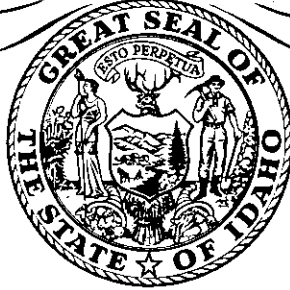


State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES 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

LIFE SERVICE ASSOCIATES, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **14th** day of **May** 19 **65**,

original articles of amendment, as provided by Sections 30-146 & 30-147, Idaho Code, amending ARTICLE IV, changing capital stock from 1,000 shares NPV to \$100,000.00 divided into 100,000 shares @ par value of \$1.00 per share.

and that the said articles of amendment contain the statement of facts required by law, and ~~are~~ **will be** recorded on ~~Film-No.~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **14th** day of **May**,
A. D., 19 **65**.

Secretary of State

AMENDMENT OF THE CHARTER OF
LIFE SERVICE ASSOCIATES, INC.

STATE OF IDAHO)
 : ss.
County of Ada)

WHEREAS, there was issued by the Secretary of State a charter dated May 16, 1963, constituting and creating Life Service Associates, Inc., a corporation, under the laws of this State, with its principal place of business at Boise, Ada County, State of Idaho, and with a capital stock of one thousand (1,000) shares without nominal or par value, empowering it to engage in the business of acting as an agent or broker for insurance companies, and to conduct a general insurance agency and insurance brokerage business.

The undersigned, a majority of the duly elected and qualified Board of Directors of Life Service Associates, Inc., hereby certify that a ten-day (10) notice was given by written notice mailed to each stockholder, a copy of which is hereto attached, of a meeting of stockholders on March 22, 1965, which notice stated the time and place of meeting and the purpose thereof.

And further, that the meeting was duly held pursuant to notice, and a resolution was offered and adopted by the unanimous vote to amend the charter as follows:

"That the Articles of Incorporation of Life Service Associates, Inc., an Idaho corporation, with its principal place of business at Boise, Ada County, State of Idaho, be amended by deleting Section IV and substituting in its place and stead the following new section:

IV

The total authorized stock of this corporation shall be divided into one hundred thousand (100,000) shares which shall be

common stock, and which shall have a par value of One (\$1.00) Dollar per share. The shares of stock shall all be common, and such shares shall have equal voting rights and other powers."


And, further, your petitioners certify that they have complied in all respects with Title 30, Chapter One, of the Idaho Code, and all amendatory acts thereto.

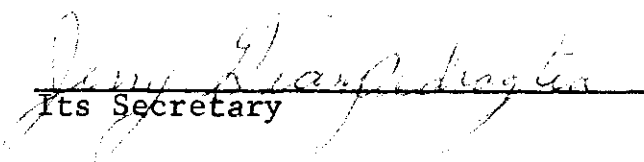
Wherefore, they pray that the Charter of Life Service Associates, Inc., be so amended.

Signed this 14th day of May, 1965.

LIFE SERVICE ASSOCIATES, INC.

ATTEST:

By 
Its President


Its Secretary

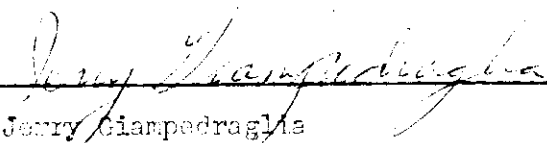
NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

NOTICE IS HEREBY GIVEN that a Special Meeting of the Stockholders of LIFE SERVICE ASSOCIATES, INC., an Idaho Corporation, has been called and will be held on the 22nd day of March, 1965, at 1:30 O'clock P.M., at the registered office of the company, 1609 West State Street, Boise, Idaho, for the following purposes:

- (1) Considering and taking action upon a proposition that each share of the common stock of the company, without nominal or par value, be exchanged for fifty shares of common stock of the par value of \$1.00;
- (2) Considering and acting upon the proposition of increasing the authorized number of shares from 1,000 shares without par value to 100,000 shares with a par value of \$1.00 each;
- (3) Authorizing according amendments of the Articles of Incorporation of the company.
- (4) To authorize the issuance and/or sale of said additional shares of common stock for such consideration as from time to time may be fixed by the Board of Directors with the necessary consent from the proper public authorities;
- (5) And for the transaction of such other business as may properly come before the meeting.

If you are unable to be present in person, please sign the enclosed form of proxy and return it in the enclosed stamped envelope.

DATED this 5th day of March, 1965.



Jerry Giampedraglia
Secretary