

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

#### **GEM STATE ADJUSTMENT SERVICE, INC.**

was filed in the office of the Secretary of State on the **twenty-eighth** day of **December**, A.D. One Thousand Nine Hundred **Fifty-Nine** and duly recorded on Film No. **109** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada**.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **29th** day of **December**, A.D., 19 **59**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
GEM STATE ADJUSTMENT SERVICE, INC.

\* \* \*

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of the corporation is GEM STATE ADJUSTMENT SERVICE, INC..

ARTICLE II

The location and post office address of the registered office of the corporation is Boise, Idaho.

ARTICLE III

The objects and purposes for which the corporation is formed shall be and are:

As principal, agent or otherwise, to do in any part of the world any and every of the things herein set forth to the same extent as natural persons might or could do if authorized by law. In furtherance, and not in limitation of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the corporation shall have the power:

(a) To engage in the business of collecting, buying, selling and dealing in current and delinquent accounts; buying, selling and dealing in personal securities; furnishing its subscribers and customers with information in regard to the business standing of the parties; engaging in a precollection letter service and issuing monthly or otherwise regular reporting information for the protection of its subscribers and patrons against parties who have had their credit impaired in various ways;

(b) To act as agent for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, 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 by such companies, and to conduct a general insurance agency and insurance brokerage business;

(c) To buy, sell, lease, let, mortgage, exchange, or otherwise acquire or dispose of lots, houses, buildings, and real property, hereditaments and appurtenances, of all kinds and wheresoever situated, and of any interests and rights therein, to the same extent as natural persons might or could do, and without limit as to amount;

(d) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey,

transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time, owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

(e) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agent thereof;

(f) To acquire, hold, sell, re-issue, or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation, and provided further that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(g) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation, or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying-on of such business;

(h) To organize, incorporate, and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(i) To have one or more offices to carry on all or any part of its operations and business, and to do all and every thing necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association or corporation.

#### ARTICLE IV

This corporation shall have perpetual existence.

#### ARTICLE V

The capital stock of this corporation shall be 100 shares of common stock, which shall have no nominal or par value. Without action by the stockholders, the shares of stock without par value may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof, and any of such shares so issued, the full consideration of which has been paid or delivered, shall be deemed fully paid stock and not liable for any further call or assessment thereon, and the holder of such shares shall not be liable for any further payment thereon.

#### ARTICLE VI

The names and postoffice addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. of SHARES</u>
Richard N. White	3025 Mountain View Drive Boise, Idaho	1
Jean B. White	3025 Mountain View Drive Boise, Idaho	1
Louise S. Bolte	309 Arizona Street Gooding, Idaho	1

#### ARTICLE VII

The private property of the stockholders of the corporation shall not be subject to the payment of the corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying the debts of the corporation.

#### ARTICLE VIII

The governing body of the corporation shall be a Board of Directors which shall consist of such number as shall be specified in the By-Laws, but in no event less than three, and additional directors may be elected by directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

#### ARTICLE IX

A voluntary sale, lease or exchange of all the property and assets of the corporation, including its good will and its corporate franchise, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

## ARTICLE X

No contract or other transaction between the corporation and any other corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided the fact that he or such firm so interested shall be disclosed, or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporations which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

## ARTICLE XI

The Board of Directors is hereby expressly authorized to repeal and amend the By-Laws of the corporation, and to adopt new By-Laws from time to time as may serve the best interests of the corporation, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law,

by a majority vote of the shareholders represented in person or by proxy at any annual meeting of the shareholders, or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 28<sup>th</sup> day of December, 1959.

Richard N. White  
Richard N. White

Jean B. White  
Jean B. White

Louise S. Bolte  
Louise S. Bolte

STATE OF IDAHO )  
                  ) ss.  
County of Ada )

On this 28<sup>th</sup> day of December, 1959, before me, the undersigned, a Notary Public in and for said State, personally appeared RICHARD N. WHITE, JEAN B. WHITE and LOUISE S. BOLTE, 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.

Leuel A. Seybright  
Notary Public in and for the State  
of Idaho, Residing at Boise, Idaho