

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

COOK AND KIESEWETTER, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Ninth** day of **September** 19 **63** original articles of amendment, as provided by Section **s 30-146 and 30-147, Idaho Code;**

Amendment changing corporate name to:

HARVEY M. COOK AGENCY, INC.

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **125** 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 **9th** day of **September**,
A. D., 19 **63**

Secretary of State

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION
OF
COOK AND KIESEWETTER, INC.

WHEREAS, Cook and Kieseletter, Inc., a corporation, was organized under and by virtue of the laws of the State of Idaho, on the 12th day of February, 1963; and

WHEREAS, on the 31st day of July, 1963, the Articles of Incorporation of said corporation, upon proceedings duly had, were amended so as to change the name of said corporation from "Cook and Kieseletter, Inc." to "Harvey M. Cook Agency, Inc.";

NOW, THEREFORE, We, the undersigned, HARVEY M. COOK and HELEN CANNON, President and Secretary, respectively, of Cook and Kieseletter, Inc., a corporation organized and existing under and by virtue of the laws of the State of Idaho, DO HEREBY CERTIFY as follows:

That the said Harvey M. Cook is President of said corporation, and the said Helen Cannon is Secretary of said corporation.

That at a Special Meeting of the Stockholders and Directors of said corporation held on the 31st day of July, 1963, at two o'clock P. M. of said day, at the office and principal place of business of Cook and Kieseletter, Inc., situate in Twin Falls, Idaho, at which meeting all stockholders were present and participated, notice of said meeting having been waived by each and all of the stockholders, the stockholders of said corporation, by an unanimous vote, duly passed and adopted a Resolution amending the Articles of Incorporation of said corporation, which said Resolution is as follows:

"AND IT RESOLVED, That the title of the Articles of Incorporation of Cook and Kiesewetter, Inc., be amended so as to read as follows:

"ARTICLES OF INCORPORATION

OF

HARVEY M. COOK AGENCY, INC."

and that Article I be amended so as to read as follows:

"I.

"That the name of said corporation shall be "Harvey M. Cook Agency, Inc."'"

That the President and Secretary of said corporation were, at said Special Meeting of the Stockholders and Directors, by the stockholders duly authorized and directed to make, verify and file such certificate and other papers and documents as may be necessary or required by law to carry into effect the changes adopted by the corporation by amendment of its Articles of Incorporation.

AND WE DO HEREBY CERTIFY That the following is a full, true and correct copy of said Articles of Amendment of said Articles of Incorporation of Cook and Kiesewetter, Inc., a corporation, to-wit:

"ARTICLES OF INCORPORATION

OF

HARVEY M. COOK AGENCY, INC."

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are of full age and are citizens of the United States and are bona fide residents and citizens of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

I.

That the name of said corporation shall be 'HAWLEY H. COOK AGENCY, INC.'

II.

That the purposes for which said corporation is formed are:

1. To carry on a general insurance agency business, and in this connection, to act as agent and/or to maintain an agency or agencies without restriction as to the type of insurance or the character of the agency so involved, for any and all insurance companies authorized to do business in the State of Idaho or elsewhere.
2. To act as agent or attorney in fact and/or maintain an agency or agencies for any and all surety, fidelity or bonding companies authorized to do business in the State of Idaho or elsewhere.
3. To engage in any and all other types of business enterprise which the corporation may from time to time find necessary, desirable or convenient to do in conjunction with a general insurance agency business.
4. To purchase, lease, own, sell, mortgage, sublease and otherwise acquire and dispose of lands, buildings, easements and all rights in real property as well as personal property which may be requisite for the purposes or are capable of being conveniently used in connection with any of the objects of this corporation, and to enter into, make, perform and carry out contracts of every sort and kind with any person and to acquire and take over the good will, property, rights, franchises and assets of every kind and the liabilities of any person, firm, association or corporation either in whole or in part and to pay for the same in cash, stock or bonds of the corporation or otherwise.
5. To borrow money and otherwise obtain credit for the account of said corporation and to issue debentures or other evidences of indebtedness therefor and to obligate the assets of the corporation as security for such indebtedness; to act as surety and guarantor in any and all types of engagements including the power to execute, endorse and deliver contracts, and to guarantee the prompt and faithful performance and payment of debts, notes, agreements, contracts and undertakings of any other person, firm, partnership

or corporation; and including also the power to act as an accommodation, co-maker or guarantor of obligations either as primary or secondary obligor.

6. In the purchase of or acquisition of property, business rights or franchises or for any other object in and about its business or affairs, to incur debt and to borrow and secure the payment of money in any lawful manner including the issue and sale or other disposition of bonds, debentures, notes and other evidences of indebtedness.

