

MERGER AGREEMENT
OF
UNITED AGENCIES, INC. AND SHATTUCK AGENCY, INC.

THIS AGREEMENT OF MERGER, dated as of the 30th day of September, 1968, between UNITED AGENCIES, INC., an Idaho corporation (hereinafter sometimes referred to as "United"), together with all of the directors thereof, Parties of the First Part, and SHATTUCK AGENCY, INC., an Idaho corporation (hereinafter sometimes referred to as "Shattuck"), together with all of the directors thereof, Parties of the Second Part;

WITNESSETH:

WHEREAS, United Agencies, Inc., an Idaho corporation, and Shattuck Agency, Inc., an Idaho corporation, are respectively corporations organized under the laws of the State of Idaho, and

WHEREAS, the total number of shares of stock which United is authorized to issue is 25,000 shares of capital stock having a par value of \$10 per share, of which 3,000 shares of capital stock of said corporation are issued and outstanding, and

WHEREAS, the total number of shares of stock which Shattuck is authorized to issue is 8,200 shares, of which 200 shall be classified as preferred and have a par value of \$100 each, and 8,000 shall be classified as common and have a par value of \$10 each, of which 4,080 shares of capital stock of said corporation are issued and outstanding, and

WHEREAS, the parties hereto desire that Shattuck Agency, Inc. be merged into United Agencies, Inc.;

NOW, THEREFORE, in consideration of the premises and of the mutual promises and covenants herein contained, it is hereby agreed between the parties hereto, acting in pursuance to the provisions of 30-151 and 152 of the Idaho Code, together with any other appropriate Idaho statutes relative to the merger of corporations, that Shattuck Agency, Inc. shall be merged with

United Agencies, Inc. as a single corporation (hereinafter referred to as the "Corporation"); and the parties hereto (hereinafter sometimes referred to as the "Constituent Corporation") hereby agree to and prescribe the terms and conditions of such merger, the mode of carrying the same into effect, and state such facts required or permitted by the provisions of Chapter 30 of the Idaho Code to be set out in certificates of incorporation as can be stated in the case of a merger in such form as the circumstances of the case require as well as the manner of converting the shares of Shattuck Agency, Inc. into shares or other securities of United Agencies, Inc. with other details and provisions deemed necessary.

FIRST: Shattuck Agency, Inc. shall be merged into United Agencies, Inc., and the corporate existence of Shattuck Agency, Inc. shall cease and the corporate existence of United Agencies, Inc. shall continue under its present name, namely: "UNITED AGENCIES, INC."

SECOND: The principal office of the corporation in the State of Idaho is located at 300 South Freeman Avenue, in the City of Idaho Falls, County of Bonneville. The name of its operating manager therein and in charge thereof is James H. Oldroyd, whose address is: 300 South Freeman Avenue, Idaho Falls, Idaho.

THIRD: The nature of the business and the objects and purposes proposed to be transferred, promoted and carried on by the corporation, are 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 transact the business of a real estate agent or broker, and in behalf of others, to buy, sell, deal in, lease, rent, and manage real estate and any interest therein.

3. To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation.

4. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or interest therein.

5. To purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description.

6. To loan money on any stock, bond, debenture, participation, certificate, contract or other writing, or personal property, or upon the security of real estate, and to collect said loans, together with interest thereon.

7. To purchase, or otherwise acquire, to own, hold, use and enjoy, to improve, lease, mortgage, sell and transfer, exchange or otherwise dispose of; to invest in, trade in and deal with, and deal in, real estate of every kind and description.

8. To purchase, buy, invest in, guarantee, underwrite, or acquire any note, bond, stock, debenture, participation, security, contract,

overdraft, claim, judgment, choses in action, real estate, fixtures, furniture or any other asset not herein enumerated.

9. To sue and be sued, appear and complain and defend in any court of law and equity, or before any Board, Commission, or Tribunal.

10. To make secured loans in any amount, and to sell participations in such loans, either with or without recourse, and to hold collateral in connection therewith in trust for the holders of participations, and to hold the evidence of debt in connection with such loan, and to issue evidences of interest to any person, partnership, firm, or corporation or association which may purchase an interest in such loan; and to enforce the collection thereof for the benefit of the holders of such participations.

11. To do all things necessary, essential, convenient, or proper for the accomplishment of any and all of the aforementioned purposes or the attainment of any and all of the objects above mentioned or incident to the powers herein named, or which shall at any time appear to be conducive or expedient or beneficial to this corporation, and to such end to have any and all powers conferred upon corporations organized under the general laws of the State of Idaho.

