

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

**GROUP II FINANCIAL, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated:

**March 29, 1989**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

**ARTICLES OF INCORPORATION**

**OF**

**GROUP II FINANCIAL, inc.**

MAR 29 10 42 AM '89  
SECRETARY OF STATE

KNOW ALL PERSONS BY THESE PRESENTS:

That we, the undersigned, have associated ourselves together for the purposes of forming a Corporation under and by virtue of the laws of the State of Idaho, and do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the Corporation shall be GROUP II FINANCIAL, inc.

**ARTICLE II**

The address of the initial registered office of the Corporation is 4619 Emerald, Suite C, Boise, Idaho 83706, and the name of the initial registered agent at such address is ROBERT C. WHITTINGTON.

**ARTICLE III**

The nature of the business and of the purposes and objects of the Corporation, shall be to operate and conduct an insurance and annuity brokerage; including but not limited to, any and all marketing, sales activities and/or other type or form of activity relating to the above brokerage, and any and all lawful acts or activities for which Corporations may be organized, or in which they may engage under the laws of the State of Idaho, or of any other state, territory, nation or country in which the Corporation may conduct business.

The Corporation shall have and exercise the statutory powers specified in Idaho Code Section 30-1-4, as the same now exists, or may hereafter be amended, and further, the Corporation shall have the power to do everything necessary, proper, plausible or convenient for the accomplishment of the above-stated purposes, and to do all other things necessary and incident thereto or in connection therewith, which are not forbidden or prohibited by the laws of the State of Idaho, or by these Articles.

#### ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue, shall be 100,000 shares, having no par value. All or any portion of the capital stock may be issued in payment for real or personal property, services or any other things of value, for the use and purposes of the Corporation, and when so issued, shall be fully paid, the same as though paid for in cash, and the shareholders shall be the sole judges of the value of the property, right or thing acquired in exchange for capital stock. The shares of the capital stock of the Corporation, when issued, shall be fully paid and nonassessable.

#### ARTICLE V

There shall be one class of shares, which shall be common shares, and each share shall have equal voting powers and shall entitle the holder thereof to one (1) vote.

#### ARTICLE VI

The time of commencement of this Corporation shall be upon issuance to the Corporation of a Certificate of Incorporation, as provided by Idaho Code Section 30-2-56, and the period of the Corporation's duration is perpetual.

#### ARTICLE VII

In addition to these Articles, and the By-Laws of the Corporation and the laws of the State of Idaho, the provisions for the regulation for the internal affairs of the Corporation include, but are not limited to, the fact that the Corporation's stock is restricted in its transfer as provided in the By-Laws of the Corporation and/or by agreement between the shareholders.

#### ARTICLE VIII

The property of the shareholders, members and officers of this Corporation, shall be forever exempt from corporate debts and liabilities.

#### ARTICLE IX

The names, post office addresses and number of common shares subscribed by each of the incorporators, are as follows:

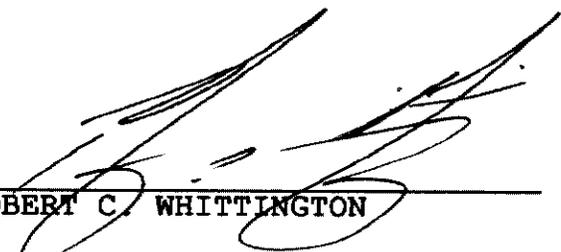
Robert C. Whittington 2011 Colorado Avenue Boise, Idaho 83706	60,000 Shares
Robert W. Hays 6857 Maxell Lane Boise, Idaho 83704	40,000 Shares

#### ARTICLE X

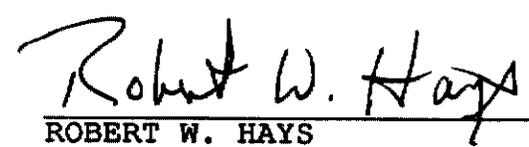
The Corporation shall not have a Board of Directors, but shall be run and managed directly by the shareholders. The shareholders shall have the power to amend, alter, change or

repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation. The incorporators set forth above are the only shareholders of the Corporation.

DATED this 28 day of March, 1989.

  
\_\_\_\_\_  
ROBERT C. WHITTINGTON

DATED this 28 day of March, 1989.

  
\_\_\_\_\_  
ROBERT W. HAYS

STATE OF IDAHO )  
                  : ss.  
County of Ada )

On this 28<sup>th</sup> day of March, 1989, before me the undersigned, a Notary Public in and for said State personally appeared ROBERT C. WHITTINGTON, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes therein contained.

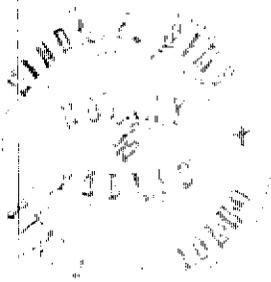
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above-written.

  
\_\_\_\_\_  
NOTARY PUBLIC FOR IDAHO  
Residing at Boise, Idaho  
My Commission Expires: 4/17/91

STATE OF IDAHO )  
                  : ss.  
County of Ada  )

On this 28<sup>th</sup> day of March, 1989, before me the under-  
signed, a Notary Public in and for said State personally appeared  
ROBERT W. HAYS, known to me to be the person whose name is sub-  
scribed to the foregoing instrument, and acknowledged to me that  
he executed the same for the purposes therein contained.

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 Boise, Idaho  
My Commission Expires: 4/17/91