

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE PHILLIPS AGENCY, INC.

File number C 116186

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 the above named corporation, 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: August 23, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Tonya Herold*

Aug 23 8 45 AM '96
ARTICLES OF INCORPORATION
OF
SECRETARY OF STATE
STATE OF IDAHO THE PHILLIPS AGENCY, INC.

James Phillips, the undersigned, to form a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

I

The name of the corporation is The Phillips Agency, Inc.

II

The period of its duration is perpetual.

III

The purpose or purposes for which the corporation is organized is for the transaction of any or all lawful business and to provide professional services for which corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code.

IV

The aggregate number of shares which the corporation shall have the authority to issue is ten thousand (10,000) shares, all of one class, no par value.

V

The address of the initial registered office of the corporation and registered agent at such address is:

<u>REGISTERED AGENT</u>	<u>ADDRESS</u>
Edwin L. Litteneker	322 Main Street P.O. Box 321 Lewiston, Idaho 83501

VI

The name and post office address of the incorporator hereof and of the persons who shall serve as initial directors until the first annual meeting of the shareholders are:

<u>INCORPORATOR</u>	<u>ADDRESS</u>	IDAHO SECRETARY OF STATE
James Phillips	504 Main Street, Suite 434 Lewiston, Idaho 83501	DATE 08/23/1996 0900 20371 CORP 100.00= 100.00

BOARD OF DIRECTORS

ADDRESS

James Phillips

504 Main Street, Suite 434
Lewiston, Idaho 83501

VII

The stock of the corporation shall be non-assessable common stock.

VIII

A director shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall be liable for the following:

a) For any breach of the director's duty of loyalty to the corporation or to its stockholders.

b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

c) For acts or omissions which involve director liability as provided in Idaho Code section 30-1-48, which states, in pertinent part, that a director shall be liable under the following circumstances:

1. If the director votes for or assents to the declaration of any dividend or other distribution of the assets of a corporation to its shareholders contrary to the provisions of the Idaho General Business Corporations Act.

2. If the director votes for or assents to the purchase of the corporation's own shares contrary to the provisions of the Idaho General Business Corporations Act.

3. If the director votes for or assents to any distribution of assets of the corporation to its shareholders during the liquidation of the corporation without the payment and discharge of, or making adequate provisions for, all known debts, obligations, and liabilities of the corporation.

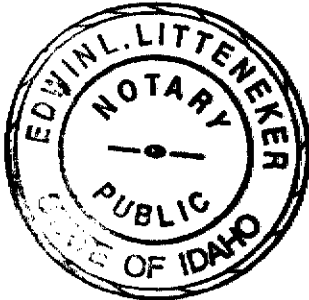
4. For any transaction from which the director derives an improper personal benefit.
DATED on this 21st day of August, 1996.

James R. Phillips
James Phillips

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

On this 21 day of August, 1996, before me, the undersigned, a Notary Public, in and for the State of Idaho, personally appeared James Phillips, known to me to be the person(s) whose name is subscribed to me and acknowledged to me that he executed the within instrument.

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



Ed L. Litteneker
Notary Public in and for the
State of Idaho, residing at
Lewiston, therein.

My Commission Expires: 9.23.97