

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

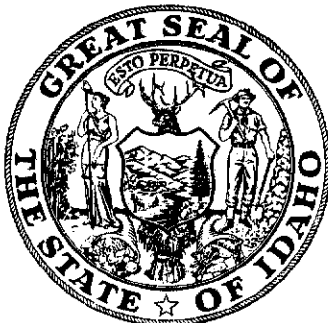
KEZELE ASSOCIATES, INC.

File number C 116318

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: September 4, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sari Smock*

SEP 4 8 38 AM '96  
SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
KEZELE ASSOCIATES, INC.

\* \* \* \* \*

IDAHO SECRETARY OF STATE  
DATE 09/04/1996 0900 22765  
BY: 2275 QJSTB 70469  
CORP  
100.00= 100.00

#1 C

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

ARTICLE I

The name of the Corporation shall be "**Kezele Associates, Inc.**"

ARTICLE II

The purpose or purposes for which the Corporation is organized are as follows:

- (a) To engage in the business of insurance sales.
- (b) To have all rights and powers normally ascribed to and incidental to said primary purpose and to business operations in general including, but not limited to, raising capital and operating monies; entering into, performing and carrying out contracts; entering into joint ventures or limited partnerships; acquiring, by purchase or otherwise, maintaining, developing, improving, financing, mortgaging, selling, renting, or exchanging such real property, equipment and other facilities as needed by the Corporation; and to undertake all business transactions, functions and service ordinary and necessary to the business, as set forth above, or any other lawful business authorized under the laws of this State.
- (c) To have as its purpose the pursuit and development of any other business opportunity that relates to its primary purpose, as set forth above.
- (d) To engage in any other lawful activities permitted by the Idaho Business Corporation Act.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the Corporation's registered office in this state shall be 1201 Falls Avenue, Suite 10, Twin Falls, Idaho. That William A. Kezele shall be the registered agent, whose address is 1201 Falls Avenue, Suite 10, Twin Falls, Idaho.

ARTICLE V

The total number of shares which the Corporation is authorized to issue is 10,000 shares. Said shares shall have no par value.

ARTICLE VI

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

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
William A. Kezele	2104 Summit Place, Twin Falls, Idaho	100
Virginia A. Kezele	2016 Sun Valley Circle, Twin Falls, Idaho	100

ARTICLE VII

(A) The Board of Directors shall consist of two (2) Directors. During the term of their office, or thereafter, the number of Directors shall be increased or decreased from time to time as provided by the By-Laws; provided, however, that the Board of Directors shall not be more than five (5) nor less than two (2).

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors shall be elected and qualified are as follows:

William A. Kezele  
2104 Summit Place  
Twin Falls, Idaho 83301

Virginia A. Kezele  
2016 Sun Valley Circle  
Twin Falls, Idaho 83301

ARTICLE VIII

The power to appeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as on the shareholders, to be exercised by such vote of the Directors or of the allotted shares, as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws.

ARTICLE IX

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration that the Board of Directors shall determine.

ARTICLE X

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by the 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 may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

Kezele Associates, Inc.  
Articles of Incorporation  
Page 5

IN WITNESS WHEREOF, We have hereunto set our hands and  
seals this 3rd day of September, 1996.

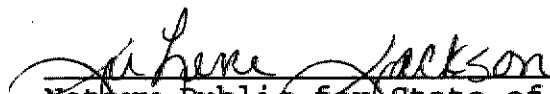
  
\_\_\_\_\_  
William A. Kezele

  
\_\_\_\_\_  
Virginia A. Kezele

STATE OF IDAHO                    )  
                                      ):    ss.  
County of Twin Falls            )

On this 3rd day of September, 1996, before me, the undersigned, a Notary Public in and for said State, personally appeared **William A. Kezele** and **Virginia A. Kezele**, known to me to be the incorporators of **Kezele Associates, Inc.**, who executed the foregoing instrument.

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

  
\_\_\_\_\_  
Notary Public for State of Idaho  
Residing at Twin Falls, therein.  
Commission Expires: 12/21/2000