FOURTH: The total authorized capital stock of this corporation shall be Two Hundred Fifty Thousand Dollars (\$250,000.00), divided into Twenty-five Thousand (25,000) shares of the par value of Ten Dollars (\$10) each, and all of such capital stock shall be common stock.

FIFTH: That the number of directors of said corporation shall be not less than three (3), nor more than seven (7), to be elected annually.

SIXTH: Subject to the dissolution in the manner provided by the law, the duration of this corporation shall be perpetual.

SEVENTH: That the Board of Directors shall have the power to repeal and amend the By-laws of the corporation and to adopt new By-laws

at any meeting of the Board of Directors. All By-laws shall be subject to amendment, alteration and repeal by the Stockholders at any annual meeting, or at any special meeting called for such purpose.

EIGHTH: The capital stock of this corporation shall be non-assessable, and the private property of the Stockholders of this corporation shall not be liable for the debts, obligations or liabilities of this corporation.

NINTH: The By-laws of United Agencies, Inc. in effect immediately prior to the effective date of this merger shall be the By-laws of United Agencies, Inc. after said merger until the same shall be altered, amended, or repealed, as provided under the present Articles, By-laws and Statutes of the State of Idaho pertaining to the amendment of said By-laws.

TENTH: The names and respective places of residence of the Board of Directors of United Agencies, Inc. who shall hold offices from this date until the next annual meeting of the stockholders of the corporation and until their respective successors shall be elected and qualified, are as follows:

<u>Name</u>	<u>Place of Residence</u>
James H. Oldroyd	1221 Azalea Road, Idaho Falls, Idaho
S. M. Meikle, Jr.	611 West Main, Rexburg, Idaho
R. James Meikle	309 Yale Avenue, Rexburg, Idaho
Sammie Oldroyd	1221 Azalea Road, Idaho Falls, Idaho

ELEVENTH: That the present officers of United Agencies, Inc., duly elected as said officers at the last annual meeting of said company, will continue to hold office until the next annual meeting, as provided in said By-laws, said names and respective addresses, together with the office held by each are as follows, to-wit:

<u>Name</u>	<u>Place of Residence</u>	<u>Office</u>
James H. Oldroyd	1221 Azalea Road Idaho Falls, Idaho	President
S. M. Meikle, Jr.	611 West Main Rexburg, Idaho	Vice-president

R. James Meikle

309 Yale Avenue
Rexburg, Idaho

Secretary-Treasurer

TWELFTH: Immediately upon this agreement of merger becoming effective, the shares of Shattuck Agency, Inc. shall ipso facto and without any other action on the part of the respective holders thereof, become and be converted into capital stock of United Agencies, Inc. as follows:

(a) Each outstanding share of capital stock of Shattuck Agency, Inc. shall be exchanged for a share of capital stock of United Agencies, Inc., an Idaho corporation.

THIRTEENTH: This agreement shall be submitted to the Stockholders of United Agencies, Inc. and to the Stockholders of Shattuck Agency, Inc. in the manner provided by law, and if the votes of stockholders of each such corporation representing two-thirds of the total number of shares of its issued capital stock shall be for the adoption of this agreement, it shall, subject to the provisions of this Article, take effect as the agreement of merger of United and Shattuck on the filing hereof with the office of the Secretary of State of the State of Idaho, with evidence of its adoption as required by law.

Anything to the contrary herein notwithstanding, if the Board of Directors of United, in its discretion, should determine, either before or after the meeting of the Stockholders of United, to vote on the adoption or rejection of this agreement of merger, that, by reason of potential liability with respect to shares owned by stockholders filing written objections to the merger, or for any other legal, financial, economic or business reason deemed sufficient by said Board, it is not in the interest of United or its Stockholders, or is otherwise advisable or impracticable to consummate the merger, the Board of Directors may abandon the merger by directing the officers of United Agencies, Inc. to refrain from executing or filing this agreement of

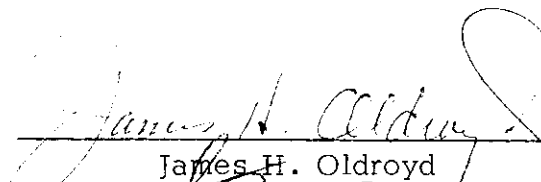
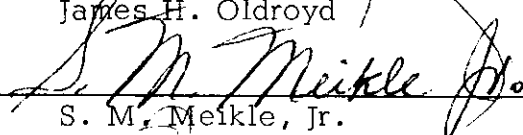
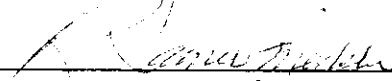
merger, and thereupon this agreement of merger shall be void and of no effect.