7. To exercise, use and employ the authority specified in Section 30-114, Idaho Code 1947, and to have, exercise, use and employ any or all of the same and any or all of the objects, purposes, powers, privileges, authority and rights therein and herein set forth both within and without the State of Idaho and within the United States of America, District of Columbia, the territories and colonies of the United States and in foreign countries; and to have one or more corporate or business offices and places of business, within and without said state, said United States of America, District of Columbia, territories and colonies of the United States and in foreign countries.

The statements contained in the several subdivisions numbered 1 to 7 in this Paragraph shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other subdivision but shall be regarded as independent purposes and powers. The several subdivisions contained in this statement of purposes shall be construed as both purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this type of corporation by the laws of the State of Idaho, all of which are hereby expressly claimed.

III.

That the principal place of business, registered office and the location and post office address of the registered office of said corporation shall be in Twin Falls, County of Twin Falls, State of Idaho.

IV.

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

V.

That the number of Directors of said corporation shall be three (3).

VI.

That the amount of the capital stock of said corporation shall be Five Thousand Dollars (\$5,000.00) divided into five thousand (5,000) shares, each having a par value of One Dollar (\$1.00).

VII.

That the name and post office address of each of the incorporators and the number of shares subscribed by each set opposite their respective names are:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>NO. OF SHARES:</u>	<u>AMOUNT:</u>
HARVEY H. COOK	Twin Falls, Idaho	1	\$1.00
E. KIESEWETTER	Twin Falls, Idaho	1	\$1.00
ERID F. COOK	Twin Falls, Idaho	1	\$1.00
HOMER P. KIESEWETTER	Twin Falls, Idaho	1	\$1.00

VIII.

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as upon the shareholders, to be exercised by a majority of said Directors, or of the issued and outstanding shares of the corporation, as may be provided in the By-Laws.

IX.

All or any meetings of the shareholders or of the Board of Directors may be held within or without the State of Idaho.

H.

Before any stockholder shall sell or otherwise dispose of his or her shares of stock in this corporation he or she shall first offer to sell said shares to the corporation, and in the event the corporation shall refuse to purchase said shares, the stockholder may then dispose of the same to any other person or persons at the same or higher but not at a lower price than said shares were offered to the corporation.

IN WITNESS WHEREOF, We have signed triplicate originals of these Articles this 8th day of February, 1963.

/s/ HARVEY H. COOK
Address: Twin Falls, Idaho.

/s/ E. KIESEWETTER
Address: Twin Falls, Idaho.

/s/ ENID F. COOK
Address: Twin Falls, Idaho.

/s/ NORMA P. KIESEWETTER
Address: Twin Falls, Idaho.

STATE OF IDAHO,)
COUNTY OF TWIN FALLS,) SS.

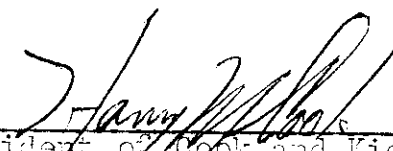
On this 8th day of February, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared HARVEY H. COOK, E. KIESEWETTER, ENID F. COOK, and NORMA P. KIESEWETTER, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

(SEAL)

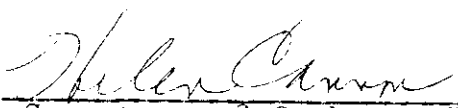
/s/ ROBERT W. STEPHAN
Notary Public for Idaho,
Residing at Twin Falls, Idaho."

IN WITNESS WHEREOF, We have hereunto set our hands and
affixed the seal of said corporation this 31st day of July, 1963.



President of Cook and Kiesewetter,
Inc., hereafter to be known as
Harvey M. Cook Agency, Inc.

Attest:

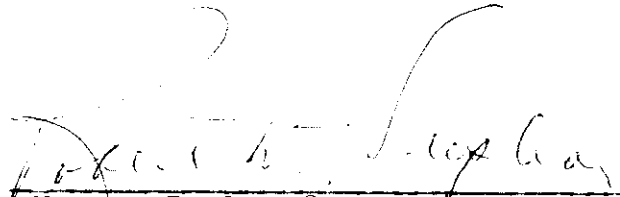


Secretary of Cook and Kiesewetter,
Inc., hereafter to be known as
Harvey M. Cook Agency, Inc.

STATE OF IDAHO,)
) SS.
COUNTY OF TWIN FALLS,)

On this 6th day of September, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared HARVEY M. COOK and HELEN CANNON, known to me to be the President and Secretary, respectively, of Cook and Kiesewetter, Inc., hereafter to be known as Harvey M. Cook Agency, Inc., and acknowledged to me that they executed the within instrument as such President and Secretary.

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 Idaho,
Residing at Twin Falls, Idaho.