

FILED/RECORDED
2002 MAY 21 PM 2:07
CLERK OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
RETIREMENT INCOME PLANNERS, INC.

The undersigned, acting as incorporators of a Corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST

The name of the Corporation is Retirement Income Planners, Inc.

SECOND

The period of its duration is perpetual.

THIRD

The purposes for which the Corporation is organized are:

- a) to conduct insurance business primarily targeted for the senior age market.
- b) for the transaction of any and all lawful business for which the Corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

(a) This corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of common stock shares which this Corporation is authorized to issue is 1,000 (one thousand) at a par value of \$1.00.

FIFTH

Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

SIXTH

The location of the initial registered office of the Corporation is 4078 Fairway Drive, Lewiston, Idaho 83501, and the name of its initial registered agent at such address is Paul D. Schrette.

IDAHO SECRETARY OF STATE
05/21/2002 05:00
CK: 3427 CT: 160610 BH: 467143
1 @ 100.00 = 100.00 CORP # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

SEVENTH

The number of directors of this Corporation shall be not less than two or more than five. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualified are:

NAME

Paul D. Schrette

Joseph V. Lee

ADDRESS

4078 Fairway Drive
Lewiston, ID 83501

182 Marine View Drive
Lewiston, ID 83501

EIGHTH

The name and addresses of the incorporators are as follows:

Paul D. Schrette
4078 Fairway Drive
Lewiston, ID 83501

Joseph V. Lee
182 Marine View Drive
Lewiston, ID 83501

NINTH

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute; provided, that no such amendment, alteration, change or repeal shall be effective except upon approval by the holders of a majority of each class of outstanding stock. All rights of stockholders or the Corporation are granted subject to this reservation.

TENTH

At each election of directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, one vote for each share owned by him. Shareholders have no right to vote their shares cumulatively in the election of directors.

ELEVENTH

A director of this Corporation shall not be personally liable to this Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty of this Corporation or its shareholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) under Section 30-1-48, Idaho Code; or (d) for any transaction from which the director derived an improper personal benefit. If the Idaho Business Corporation Act is amended to authorize corporate action further

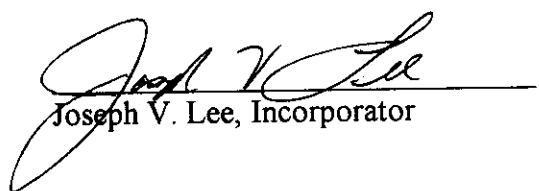
eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Eleventh by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

TWELFTH

The Board of Directors of this corporation shall have the power to adopt bylaws, and the same may be modified or amended by the Board of Directors; subject to the power of the stockholders to change or repeal such bylaws.

DATED this 19 day of May, 2002.


Paul D. Schrette, Incorporator


Joseph V. Lee, Incorporator