FOURTEENTH: When this agreement of merger shall have been signed, acknowledged, filed and recorded in the manner required by the laws of the State of Idaho, the separate existence of Shattuck Agency, Inc. shall cease, and Shattuck Agency, Inc. shall be merged into United Agencies, Inc. in accordance with the provisions of this agreement, with United possessing all of the rights, privileges, powers and franchises as well of a public as of a private nature, and being subject to all of the restrictions, disabilities and duties of Shattuck Agency, Inc.; and all and singular the rights, privileges, powers and franchises of Shattuck Agency, Inc., and all property, real, personal and mixed, and all debts due to Shattuck Agency, Inc. on whatever account, as well as the stock subscriptions as all other things in action or belonging to Shattuck Agency, Inc., shall be vested in United Agencies, Inc.; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter as effectually the property of United Agencies, Inc., with the same rights of ownership, both legal and equitable, as previously existed with Shattuck Agency, Inc. on the effective date of this merger agreement; and the title to any real property vested or deeded or otherwise under the laws of the State of Idaho, in Shattuck Agency, Inc., shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon the property of Shattuck Agency, Inc. shall be preserved, unimpaired, and all debts, liabilities and duties of Shattuck Agency, Inc. shall henceforth attach to United Agencies, Inc. and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

If, at any time after the effective date of the merger, the Corporation shall consider or be advised that any instruments of further assurance are desirable in order to evidence the vesting in the corporation of the title of

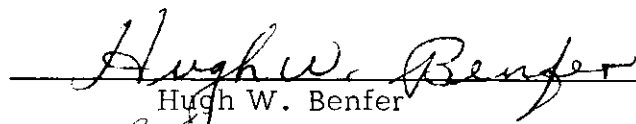
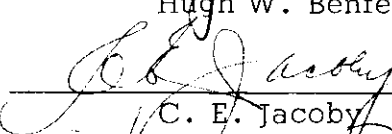
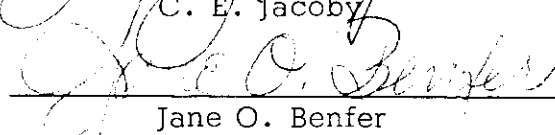
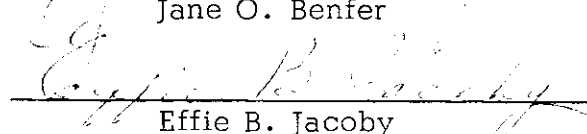
Shattuck Agency, Inc. to any of its properties or rights, the appropriate officers and directors of the Corporation are hereby authorized to execute and acknowledge all such instruments of further assurance, and to do such other acts or things, either in the name of Shattuck Agency, Inc. or in the name of the Corporation, as may be requisite or desirable to carry out the purposes of this agreement of merger as hereinbefore expressed.

IN WITNESS WHEREOF, this agreement of merger has been signed by the Directors, or a majority thereof, of United Agencies, Inc. and Shattuck Agency, Inc. under their respective corporate seals, as of the day and year first above written.


James H. Oldroyd

S. M. Meikle, Jr.

R. James Meikle

Sammie Oldroyd

The above represents all of the Directors of United Agencies, Inc.


Hugh W. Benfer

C. E. Jacoby

Jane O. Benfer

Effie B. Jacoby

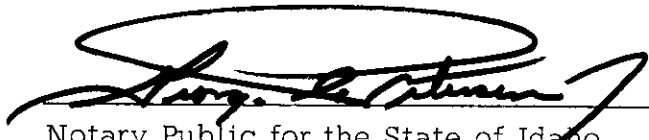
The above represents all of the Directors of Shattuck Agency, Inc.

STATE OF IDAHO)
) ss.
County of Bonneville)

I hereby certify that on this 30 day of September, 1968,
before me, the undersigned Notary Public in and for said State, personally
appeared James H. Oldroyd, S. M Meikle, Jr., R. James Meikle, and Sammie
Oldroyd, known to me to be the Directors of United Agencies, Inc., one of the
corporations executing the foregoing instrument, and the persons that sub-
scribed their names to the 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 first in this certificate above written.

