

IFB Mutual Insurance Holding Company
Articles of Incorporation

Effective 12:01 a.m. on [], 2024 (“**Effective Date**”), the Articles of Incorporation of IFB Mutual Insurance Holding Company, an Idaho mutual insurance holding corporation (“**Corporation**”), are as follows:

Article 1
Name

The name of the Corporation shall be IFB Mutual Insurance Holding Company.

Article 2
Purpose

The Corporation is a mutual insurance holding company. The Corporation shall have all powers and rights conferred upon: (a) general business corporations under the Idaho Business Corporation Act, as amended from time to time; and (b) mutual insurance holding companies by the Idaho Insurance Code, as amended from time to time.

Article 3
Organizational Matters

1. **Initial Directors.** The Corporation’s initial directors are [Douglas Barrie, Rick Brune, Cody Chandler, Tom Daniel, Matt Dorsey, Richard Durrant, Jason Fellows, Marjorie French, Daniel Garner, Galen Lee, Travis McAfee, Tom Mosman, Rick Pearson, Bryan Searle, Scott Steele, Darren Taber, and Austin Tubbs]¹, and have an address of 275 Tierra Vista Drive, Pocatello, ID 83201.
2. **Registered Agent.** The Corporation’s initial registered agent is Thomas J. Lyons, with an address of 275 Tierra Vista Drive, Pocatello, ID 83201.

Article 4
Members

Every holder of a policy of insurance issued by Farm Bureau Insurance Company of Idaho shall be a member (“**Member**”). If a policy names more than one policyholder, the first-named policyholder on the policy declarations page shall be the Member. Each Member shall be entitled to one vote on such matters as properly come before any meeting of the Members, without regard to the number of a Member’s policies or classes of insurance.

Article 5
Board of Directors

1. The business of the Corporation shall be managed by a Board of Directors. The number of directors shall be fixed in accordance with the Corporation’s bylaws.

¹ **Note to Filing:** Farm Bureau Mutual Insurance Company of Idaho reserves the right to update this filing with any changes to the list of initial directors and, if needed, will do so approximately 30 days before the reorganization effective date.

2. The Board of Directors shall have the power and authority to adopt bylaws, policies, and procedures establishing standards and qualifications of Members and fixing Members' duties and obligations and prescribing the terms and conditions under which Members shall be admitted and retain their membership in the Corporation.

Article 6
Limitation of Liability

A director shall have no liability to the Corporation or its Members for money damages for any action taken, or any failure to take any action, as a director of the Corporation, except liability for:

1. The amount of a financial benefit received by a director to which the director is not entitled;
2. An intentional infliction of harm on the Corporation or the Members;
3. Authorizing or assenting to a distribution in excess of what is permissible under the Idaho Business Corporation Act; or
4. An intentional violation of criminal law.

Repeal or modification of this Article 6 shall not adversely affect the rights of any director for any act or omission that occurred before the repeal or modification.

Article 7
Indemnification

The Corporation shall indemnify any director or officer of the Corporation to the fullest extent permitted by law for any liability for any action taken, or any failure to take any action, as a director or officer of the Corporation. Repeal or modification of this Article 7 shall not adversely affect the rights of any director or officer of the Corporation for any act or omission that occurred before the repeal or modification.

Article 8
Signature of Incorporator

Date: _____

Signature: _____

Name: Thomas Jason Lyons
Address: 275 Tierra Vista Drive, Pocatello, ID
83201