

# State of Idaho

## Department of State

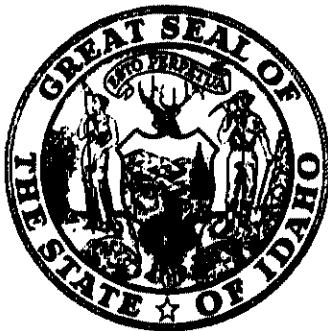
### CERTIFICATE OF INCORPORATION OF

JOHNSON FINANCIAL ASSOCIATES, 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: December 24, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Jonny Coulson*

Corporation Clerk

**ARTICLES OF INCORPORATION**

**OF**

**Johnson Financial Associates, Inc.  
An Idaho Corporation**

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SEC. OF STATE

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**I. NAME**

The name of the corporation shall be **JOHNSON FINANCIAL ASSOCIATES, Inc.**

**II. DURATION**

The duration of the corporation shall be perpetual.

**III. PURPOSE**

1. The corporation shall and is hereby authorized to engage in marketing, creating and designing financial plans; including but not limited to, the marketing of life insurance, annuities, securities, trusts and other financial planning products; giving financial advise, both oral and written, to people in relation to these products; contracting, training and motivating independent financial advisors as independent contractors; and to provide management and assistance to the independent contractors to help them pursue their own individual career; and undertaking all necessary work reasonably related thereto.

2. The corporation shall and is hereby granted authority to invest in, own, and lease real and personal property of any and all kinds.

3. The corporation may establish pension and profit sharing plans, trusts relating to same, and any other employee benefit or incentive plans for the employees or independent contractors of the corporation by adoption of a resolution of the board of directors relating to same.

4. The corporation shall do all things necessary and convenient for the accomplishment or furtherance of any purpose stated herein, and shall do all things necessary and convenient for the protection and benefit of the corporation.

5. The corporation, by resolution of the directors, may be established and organized as a Subchapter S corporation. In the event of such resolution, it shall abide by all terms required thereby.

6. The corporation, by resolution of a majority of all outstanding issued stock, may engage in any other lawful business for which a corporation may be incorporated under the Idaho Code, Section 30-1-1 et seq. (1991).

#### **IV. SHARES AND SHAREHOLDERS' POWERS**

The aggregate number of shares which the corporation shall have the authority to issue is 500,000 shares of common stock, each share having a par value of \$1.

#### **V. INITIAL BOARD OF DIRECTORS**

Sheldon A. Johnson and Shirley Johnson, 400 Fairway Dr., Pocatello, ID 83201, shall serve as the initial board of directors until the first annual meeting of the shareholders or until their successors are elected and qualified, as prescribed in the By-Laws.

#### **VI. BOARD OF DIRECTORS**

The board of directors shall have the power to provide rights, limitations or denials of rights to shareholders with regards to acquiring additional shares in the corporation and providing rules with respect to the transfer of its shares of stock. Any right or limitation of rights extended to the shareholders of the corporation shall be

adopted by amendment to the By-Laws of the corporation. The board of directors has all power to alter, amend or repeal any one or all By-Laws of the corporation.

No director shall have any personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for breach of a duty of loyalty, acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, any transaction from which the director derived an improper personal benefit, or as per Section 30-1-48, Idaho Code.

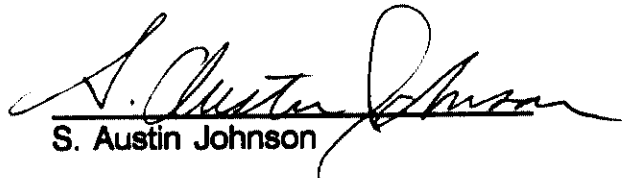
#### VII. INCORPORATORS

The incorporator of this corporation is S. Austin Johnson, 3900 72nd St., NW, Albuquerque, New Mexico.

#### VIII. REGISTERED AGENT AND OFFICE

The initial registered office of the corporation shall be at 1001 Yellowstone Ave., Pocatello, Idaho. The initial registered agent of the corporation shall be Sheldon A. Johnson, whose mailing address and business office is located at 1001 Yellowstone Ave., Pocatello, Idaho.

THE UNDERSIGNED, being of full age, does hereby certify that he has on this 9<sup>th</sup> day of December, 1991, formed JOHNSON FINANCIAL ASSOCIATES, INC. under the corporation laws of the State of Idaho, according to the terms and conditions set out above.

  
S. Austin Johnson

STATE OF NEW MEXICO     )  
  ) ss.  
COUNTY OF BERNALILLO    )

The foregoing instrument was acknowledged before me, this 9<sup>th</sup> day of December, 1991, by S. Austin Johnson.

Deana Moncaup  
NOTARY PUBLIC

My commission expires:  
9/14/94

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT  
BY DESIGNATED INITIAL REGISTERED AGENT**

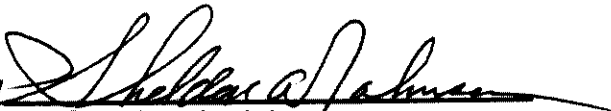
To the State Corporation Commission  
State of Idaho

STATE OF IDAHO                    )  
  )        ss.  
COUNTY OF Bannock         )

I, Sheldon A. Johnson, of Pocatello, Idaho, acknowledge that I do hereby accept appointment as the Initial Registered Agent of Johnson Financial Associates, Inc., the corporation which is named in the annexed Articles of Incorporation, and which is applying for a Certificate of Incorporation pursuant to the provisions of the Corporate Laws Act of the State of Idaho.

Dated: 12-20-91

Registered Agent

By   
Sheldon A. Johnson  
1001 Yellowstone Ave.,  
Pocatello, ID 83201

SUBSCRIBED AND SWORN to before me this 20<sup>th</sup> day of December, 1991,  
by Sheldon A. Johnson.

  
NOTARY PUBLIC

My commission expires:

12/31/97