

FILED EFFECTIVE

ARTICLES OF INCORPORATION

FOR

THOMPSON FINANCIAL INSURANCE SOLUTIONS, INC.

2005 MAY -2 AM 10:17  
STATE OF IDAHO

We, the undersigned natural persons all being the age of twenty one or more, acting as incorporators under the Idaho Business Corporation Act, adopt the following articles of incorporation for such corporation

ARTICLE ONE NAME

The name of the corporation shall be

THOMPSON FINANCIAL INSURANCE SOLUTIONS, INC.

ARTICLE TWO DURATION

The corporation shall have a perpetual existence.

ARTICLE THREE PURPOSE

The purpose for which the corporation is organized are as follows:

1. To operate, sell and consult in insurance
2. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with the foregoing purpose or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in the Idaho Business Corporation Act, and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this

corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

IDAHO SECRETARY OF STATE  
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The foregoing statement of purposes shall be liberally construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

#### **ARTICLE FOUR CAPITALIZATION**

The total number of shares of stock which the corporation has authority to issue is 100 shares, without par value, all of one class.

The corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

#### **ARTICLE FIVE AMENDMENTS**

These articles of Incorporation may be amended by affirmative vote of a majority of the share entitled to vote on each amendment.

#### **ARTICLE SIX PRE-EMPTIVE SHAREHOLDER RIGHTS**

The shareholders shall have pre-emptive rights to acquire unissued shares of this corporation in the manner and subject to the limitations prescribed by this Article and not otherwise. Except as

provided below, before the Board of Directors shall issue any unissued shares of this corporation it shall notify each shareholder of the proposed issuance and of the terms and conditions under which the shares are proposed to be issued. For a period of thirty (30) days after the giving of such notice, any shareholder shall have right on the same terms and conditions as is stated in the notice to acquire such portion of the shares proposed to be issued as the shares held by such shareholders bears to the total shares issued and outstanding at the time such notice is given, such right to be exercised by giving notice of such election to the corporation at its registered office. If any shareholder does not give notice of his election to acquire such shares within such 30-day period, the shares may be issued free and clear of any and all claims of that shareholder and any other shareholders, but only on terms and conditions no more favorable to the issue than the terms and conditions stated in the notice to the shareholders. The shareholders shall have no pre-emptive rights to acquire treasury shares, shares issued in payment for property, tangible or intangible, real or personal, or for labor or services actually performed, or share issued by the corporation on the exercise of an incentive option granted to officers or employees of the corporation or officers or employees of any subsidiary corporation. The Bylaws shall make such provisions as are reasonable and appropriate to implement this right.

#### **ARTICLE SEVEN REGISTERED OFFICE AND REGISTERED AGENT**

The address of the corporation's initial registered office shall be

303 North Adirondak Crt, Coeur d'Alene, Idaho 83815

The corporation's initial registered agent at such address shall be Steven Thompson

## **ARTICLE EIGHT DIRECTORS**

The number of directors constituting the initial board of directors is two (2). The names and addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

Steven Thompson, Theresa Thompson

303 North Adirondak Crt, Coeur d'Alene, Idaho 83815

## **ARTICLE NINE INCORPORATOR**

The name and address of the incorporator is:

Steven Thompson

303 North Adirondak Crt, Coeur d'Alene, Idaho 83815

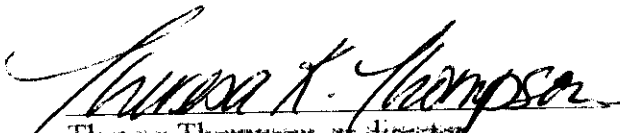
## **ARTICLE TEN COMMON DIRECTORS TRANSACTIONS BETWEEN CORPORATIONS**

If this corporation enters into a contract or carries on transactions with other corporations or businesses, which other corporations or businesses have one or more common directors or managers with this corporation, then no such contracts or transactions shall be either void or voidable because of such relationship or interest, or because such approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consents or such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize or ratify such contract or transaction by vote or

written consent; or (c) the contract or transaction is fair and reasonable to the corporation  
Common or interested directors may be counted in determining the presence of a quorum at a  
meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies  
such contract or transaction

IN WITNESS WHEREOF, we have executed these articles of incorporation in duplicate this  
\_\_\_\_\_ day of April, 2005

  
Steven Thompson, as incorporator, director and agent

  
Theresa Thompson, as director