

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

NORTHWEST INSURANCE AGENCY, INC.

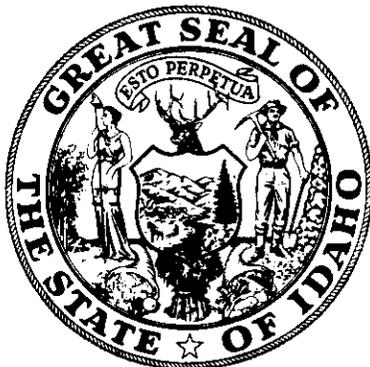
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

NORTHWEST INSURANCE AGENCY, INC.

, 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 August 11, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
NORTHWEST INSURANCE AGENCY, INC.

WE the undersigned, natural persons of the age of twenty one years or more, acting as incorporators of the corporation under Idaho Code Sections 30-101 et seq., adopt the following articles of incorporation for such corporation.

FIRST: The name of the corporation is NORTHWEST INSURANCE AGENCY, INC.

SECOND: The period of it's duration is perpetual.

THIRD: Section 1 - Purposes - The nature of the business or objects or purposes to be transacted, promoted or carried on are as follows:

(1) To insure property against loss or damage by fire, lightening, tornado, wind or hail, also against the perils of transportation, inland and ocean navigation, and to perform, transact and carry on the business usually done by fire, lightening, tornado, wind, hail and inland and marine insurance companies, and also to do all such acts and things as may be necessary or convenient to carry out the purposes intended by the organization of this corporation and not inconsistent with the law.

(2) To insure persons against loss of life or limb, or personal losses of any other nature or kind permitted by law, and to do all such acts and things as may be necessary or convenient to carry out the aforementioned purposes so long as the aforesaid acts and things are not inconsistent with the laws of the State of Idaho.

(3) To insure all entities, including corporations and other business associations against loss or damage to either persons or property, against all perils, casualties, or other occurrences which may cause such losses, so long as said insurance is permitted under the laws of the State of Idaho, and also to do all such acts and things as may be necessary or convenient to carry out those purposes and not inconsistent with the law.

(4) Ancillary Purposes - To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all things incidental thereto or connected therewith, which are not forbidden by statute or by these articles of incorporation.

(5) To carry out such purposes in other states. To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country; and, in

the case of any state, territory, district or possession of the United States, or any foreign country in which one or more such purposes are forbidden by the law, to limit the purposes which the corporation proposes to carry on in such state, territory, district, or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

Section 2 - Powers - Subject to any specific written limitations or restrictions imposed by statutes or by this certificate of incorporation, and solely in furtherance of, but not in addition to, the limited purposes set forth in Section 1 of this article, the corporation shall have and exercise all powers expressly granted to it under the laws of the State of Idaho, now or hereafter in effect.

FOURTH: The principal and registered office of this corporation shall be located at P.O. Box 304, Grangeville, Idaho 83530. The principal and registered agent of the corporation shall be George Shira, who may be contacted at the aforementioned registered office. For other than mailing purposes, the registered office and registered agent is located on Route 2 in Grangeville, Idaho.

FIFTH: The corporation is authorized to issue only one

class of shares of stock, and said stock shall be non-assessable. The total number of such shares is Two Hundred Fifty Thousand (250,000). The aggregate par value of such shares is Twenty Five Thousand Dollars (\$25,000.00) and the par value of each share is Ten Cents (\$0.10).

SIXTH: Incorporators and Subscribers - The following are the names and address and subscriptions of each of the incorporators, to wit:

- (1) George Shira - P.O. Box 304, Grangeville, Idaho
Subscription - 10 Shares 83530
- (2) Jack E. Marek- P.O. Box 304, Grangeville, Idaho
Subscription - 10 Shares 83530
- (3) George Remington - 203 East Third St., Moscow, Idaho
Subscription - 1 Share 83843

SEVENTH: (a) The number of directors of the corporation is no less than three (3).

(b) The names and address of the persons who are appointed to act as first directors:

- (1) George Shira - P.O. Box 304, Grangeville,
Idaho 83530
- (2) Jack E. Marek -P.O. Box 304, Grangeville,
Idaho 83530
- (3) George Remington - 203 East Third St.,
Moscow, Idaho 83843

EIGHTH: Voting Rights - The directors of this corporation shall be elected by the shareholders, by cumulative voting. Each holder of the common stock shall be entitled to one vote for each

share of stock standing in his name in the books of the corporation. At each election of directors, each holder of the common stock shall have as many votes as the number of shares of common stock owned by him multiplied by the number of directors to be elected by the holders of the common stock. These votes may be divided among the total number of directors to be elected by the holders of common stock or distributed among any lesser number, in such proportion as the holder may desire.

Such directors elected shall serve until the next annual meeting as established by the by-laws of this corporation.

