



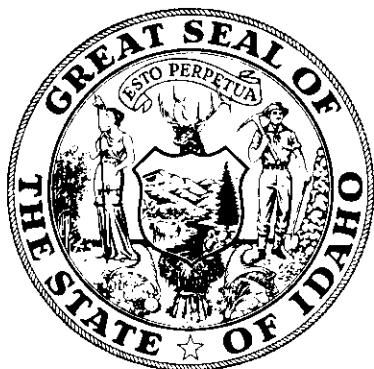
CERTIFICATE OF AUTHORITY  
OF

**SMITH & ASSOCIATES RETIREMENT PLANNING SPECIALISTS, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **SMITH & ASSOCIATES RETIREMENT PLANNING SPECIALISTS, INC.** for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **SMITH & ASSOCIATES RETIREMENT PLANNING SPECIALISTS, INC.** to transact business in this State under the name **SMITH & ASSOCIATES RETIREMENT PLANNING SPECIALISTS, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **May 16, 1983**



SECRETARY OF STATE

Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is SMITH & ASSOCIATES, RETIREMENT  
PLANNING SPECIALISTS, INC.
2. \*The name which it shall use in Idaho is SMITH & ASSOCIATES, RETIREMENT  
PLANNING SPECIALISTS, INC.
3. It is incorporated under the laws of THE STATE OF OREGON
4. The date of its incorporation is DECEMBER 2ND, 1982 and the period of its duration is (NEW CORPORATION)
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1013 NW BROOKS ST., SUITE B, BEND, OREGON 97701
6. The street address of its proposed registered office in Idaho is 112 A. 9th Ave. S.  
NAMPA, ID 83651, and the name of its proposed registered agent in Idaho at that address is NELS AXELSEN
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: MAXIMIZING PENSION - INSURANCE RELATED ACTIVITIES
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>JAMES D. SMITH</u>	<u>PRESIDENT</u>	<u>1013 N.W. BROOKS ST. BEND, OR 97701</u>
<u>KENNETH H. REINKE</u>	<u>VICE-PRESIDENT</u>	<u>" " " "</u>
<u>WILLIAM R. MATTECHECK</u>	<u>SECRETARY</u>	<u>" " " "</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>COMMON</u>	<u>\$1.00</u>
<u>                    </u>	<u>                    </u>	<u>                    </u>
<u>                    </u>	<u>                    </u>	<u>                    </u>

(continued on reverse)

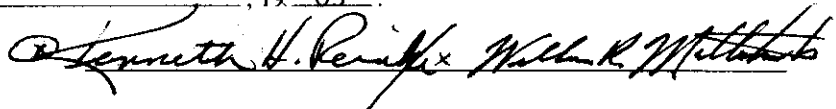
10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>300</u>	<u>COMMON</u>	<u>\$300.00</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated APRIL 14, , 19 83.



By KENNETH R. REINKE

Its VICE President

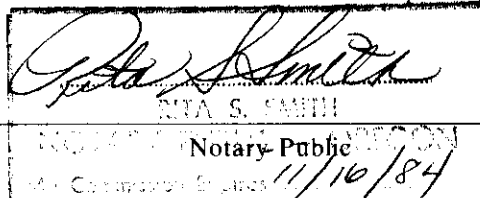
and WILLIAM R. MATTECHECK

Its CURRENT Secretary

STATE OF OREGON )  
 )ss:  
COUNTY OF DESCHUTES )

I, RITA S. SMITH, a notary public, do hereby certify that on this 14th day of APRIL, 19 83, personally appeared before me WILLIAM R. MATTECHECK & KENNETH R. REINKE, who being by me first duly sworn, declared that he is the SECRETARY & VICE-PRESIDENT of SMITH & ASSOCIATES, RETIREMENT PLANNING SPECIALISTS, INC.

that he signed the foregoing document as SECRETARY & VICE-PRESIDENT of the corporation and that the statements therein contained are true.



\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

# State of Oregon

## Department of Commerce Corporation Division

MAY 16 3 32 PM '83  
SECRETARY OF STATE

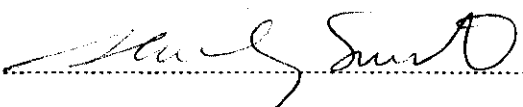
I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, do hereby certify that I have carefully compared the annexed copy of Articles of Incorporation of SMITH AND ASSOCIATES RETIREMENT PLANNING CONSULTANTS, INC., which was filed December 2, 1982, and Articles of Amendment, changing the name to SMITH AND ASSOCIATES RETIREMENT PLANNING SPECIALISTS, INC., filed January 28, 1983

with the record now on file in my office, and that the same is a correct transcript therefrom, and of the whole thereof. I further certify that this authentication is in due form and by the proper officer.

**In Testimony Whereof,** I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 9th day of May, 1983.



**Frank J. Healy**  
Corporation Commissioner

By 

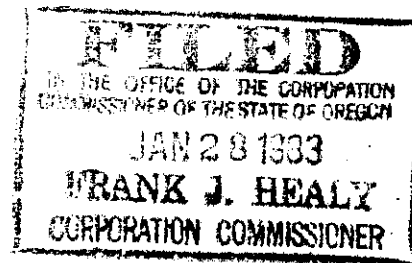
FILE NO. 16482

814-200 BC 5 Articles of Amendments—For Gain  
5-82

Submit one original  
and one true copy  
Filing Fee (831114) \$5.00  
Unless Increasing Stock.

## Articles of Amendment

By Directors



Pursuant to the provisions of ORS 57.370, the undersigned corporation executes the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is SMITH AND ASSOCIATES RETIREMENT  
PLANNING CONSULTANTS, INC.
2. The corporation has not issued any shares of stock.
3. The following amendment of the Articles of Incorporation was adopted by a majority of the directors on  
January 24, 1983.