(Seal)

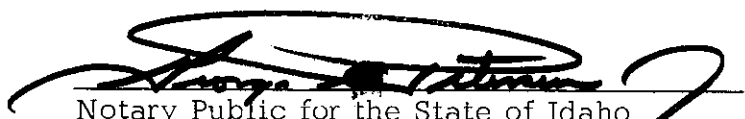

Notary Public for the State of Idaho
Residing at Idaho Falls, Idaho
My commission expires: 3-15-71

STATE OF IDAHO)
) ss.
County of Bonneville)

I hereby certify that on this 30 day of September, 1968, before
me, the undersigned Notary Public in and for said State, personally appeared
Hugh W. Benfer, C. E. Jacoby, Jane O. Benfer, and Effie B. Jacoby, known
to me to be the Directors of Shattuck Agency, Inc., one of the corporations
executing the foregoing instrument, and the persons that subscribed their
names to the 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 first in this certificate above written.

(Seal)

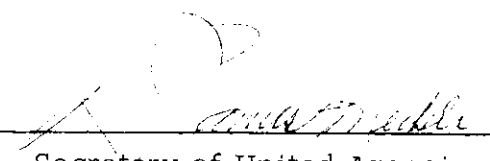

Notary Public for the State of Idaho
Residing at Idaho Falls, Idaho
My commission expires: 3-15-71

LAW OFFICES OF
PETERSEN, MOSS & OLSEN
495 E STREET
IDAHO FALLS, IDAHO 83401

STATE OF IDAHO)
) ss.
County of Bonneville)

The undersigned Secretary of United Agencies, Inc., one of the corporations described in and a party to the foregoing agreement of merger, hereby certifies that the agreement was submitted to the Stockholders of United Agencies, Inc., at a special meeting of said corporation called for the purpose of considering said agreement, called separately from a meeting of the Stockholders of Shattuck Agency, Inc., for the purpose of taking the agreement into consideration, and duly held on the 25th day of September, 1968; that immediately prior to the commencement of the above described meeting, all of the Stockholders of record of United Agencies, Inc. executed a waiver of notice of meeting, said waiver of notice providing in part that "we do hereby agree to waive any and all notice of said meeting and do agree that there may be taken up and discussed at said Stockholders' meeting, any business that might come before any regular Stockholders' meeting, and particularly the discussion and approval of the suggested merger agreement of Shattuck Agency, Inc. into United Agencies, Inc."; that at the meeting of said Stockholders the foregoing agreement of merger was considered, and on proper resolution, the Stockholders of record of United Agencies, Inc. unanimously approved the foregoing agreement of merger of Shattuck Agency, Inc. into United Agencies, Inc.

IN WITNESS WHEREOF, said corporation has caused its corporate name to be hereto subscribed and its corporate seal to be affixed the day and year first above written.



Secretary of United Agencies, Inc.

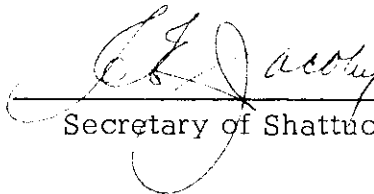
(Seal)

LAW OFFICES OF
PETERSEN, MOSS & OLSEN
485 E STREET
IDAHO FALLS, IDAHO 83401

STATE OF IDAHO)
) ss.
County of Bonneville)

The undersigned Secretary of Shattuck Agency, Inc., one of the corporations described in and a party to the foregoing agreement of merger, hereby certifies that the agreement was submitted to the Stockholders of Shattuck Agency, Inc. at a special meeting of said corporation called for the purpose of considering said agreement, called separately from a meeting of the Stockholders of United Agencies, Inc., for the purpose of taking the agreement into consideration, and duly held on the 25th day of September, 1968; that immediately prior to the commencement of the above described meeting, all of the Stockholders of record of Shattuck Agency, Inc. executed a waiver of notice of meeting, said waiver of notice providing in part that "we do hereby agree to waive any and all notice of said meeting, and do agree that there may be taken up and discussed at said Stockholders' meeting, any business that might come before any regular stockholders' meeting, and particularly the discussion and approval of the suggested merger agreement of Shattuck Agency, Inc. into United Agencies, Inc."; that at the meeting of said Stockholders, the foregoing agreement of merger was considered, and on proper resolution, the Stockholders of record of Shattuck Agency, Inc. unanimously approved the foregoing agreement of merger of Shattuck Agency, Inc. into United Agencies, Inc.

