

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

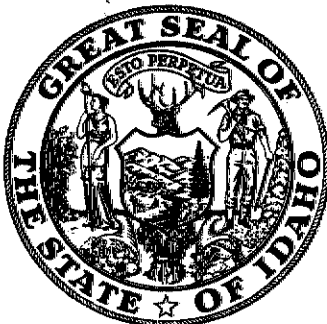
HOLMES INSURANCE, INC.

File number C 107050

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: July 20, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

ARTICLES OF INCORPORATION

HOLMES INSURANCE, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the under-
signed, all being competent citizens of the United States of
America, and all having reached the age of majority, have this
day voluntarily associated ourselves together for the purpose of
forming a corporation under and pursuant to the laws of the State
of Idaho, and we do hereby certify as follows:

I.

That the corporate name of this corporation shall be:
HOLMES INSURANCE, INC.

II.

That the purposes and objects for which this corporation
is formed are as follows:

(a) Sell life health and casualty insurance.

(b) To purchase all equipment necessary to operate the
business.

(c) To enter into any contract, co-operative agreement,
profit sharing plan, retirement plan with its officers and em-
ployees as the corporation may deem advantageous or expedient, or
enter into any relationship or contract for compensation of said
officers or employees, or otherwise to reward or pay such persons
for their services as the Directors may deem fit.

(d) To exercise generally the powers customarily exer-
cised by business corporations, and particularly to exercise all
powers provided by the laws of the State of Idaho, in any State
in the United States and throughout the world, and also to incor-
porate or qualify to do business in any State of the United
States or any country throughout the world.

(e) The foregoing clauses, by reason of the specific
enumeration of powers, shall not be held to restrict the powers
of the corporation to do any of the things within the purview of
its general purposes.

III.

This corporation shall have perpetual existence.

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IV.

The principal place of business shall be 2184 Hwy 95, Midvale, Idaho 83645, and the location and mailing address of the Corporation shall be 2184 Hwy 95, Midvale, Idaho 83645, and the registered agent shall be DENNIS K. HOLMES of the same address.

V.

That the authorized capitalization of this corporation shall consist of one class of 10,000 shares of voting class "A" common stock, which shall have a stated value of TEN (\$10.00) DOLLAR per share.

VI.

The corporate powers of said corporation shall be vested in the Board of Directors, Two in number. The By-Laws of this corporation may be amended by a simple majority of the Board. The names and addresses of the first Board of Directors are as follows: DENNIS K. HOLMES of 2184 Hwy 95, Midvale, Idaho 83645; TONYA E. HOLMES of 2184 Hwy 95, Midvale, Idaho 83645

VII.

Should any provision of these Articles be found to violate any state or federal law, the remaining provisions shall constitute the Articles of Incorporation.

VIII.

The corporate stock of said corporation, at the date of incorporation, is subscribed as follows: DENNIS K. HOLMES 5,000 shares; and, TONYA E. HOLMES 5,000 shares.

IX.

The incorporators are as follows, to-wit: DENNIS K. HOLMES of 2184 Hwy 95, Midvale, Idaho 83645; TONYA E. HOLMES of 2184 Hwy 95, Midvale, Idaho 83645.

We, the undersigned incorporators, declare under penalties of perjury that we have examined the foregoing and, to the best of our knowledge and belief, it is true, correct and complete.

Dennis K. Holmes
Dennis K. Holmes

Tonya E. Holmes
Tonya E. Holmes

STATE OF IDAHO)
: ss.
County of Payette)

On this _____ day of July, 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared, DENNIS K. HOLMES, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he executed the same

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

Lorraine M. Hunauker
Notary Public for Idaho
Residing at Trinidad, Idaho
My Commission Expires: 10-20-99

STATE OF IDAHO)
: ss.
County of Payette)

On this 19th day of July, 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared, TONYA E. HOLMES, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that sHe executed the same.

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

Lorraine M. Hunauker
Notary Public for Idaho
Residing at Trinidad, Idaho
My Commission Expires: 10-20-99