

# State of Idaho

## Department of State.

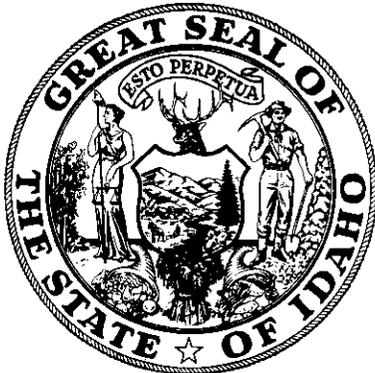
### CERTIFICATE OF INCORPORATION OF

CLEAR LAKES INSURANCE EXCHANGE, 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: *April 23, 1986*



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

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ARTICLES OF INCORPORATION  
OF  
CLEAR LAKES INSURANCE EXCHANGE, INC.

The undersigned, acting as incorporators of CLEAR LAKES INSURANCE EXCHANGE, INC., a corporation under the Idaho Business Incorporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is  
CLEAR LAKES INSURANCE EXCHANGE, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

(1) To act as agent or broker for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, automobiles, trucks and other motor vehicles, 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 or brokers by such companies and to conduct a general insurance agency and insurance brokerage business.

(2) To transact the business of a real estate agent or broker, and in behalf of others, to buy, sell, deal in, lease, rent, and manage real estate and any interest therein.

LAW OFFICES  
HEPWORTH  
NUNGESTER  
and  
FELTON

1 To purchase, improve, develop, lease, exchange, sell, dispose  
2 of, and otherwise deal in and turn to account, real estate; to  
3 purchase, lease, build, construct, erect, occupy, and manage  
4 buildings of every kind and character whatsoever, to finance  
5 the purchase, improvement, development, and construction of  
6 land and buildings belonging to or to be acquired by this  
7 company, or any other person, firm or corporation.

8 (3) To carry on any other kind of business or business  
9 activities that the Board of Directors may from time to time  
10 deem to be advisable or proper in connection with the business.

11 (4) To purchase, lease, own, sell, mortgage, sublease,  
12 and otherwise acquire lands, buildings, easements or property,  
13 real and personal, which may be requisite for the purposes or  
14 are capable of being conveniently used in connection with any  
15 of the objects of this corporation, and to enter into, make,  
16 perform and carry out contracts of every sort and kind with any  
17 person, and to acquire and take over the good will, property,  
18 rights, franchises and assets of every kind and the liabilities  
19 of any person, firm, association, or corporation, either wholly  
20 or in part, and to pay for the same in cash, stocks or bonds of  
21 the corporation, or otherwise.

22 (5) To transact any and all lawful business for  
23 which corporations may be incorporated under the Idaho Business  
24 Corporation Act.

FOURTH: The aggregate number of shares which the

1 Corporation shall have authority to issue is:

2	<u>TYPE</u>	<u>NUMBER</u>	<u>PAR</u>	<u>AGGREGATE</u>
3	Common	25,000	\$1.00	\$25,000.00

4 FIFTH: Provisions denying preemptive rights are:

5 None.

6 SIXTH: Provisions for the regulation of the internal  
7 affairs of the corporation are: None.

8 SEVENTH: The address of the initial registered office  
9 of the corporation is 1114 Main Street, Buhl, ID 83316, and the  
10 name of the initial registered agent at such address is William  
11 G. Assendrup.

12 EIGHTH: The number of directors constituting the  
13 initial board of directors of the corporation is three. This  
14 number may be changed by the Bylaws of the corporation, and the  
15 names and addresses of the persons who are to serve as directors  
16 until the first annual meeting of shareholders or until their  
17 successors are elected and shall qualify are:

16	<u>NAME</u>	<u>ADDRESS</u>
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17 NINTH: The name and address of each incorporator is:

18 Dennis Eslinger, 547 Falls Ave W., Twin Falls, ID  
19 William G. Assendrup, 1114 Main, Buhl, ID  
20 Carmen A. Assendrup, 1114 Main, Buhl, ID

20	<u>NAME</u>	<u>ADDRESS</u>
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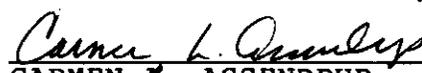
21 Dennis Eslinger, 547 Falls Ave W., Twin Falls, ID  
22 William G. Assendrup, 1114 Main, Buhl, ID

23 DATED this 22 day of April, 1986.

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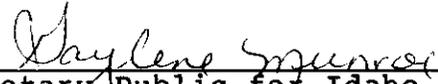
  
DENNIS ESLINGER

  
WILLIAM G. ASSENDRUP

  
CARMEN A. ASSENDRUP

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

I, Waylene Munroe, a notary public, do hereby certify that on this 22 day of April, 1986, personally appeared before me DENNIS ESLINGER, who, being by me first duly sworn, declared that he is the President of CLEAR LAKES INSURANCE EXCHANGE, INC., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

  
Notary Public for Idaho  
Residing at Buhl, Idaho

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

I, Waylene Munroe, a notary public, do hereby certify that on this 22 day of April, 1986, personally appeared before me WILLIAM G. ASSENDRUP, who, being by me first duly sworn, declared that he is the Secretary/Treasurer of CLEAR

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LAKES INSURANCE EXCHANGE, INC., that he signed the foregoing document as Secretary/Treasurer of the corporation, and that the statements therein contained are true.

Waylene Munroe  
Notary Public for Idaho  
Residing at Buhl, Idaho

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

I, Waylene Munroe, a notary public, do hereby certify that on this 22 day of April, 1986, personally appeared before me CARMEN A. ASSENDRUP, who, being by me first duly sworn, declared that she is the Vice President of CLEAR LAKES INSURANCE EXCHANGE, INC., that she signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

Waylene Munroe  
Notary Public for Idaho  
Residing at \_\_\_\_\_, Idaho