



**CERTIFICATE OF INCORPORATION
OF**

TURN KEY BENEFITS, 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 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: **June 12, 1987**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

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TURN KEY BENEFITS, INC.

We, the undersigned, being natural persons, each more than twenty-one years of age, acting as incorporators in order to organize and establish a corporation under and pursuant to the Idaho Code, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

TURN KEY BENEFITS, INC.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is organized are as follows: To engage in any kind of commercial, industrial or mercantile enterprise, including in particular, but not by way of limitation, to provide, either directly or indirectly administrative services for employee benefit plans of all types and descriptions and to do all things incidental thereto, with all of the powers now or hereafter conferred by the Idaho Corporation Code.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is Twenty-five Thousand (25,000) shares of common stock of the par value of One Dollar (\$1.00) per share.

The authorized shares of common stock of the par value of One Dollar (\$1.00) per share are all of one class and with equal voting powers, and each such share shall be equal to every other such share.

The corporation shall have the right by appropriate action to impose restrictions upon the transfer of any shares of its common stock, or any interest therein, from time to time issued, provided that such restrictions as may from time to time be so imposed or notice of the substance thereof shall be set forth upon the face or back of the certificates representing such shares of common stock.

ARTICLE V

Initial Plan for Stock Issuance: The Board of Directors is authorized to accept subscriptions and issue 25,000 shares of common stock at a price up to \$8.00 per share, the exact amount to be established by the Board of Directors, to be paid in money and other property. The maximum amount to be received by the corporation in consideration of the stock to be issued pursuant to this plan shall be \$200,000.00. This authorization is deemed to be a plan adopted pursuant to Section 1244 of the Internal Revenue Code of 1954 and shall expire within two (2) years after the adoption of these Articles. Such other action shall be taken by the corporation as shall qualify the stock offered and issued under this plan as Section 1244 stock, as such term is defined in the Internal Revenue Code and Regulations issued thereunder.

ARTICLE VI

Post Plan Issuances: Subject to any preemptive rights provided in these Articles, any stock not issued pursuant to a Section 1244 plan and any stock authorized in excess of the initial shares authorized may be issued by the Board of Directors from time to time for such consideration in labor, service, money or property as may be fixed by the Board of Directors.

ARTICLE VII

Fully Paid Nonassessable: No stock shall be issued for less than par nor until fully paid. After fully paying for their shares, the shareholders shall not be liable for any further cost or assessment.

ARTICLE VIII

Preemptive Rights: Shareholders shall have a preemptive right to acquire unissued shares of this corporation.

ARTICLE IX

Surrender for Cancellation: The corporation may redeem for cancellation a portion or all of the shares held by less than all of the shareholders upon such terms and conditions as may be approved by the affirmative vote of the holders of 2/3rds of the shares entitled to vote thereon, unless any class of shares is entitled to vote thereon as a class, in which event the proposed surrender shall be adopted upon receiving the affirmative vote of the holders of 2/3rds of the shares of each class of shares entitled to vote thereon as a class and of the total shares entitled to vote thereon. In order to obtain the necessary vote on the redemption and cancellation of shares, authorized herein, the corporation shall follow the procedure to amend Articles of Incorporation as presently in the Idaho Code.

ARTICLE X

Limitation on Transfers: No stock in this corporation shall be transferred to any person contrary to the provisions of any agreement then in effect among a part or all of the shareholders, or in effect among a part or all of the shareholders and the corporation. The corporation shall not be liable for any prohibited transfer if it had no notice of the agreement prior to the transfer.

ARTICLE XI

Personal Liability: The property of shareholders of this corporation shall not be subject to the payment of the debts of this corporation except for unpaid stock subscription.

ARTICLE XII

The address of the initial registered office of the corporation is 1434 Meridian St., Meridian, Idaho 83642, and the names of the initial registered agents of the corporation are Henry C Weatherby and Joseph E. Weatherby.

ARTICLE XIII

The initial Board of Directors of the Corporation shall consist of four (4) members.

The names and addresses of the persons who are to serve as directors of the corporation until the First Annual Meeting of Shareholders, or until their successors shall be elected and shall qualify, are as follows:

Henry C Weatherby
P.O. Box 4911
Eagle, Idaho 83704

Joseph E. Weatherby
6699 Ironwood Avenue
Boise, Idaho 83709

Steven C. Anderson
1434 N. Meridian Rd.
Meridian, ID 83642

WesLee Hoalst
1434 N. Meridian Rd.
Meridian, ID 83642

ARTICLE XIV

The names and addresses of the incorporators of the corporation are as follows:

Henry C Weatherby
P.O. Box 847
Eagle, Idaho 83616

Joseph E. Weatherby
6699 Ironwood Avenue
Boise, Idaho 83709

WesLee W. Hoalst
1434 Meridian St
Meridian, Idaho 83642

Steven C. Anderson
1434 Meridian St
Meridian, Idaho 83642

ARTICLE XV

All of the powers of the corporation, except to the extent that they may by these Articles of Incorporation or by law be reserved to the shareholders of the corporation, are hereby conferred upon the Board of Directors of the corporation.

ARTICLE XVI

In the absence of fraud, no contract or other transaction between the corporation and any other corporation, association, firm, individual, or other entity shall be affected or invalidated in any way by the fact that any director or officer of the corporation is interested in such other corporation, association, firm, or entity, or is personally interested in such contract or other transaction, nor shall any director or officer be liable to account to the corporation for any profit made by him or through any such contract or transaction.

ARTICLE XVII

The corporation reserves the right to amend, alter, change or repeal any provision contained in, or to add any provision to, its Articles of Incorporation from time to time, in any manner now or hereafter prescribed or permitted by the Idaho Corporation Code, and all rights and powers conferred upon officers, directors, and shareholders by these Articles of Incorporation are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned, being all of the incorporators designated in Article XIV of the annexed and foregoing Articles of Incorporation, have executed said Articles of Incorporation on the 6th day of May, 1989. *luc*

Dated: May 6th


HENRY C. WEATHERBY

Dated: May 6th


JOSEPH E. WEATHERBY

Dated: May 6


Wesley W. Hoalst

Dated: 5-8-89


Steven C. Anderson