NINTH: Restrictions on transfers of shares - Any shareholder desiring to sell any of the shares of the corporation shall first offer said shares to the corporation and the other shareholders in the following manner:

(1) Such shareholder shall file a written notice by registered mail to the secretary of the corporation of his intention to sell such shares. Said notice shall specify the number of shares to be sold, the price per share, and the terms upon which the sale is to be made. The corporation shall have ten (10) days from the receipt of such written notice in which to exercise it's option to purchase. Said purchase may be authorized by the board of directors without any action by the shareholders of the corporation.

(2) In the event that the corporation should fail to purchase all of such shares within the said 10 day period, the secretary of the corporation shall, within five (5) days thereafter, give written notice to each of the other shareholders or record, stating the number of shares offered for sale but not purchased by the corporation, the price per share, and the terms upon which the sale is being made. Such notice shall be sent by mail addressed to each shareholder at his last address as it appears on the books of the corporation. Within ten (10) days after the mailing of said notices, any shareholder desiring to purchase part or all of such shares shall deliver by mail or otherwise to the secretary of the corporation a written offer for the number of shares desired by him, accompanied by the purchase price therefor with the authorization to pay such purchase price against delivery of such shares.

(3) If the shareholders offer to purchase more than the total number of shares available for purchase by them, the shareholders offering to purchase shall be entitled to purchase such proportion of said shares as the number of shares of corporation which he holds bears to the total number of shares held by all shareholders offering to purchase. In the event that the proportion of the above said shares to which any shareholder should be entitled to purchase is more than the number of shares he desires to purchase, each remaining shareholder

desiring to purchase additional shares shall be entitled to purchase such proportion of the overplus as the number of shares which he holds bears to the total number of shares held by all the shareholders desiring to participate.

(4) If none or only part of the shares offered for sale is purchased by the corporation or shareholders, or both, then the shareholder who offered the same for sale shall have thereafter the right to sell said shares not so purchased to such person or persons as he desires, provided, however, that he shall not sell such shares at a lower price or on terms more favorable to the purchasers than those specified in the written notice he gave the corporation.

(5) Any sale of the shares of the corporation shall be null and void unless the provisions of this Article Nine are strictly observed.

TENTH: Purchase of additional stock - At any time the corporation shall be authorized to issue to any current shareholder sufficient additional shares of stock, for value, to bring the purchasers holding equal to the holding of majority shareholders. Additional stock in the corporation may be purchased by the majority shareholder only in the event that such a purchase is approved by unanimous vote of the then current stockholders of the corporation.

ELEVENTH: Powers of Directors - Except as otherwise provided in these articles of incorporation, as from time to

time, amended, the business of the corporation shall be managed by it's board of directors, which shall have and exercise all the powers of the corporation. The board of directors of the corporation is hereby specifically authorized and empowered. In addition to those powers set out by the third paragraph, Section 2 of these articles, to wit:

(1) From time to time in it's discretion, to make alter and repeal the by-laws of the corporation, except that such power may be limited by any one or more by-laws of the corporation made by the stockholders.

(2) To establish bonus, profit-sharing, stock option, or other types of incentive compensation plans for the employees, including officers and directors of the corporation and to fix the amount of profits to be shared or distributed and term the persons to participate in any such plans in the amount of their respective participations.

(3) To determine whether any, and, if so, what part of the earned surplus of the corporation shall be paid in dividends to the stockholders and to direct and determine other use and disposition of any such earned surplus.

(4) To provide for the reasonable compensation of it's own members by by-law and to fix the terms and conditions upon which such compensation will be paid.

(5) To elect or appoint officers or agents of the corporation and fix their compensation.

(6) To receive, acquire, hold, exercise rights of rising of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interest in, or obligation or individuals, associations, partnerships, corporations or governments.

(7) To receive, acquire, hold, pledge, transfer or otherwise dispose of shares of the corporation, that such shares may only be purchased directly or indirectly out of earned surplus.

(8) To make gifts or contributions for the public welfare, charitable, scientific or educational purposes, and in time of war, to make donations in the aid of war activities.

TWELFTH: Amendment of Articles - The provisions of these articles of incorporation may be amended or altered or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Idaho, and additional provisions authorized by such laws as are there and then in force may be added. All rights herein conferred on the directors, officers, and stockholders are granted subject to this reservation.

THIRTEENTH: Wherever herein the singular number of masculine gender is used, it shall be deemed to include the plural number and feminine and neuter genders where the context requires.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation, including the persons hereinabove named as the first directors, have executed these articles of incorporation on this 10th day of July, 1980.

George Shira
George Shira

Jack E. Marek
Jack E. Marek

George Remington
George Remington

STATE OF IDAHO)
County of Latah) ss.

On this 10th day of July, 1980, before me the undersigned, a Notary Public in and for said County and State, personally appeared GEORGE SHIRA, JACK E. MAREK and GEORGE REMINGTON, 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 last above written.

(SEAL)

Jocell R. Hammond
Notary Public in and for the State
of Idaho, residing at Moscow.