



CERTIFICATE OF INCORPORATION
OF

EMERALD INSURANCE AGENCY, INC.

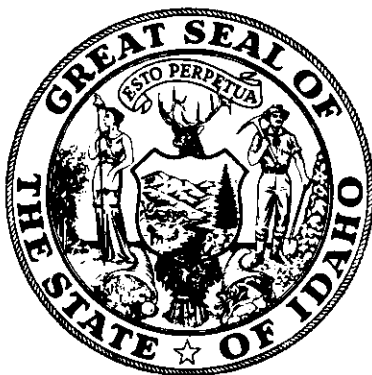
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

EMERALD INSURANCE AGENCY, 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 October 20th, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RECEIVED

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION
OF
EMERALD INSURANCE AGENCY, INC.

We, the undersigned, all of whom are of full age and citizens of the United States of America, do hereby and by these ARTICLES OF INCORPORATION unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho for the purposes hereinafter stated.

FIRST: Name. The name of this Corporation Emerald Insurance Agency, Inc.

SECOND: Duration. The Corporation shall have perpetual existence.

THIRD: Registered Office and Agent. The registered office of the Corporation is at 9 East Idaho Avenue, Homedale, Idaho 83628. The registered agent at that address is Richard E. Downum.

FOURTH: Purposes. The nature of the business or objects or purposes to be transacted or carried on by this Corporation are:

- (a) To engage in, conduct and transact generally the business of insurance sales and services of all classes, types and kinds as authorized by and pursuant to the laws of the State of Idaho; and to carry on all activities and business necessary or incidental to such business.
- (b) To engage in any business related or unrelated to, whether or not customarily associated with, those described in Clause (a) of this Article Fourth, and from time to time as authorized or approved by the Board of Directors of this Corporation.
- (c) To act as partner or joint venturer or in any other legal capacity in any lawful transaction.
- (d) To have and exercise all rights and powers from time to time granted to a corporation by law.
- (e) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or associated with others, and incidental or pertaining to, or growing out of, or connected with its powers and purposes, provided that the same be not inconsistent with the laws of the State of Idaho.

- (f) The purposes specified herein shall be construed both as purposes and powers and shall be in nowise limited or restricted by reference to, or in reference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the Corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

FIFTH: Authorized Shares. The total number of shares that may be issued by the Corporation is 5000 shares. The aggregate par value of said shares is \$50,000.00, the par value of each share being \$10.00. No distinction shall exist between the shares of the Corporation or the holders thereof.

SIXTH: Preemptive Rights. A holder of shares of the Corporation shall have the preemptive right to purchase, subscribe for, or otherwise acquire any issues or additional issues of shares of the Corporation now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. The preemptive right shall be only an opportunity to acquire shares or other securities under such terms and conditions as the Board of Directors may fix for the purpose of providing a fair and reasonable opportunity for the exercise of such right.

SEVENTH: Regulatory Provisions. The Corporation shall have authority to issue its shares only to incorporators and to purchasers from the Corporation. No Shareholder shall dispose of or encumber any part of his stock in the Corporation except under the following conditions:

- (a) The party desiring to dispose of or encumber his stock must first obtain the written consent of the other Shareholders.
- (b) In the absence of such written consent, the party desiring to dispose of or encumber his stock shall give to the Corporation and to the other Shareholders written notice by registered mail of his intention, and such notice shall contain an offer to sell all his stock in accordance with these Articles of Incorporation, the By-Laws of the Corporation, or an Agreement between all Shareholders. Within 30 days after the date of such notice, the Shareholder giving such notice shall sell and the Corporation shall purchase all of such Shareholder's stock. The purchase price of each share of stock shall be its book value, as of the last day of the month preceding the date of the notice of intention to sell. The determination of book value shall be made by the accountant then servicing the Corporation, and such determination shall be conclusive on all parties. The purchase price shall be paid in cash. If at the time the Corporation is required to make payment of the purchase price its surplus is insufficient for such purpose, then the entire available surplus shall be used to purchase all or part of such stock. If the Corporation

is unable to purchase all of such shares of stock, then the other Shareholders within 60 days after the date of the original notice shall purchase pro rata such shares and such Shareholder shall sell the unpurchased and unredeemed stock. Payments for the stock so purchased or redeemed shall be made in cash at its book value as defined herein.

- (c) Upon the death of any Shareholder, all his stock shall be purchased or redeemed in the manner and at the price set forth in paragraph (b) above; except that the purchase or redemption price of each share of stock shall be its book value at the end of the month in which the death of the Shareholder occurs, and the purchase or redemption price shall be paid in cash to the estate of the decedent. The estate of the decedent shall be obligated to offer such stock for sale or redemption as herein provided and such offer shall be made or deemed to be made within ten days after the qualification of a legal representative of such estate.

EIGHTH: Directors.

- (a) The business of the Corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall not be less than three; and subject to such minimum may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed, the number shall be three.
- (b) The names and addresses of the persons who are to serve as directors until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
Gary E. Smith	6159 Grandjean Place Boise, Idaho 83705
Richard E. Downum	371 1st East St. Homedale, Idaho 83628
James R. Duncan	4 West Owyhee Homedale, Idaho 83628

NINTH: Incorporators. The names and post office addresses of, together with the number of shares subscribed by each of, the incorporators are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Gary E. Smith	6159 Grandjean Place Boise, Idaho 83705	1
Richard E. Downum	371 1st East St. Homedale, Idaho 83628	1

IN WITNESS WHEREOF, we, the incorporators, hereunto affix our signatures this 29th day of September 1980.

Gary E. Smith
Richard E. Downum

STATE OF IDAHO)
) ss.
County of Ada)

On this 29th day of September, 1980, before me, a notary public in and for said State, personally appeared Gary E. Smith and Richard E. Downum, known to me to be the persons whose names are subscribed to the within 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 in this certificate first above written.

(SEAL)

Robert E. Saw
Notary Public for Idaho
Residing at Boise, Idaho.