

FILED EFFECTIVE

**RESTATED ARTICLES OF INCORPORATION
FOR
PREFERRED RETIREMENT OPTIONS, INC.**

2009 FEB 25 PM 4:18

SECRETARY OF STATE
STATE OF IDAHO**Article I**

The name of the corporation shall be Preferred Retirement Options, Inc. and its duration shall be perpetual.

Article II

The purpose for which this corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the laws of Idaho as currently in effect or as may be amended from time to time. The corporation initially intends to engage in the business of offering financial planning services and product solutions to include financial planning services, securities, insurance and insurance-related products and any other related products and services which may be deemed necessary.

Article III

The initial Board of Directors shall consist of two (2) members named and designated in this Article who will serve as Directors until their successors are elected and qualified:

James Leland Hancock

847 Buckboard Lane
Idaho Falls, ID 83402

Nan Peterson Hancock

847 Buckboard Lane
Idaho Falls, ID 83402**Article IV**

The name and address of the incorporator of the corporation is as follows:

James Leland Hancock

847 Buckboard Lane
Idaho Falls, ID 83402**Article V**

The number of persons to serve on the Board of Directors shall be fixed by the Bylaws, but in no case shall the number be less than one or more than six. The Board of Directors may elect such officers with such titles and exercise such duties as the Board of Directors may provide, subject to the provisions of the law or these articles.

RESTATED ARTICLES OF
INCORPORATION

IDAHO SECRETARY OF STATE
02/25/2009 05:00
CK: 285827 CT: 172899 RM: 1158617
1 @ 30.00 2 @ 30.00 AMEND PROF # 2
1 @ 20.00 2 @ 20.00 EXPEDITE C # 3

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Article VI

The private property of the Stockholders, Directors, Officers, and Employees and/or Agents of the Corporation shall be forever exempt from all corporate debts of any kind whatsoever.

Article VII

The Corporation shall indemnify every Director and Officer, or his or her heirs, personal representatives, administrators, and assigns against expenses reasonably incurred by him or her in connection with any action, suit or proceeding brought against said person seeking liability for negligence or misconduct wherein said person reasonably acted in furtherance of the corporation's business or affairs.

In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person indemnified did not commit such a breach of duty that would violate the terms and intent of this provision.

This right of indemnification shall not be exclusive of other rights which he or she may be entitled, but shall include all of those rights and provisions authorized by state law. As used in this Article, expenses shall include amounts of judgments, penalties, fines, costs, and attorney fees rendered or levied against such officer or directors, and any amounts paid in settlement shall have been approved by the Board of Directors of the Corporation.

Article VIII

The Corporation shall have the authority to issue twenty thousand (20,000) Shares of one class of Common Stock, each share to have one dollar (\$1.00) Par Value. All shares issued by the Corporation shall be designated as voting shares.

Article IX

The address of the initial Registered Office for the Corporation is 847 Buckboard Lane, Idaho Falls, ID 83402. The name of its original registered agent at said address is James Leland Hancock.

Wherefore, the undersigned submits these Restated Articles of Incorporation for the purposes herein expressed on this 19 day of February 2009.

James Leland Hancock

James Leland Hancock

Incorporator / Registered Agent

Certification

The initial Board of Directors hereby certifies that the provisions contained within the foregoing Restated Articles of Incorporation do not require shareholder approval, that these duly adopted restated articles of incorporation supersede the original articles of incorporation and all amendments thereto. The Board of Directors has adopted said Restated Articles of Incorporation and that it has authorized the filing of same with the Idaho Secretary of State, effective immediately.

DATED this 19 day of February, 2009

James Leland Hancock

James Leland Hancock

Initial Director

Nan P. Hancock

Nan Peterson Hancock

Initial Director