



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

DALE M. LATTIN INSURANCE AND ASSOCIATES, INC.

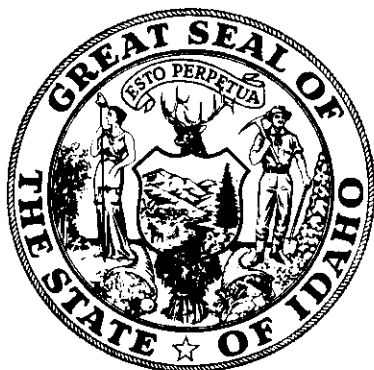
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

DALE M. LATTIN INSURANCE AND ASSOCIATES, INC.

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 March 31, 19 80



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

MAR 31 9 13 AM '80

SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
DALE M. LATTIN INSURANCE AND ASSOCIATES, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of legal age, and citizens of the United States, do hereby associate ourselves together in order to form a corporation under and pursuant to the provisions of the corporation laws of the State of Idaho, and we do hereby certify:

I

The name of the corporation shall be Dale M. Lattin Insurance and Associates, Inc.

II

The nature, objects, powers and purposes for which this corporation is formed shall be:

- (a) To act as agent in the soliciting, selling and maintaining of life, health and disability insurance.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (d) To sell, convey, mortgage, pledge, lend, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (e) To build any or all buildings, structures, warehouses or erect the same involved in the said business, building materials, fuels and to acquire the same by purchase, lease or otherwise.
- (f) To lend money and use its credit to assist employees, to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, in whole or in part, the shares or business, good will, rights, franchises, property of every kind and other interests in, or obligations of, any person, firm, association or corporation engaged in or authorized to be conducted by this corporation, or owning property necessary or suitable for its purpose and to pay for the same in cash, in the stock or bonds of this corporation, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

(h) To make contracts and guarantees and incur liabilities, borrow money, issue its notes, bonds and debentures and other evidence of indebtedness therefore, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income. All or any portion of the real or personal property of the corporation may be pledged or mortgaged.

(i) To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted directly or indirectly.

(j) To conduct its business, carry on its operations and have offices and exercise the powers granted by this act, within or without this state.

(k) To have and to exercise any and all powers and privileges now or hereinafter conferred by the laws of the State of Idaho upon corporations formed under the laws of said State, or under any Act amendatory thereof or supplemental thereto or substituted therefor, relating to business corporations.

III

This corporation is to have perpetual existence.

IV

The location and post office address of the registered office of the corporation and registered agent, Dale M. Lattin, is and shall be 410 South Orchard, Suite 216, Boise, Idaho.

V

The capital stock of this corporation shall all be common stock with a par value of One Dollar (\$1.00) per share. The total authorized number of shares is One Hundred Thousand (100,000) for a total capitalization of One Hundred Thousand Dollars (\$100,000.00). Each share shall have equal rights in all matters, including voting and dividend rights and shall be non-assessable. The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever.

IV

Any of the officers or directors of this corporation shall not, in the absence of fraud, be disqualified by his office from dealing or contracting with this corporation either as vendor, purchaser or otherwise, nor shall any firm, association or corporation of which he shall be a member, or in which he may be pecuniarily interested in any manner be so disqualified. No director, officer, nor any firm, association or corporation with which he is connected as aforesaid shall be liable to account to this corporation or its shareholders for any profit realized by him from or through any such transaction or contract, it being the express purpose and intent of this Article to permit this corporation to buy from, sell to, or otherwise deal with partnerships, firms or corporations

of which the directors and officers of this corporation, or any one or more to them, may be members, directors or officers, or in which they or any of them may have pecuniary interest; the the contracts of this corporation, in the absence of fraud, reason of such position. Futhermore, directors of this corporation may be counted for a quorum of the board of directors of this corporation at a meeting even though they may be pecuniarily interested in matters considered at such meeting.

VII

The names and post office addresses of the incorporators, and initial directors and number of shares subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Dale M. Lattin	410 S. Orchard, Suite 216 Boise, Idaho	10
Kathleen Lattin	410 S. Orchard, Suite 216 Boise, Idaho	10
Laird B. Stone	1905 N. 11th Boise, Idaho	1

VIII

The affairs of the corporation will be conducted by a board of directors and the number of directors shall be fixed and may be altered from time to time as may be provided in the By-Laws.

The management of the business of the corporation shall be vested in the directors who, in addition to the powers and authority by the By-Laws, or otherwise, expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, and are not hereby or by statute expressly directed or required to be exercised or done by the corporation in general meeting, subject, nevertheless, to the provisions of the statutes and these articles of incorporation, and to any resolutions from time to time made by the corporation in general meeting, provided that no resolution so made shall invalidate any prior act of the directors which would have been valid if such resolution had not been made.

The board of directors shall have the power to repeal and amend the By-Laws of this corporation and to adopt new By-Laws. Such power shall not extend to making or altering and By-Laws fixing the qualifications, classifications, term of office or compensation of the directors then serving as directors of the corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 27th day of March, 1980.

Dale M. Lattin
Kathleen Lattin
Laird B. Stone

SUBSCRIBED AND SWORN TO Before me this 27th day of March, 1980.

Linda Fortmeyer
Notary Public for Idaho
Residing: Boise, Idaho