(The article or articles being amended should be set forth in full as they will be amended to read.)

In conformance with the regulations of the Insurance Commissioner of the State of Oregon, Article I of the Articles of Incorporation shall be amended to change the name of the corporation to replace the word "Consultants" with the word "Specialists" as follows:

### ARTICLE I.

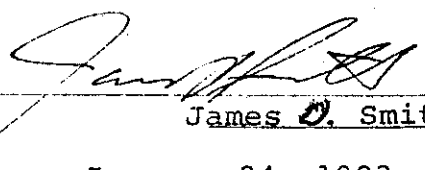

The name of the corporation is SMITH AND ASSOCIATES RETIREMENT PLANNING SPECIALISTS, INC., and its duration shall be perpetual.

JAN 28 1983 1635

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

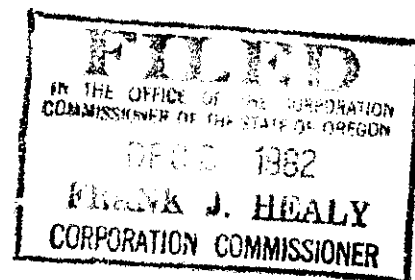
SMITH AND ASSOCIATES RETIREMENT PLANNING CONSULTANTS, INC., now  
changed to SMITH AND ASSOCIATES RETIREMENT PLANNING SPECIALISTS, INC.

*Name of Corporation*

(1)  and   
James D. Smith President William R. Mattechek Secretary

Dated January 24, 1983

FILE NO. 164824



ARTICLES OF INCORPORATION

OF

SMITH AND ASSOCIATES RETIREMENT PLANNING CONSULTANTS, INC.

I, the undersigned natural person of the age of twenty-one (21) years or more, acting as incorporator under the Oregon Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I.

The name of the corporation is SMITH AND ASSOCIATES RETIREMENT PLANNING CONSULTANTS, INC., and its duration shall be perpetual.

ARTICLE II.

The initial registered office of the corporation in the State of Oregon is 1013 N.W. Brooks Street, Bend, Oregon, 97701, and the initial registered agent for the corporation is William R. Mattechek.

ARTICLE III.

The purpose and powers of the corporation are:

1. To engage in sales of insurance and consultation for retirement plans;
2. To engage in any and all lawful activities for which corporations may be organized under ORS Chapter 57; and

1, Articles of  
Incorporation

PAUL R. UNGER  
ATTORNEY AT LAW  
888 West Evergreen Avenue  
P.O. Box 1212  
Redmond, Oregon 97756  
(503) 548-7197

3. To engage in any lawful activity and to do anything in the operation of this corporation or for the accomplishment of any of its purposes, or for the exercise of any power set forth in this document which shall appear necessary or beneficial to the corporation.

#### ARTICLE IV.

The amount of the total authorized capital of the corporation shall be:

1. 1,000 shares of common stock, no par value.
2. No shareholder shall have the preferential or pre-emptive right to subscribe for or purchase any stock of any class, any rights, warrants or options with respect thereto, or any obligation convertible to or exchangeable for any stock or other security, whether out of unissued stock or other securities or out of stock or other securities acquired by the corporation after the issue of the stock, regardless of the consideration.
3. Each shareholder shall have one vote for each share held of record on all matters submitted for shareholder approval. No shareholder shall be entitled to accumulate his votes for election of directors.

#### ARTICLE V.

The members of the governing board shall be known as directors, and the number shall be fixed by the By-laws of this corporation. The initial board of directors shall consist of three directors, whose names and addresses are:

Jim Smith  
1013 N.W. Brooks Street  
Bend, Oregon 97701

William R. Mattechuck  
1013 N.W. Brooks Street  
Bend, Oregon 97701

Ken Reinke  
1013 N.W. Brooks Street  
Bend, Oregon 97701

#### ARTICLE VI.

The corporation shall indemnify, exonerate, reimburse, or defend any present or former director, officer, employee, affiliate, agent or contractor of this corporation for expenses, claims, liabilities, indebtedness, penalties, damage or injury incurred by or caused by them in such capacity except for their own negligence, knowing unauthorized acts or defalcations not ratified, confirmed or adopted or the benefit thereof received by this corporation.

#### ARTICLE VII.

The name and mailing address of the incorporator signing the Articles of Incorporation is:

William R. Mattechuck  
1013 N.W. Brooks Street  
Bend, Oregon 97701

These Articles of Incorporation have been adopted and executed December 1, 1982.

  
WILLIAM R. MATTECHUCK

3, Articles of  
Incorporation

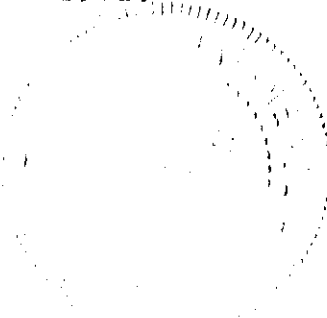
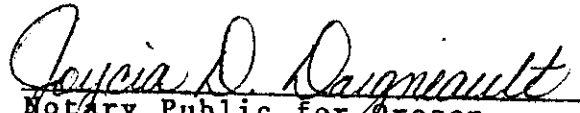
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STATE OF OREGON                    )  
  ) ss.  
County of Deschutes                )

WILLIAM R. MATTECHECK, having been first sworn, says: He is the incorporator named in the foregoing Articles of Incorporation and has executed this document; the statements contained in this document are true.

  
WILLIAM R. MATTECHECK

SUBSCRIBED AND SWORN To before me this 1 day of December, 1982.

  
  
Notary Public for Oregon  
My Commission Expires: 12-23-83

4, Articles of  
Incorporation

PAUL R. UNGER  
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