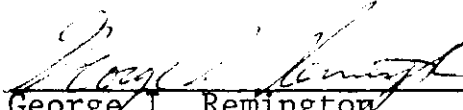
to move the registered offices from their present location at 201 East Third Street, Moscow, Idaho to 203 East Third Street, Moscow, Idaho. It was further requested, by Mr. Remington, that the lease be offered in Mr. Remington's name as he was purchasing the outstanding stock and wished more control over the lease arrangement rather than having the lease flow to the Corporation, which was an extreme liability for the Corporation and not in it's best interest. It was Mr. Remington's feeling that, since it was in the best interest of the Corporation to move and that Mr. Remington had the power to obtain such a lease, that the Corporation should then lease the premises from Mr. Remington on the same terms, rent and conditions as he leases them from Mr. and Mrs. Clanton who are the landlords.

Upon motion duly made, seconded and unanimously carried, it was resolved that the Corporation abandon it's former lease with Mr. and Mrs. Clanton and that the new lease would be between the Corporation and Mr. Remington at the same rent and upon the same terms and conditions that Mr. Remington leased it from Mr. Clanton. Mr. Remington abstained from voting upon this resolution.

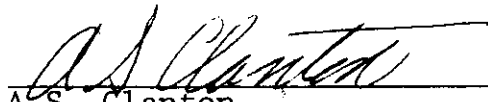
It was then noted, by Mr. Chernecke, that if we were going to change the principal place of business of the Corporation, that we should notify the Secretary of State of the State of Idaho and, after discussion, upon motion duly made, seconded and unanimously made, it was resolved that Mr. Chernecke be appointed a special agent for the Corporation for the single and sole purpose of noti-

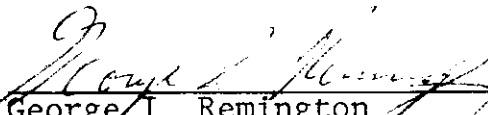
fying the Secretary of State of the State of Idaho of the change of the principal place of business of the Corporation.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, it was adjourned.

  
George I. Remington  
Secretary-Treasurer

Board of Directors:

  
A.S. Clanton

  
George I. Remington

  
E. Brian Cherhecke