IN WITNESS WHEREOF, said corporation has caused its corporate name to be hereto subscribed and its corporate seal to be affixed the day and year first above written.


Secretary of Shattuck Agency, Inc.

(Seal)

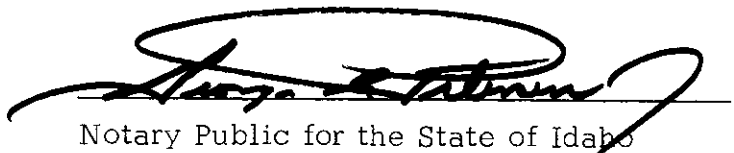
LAW OFFICES OF
PETERSEN, MOSS & OLSEN
485 E STREET
IDAHO FALLS, IDAHO 83401

STATE OF IDAHO)
) ss.
County of Bonneville)

I hereby certify that on this 30 day of September, 1968,
before me, the undersigned Notary Public in and for said State, personally
appeared R. James Meikle, known to me to be the Secretary of United Agencies,
Inc., one of the corporations that executed the foregoing, and acknowledged
to me that he executed the same on behalf of said corporation.

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

(Seal)



Notary Public for the State of Idaho
Residing at Idaho Falls, Idaho
My commission expires: 3-15-71

STATE OF IDAHO)
) ss.
County of Bonneville)

I hereby certify that on this 30 day of September, 1968,
before me, the undersigned Notary Public in and for said State, personally
appeared C. E Jacoby, known to me to be the Secretary of Shattuck Agency,
Inc., one of the corporations that executed the foregoing, and acknowledged
to me that he executed the same on behalf of said corporation.

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

(Seal)



Notary Public for the State of Idaho
Residing at Idaho Falls, Idaho
My commission expires: 3-15-71

The foregoing Agreement of Merger, having been executed unani-
mously by the Directors of each of the parties thereto, and having been duly

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IDAHO FALLS, IDAHO 83401

adopted by the Stockholders of each of the parties thereto in accordance with the provisions of Chapter 30 of the Idaho Code, together with other appropriate Idaho statutes relative to the merger of corporations, and that fact having been certified on the Agreement of Merger by the Secretary of each of the parties hereto, and the President and Secretary of each of the parties do now hereby execute the Agreement of Merger under the corporate seals of their respective corporations, by authority of the Directors and Stockholders thereof as the act, deed and agreement of each of said corporations, this 30th day of September, 1968.

UNITED AGENCIES, INC.

(Seal)

By

James H. Oldroyd
President

Attest:

R. James Meikle
Secretary

SHATTUCK AGENCY, INC.

(Seal)

By

Hugh W. Bender
President

Attest:

CK Jacoby
Secretary

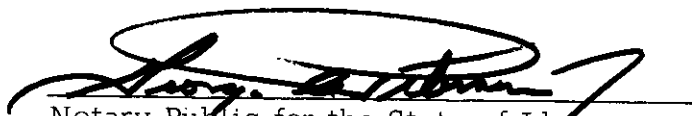
STATE OF IDAHO)
) ss.
County of Bonneville)

I hereby certify that on this 30 day of September, 1968, before me, the undersigned Notary Public in and for said State, personally appeared James H. Oldroyd and R. James Meikle, known to me to be the President and Secretary respectively of United Agencies, Inc., one of the corporations that executed the foregoing instrument, and acknowledged to me

that such corporation 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.

(Seal)

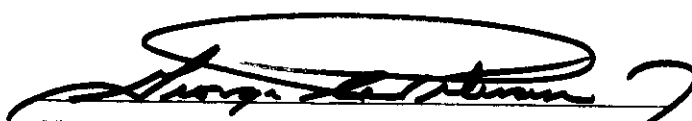

Notary Public for the State of Idaho
Residing at Idaho Falls, Idaho
My commission expires: 3-15-71

STATE OF IDAHO)
) ss.
County of Bonneville)

I hereby certify that on this 30 day of September, 1968, before me, the undersigned Notary Public in and for said State, personally appeared Hugh W. Benfer and C. E. Jacoby, known to me to be the President and Secretary respectively of Shattuck Agency, Inc., one of the corporations that executed the foregoing instrument, and acknowledged to me that such corporation 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.

(Seal)


Notary Public for the State of Idaho
Residing at Idaho Falls, Idaho
My commission expires: 3-15-71