

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

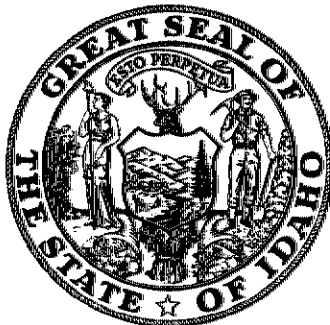
FAMILY FINANCIAL COUNSELING, INC.

File number C 114806

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: May 1, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

MAY 1 10 30 AM '96

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION OF
FAMILY FINANCIAL COUNSELING, INC.

IDAHO SECRETARY OF STATE
DATE 05/01/1996 0900 59079

CK #: 8410 CUST# 49478

CORP

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KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being of full age and a citizen of the United States, has this day associated for the purpose of forming a corporation under the provisions of the Idaho Business Corporation Act.

I hereby certify in writing:

ARTICLE I - NAME

The name of the corporation shall be Family Financial Counseling, Inc.

ARTICLE II - PURPOSES AND POWERS

The purposes for which said corporation is formed are:

A. To provide financial counseling and related services to members of the public.

B. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

C. To manufacture, produce, buy, sell, trade, and deal in any and all types and kinds of goods, machinery, products, merchandise, and personal property of every class and description at wholesale or retail for and on the account of the corporation, or as manufacturer, broker, factor, or agent for others.

D. To enter into, make, perform, and carry out contracts of every sort and kind with any person, firm, corporation, or other legal entity and to acquire and take over the good will, property, rights, franchises, options, and assets of every kind and the liabilities of any person, firm, association, corporation, or other legal entity, either wholly or in part, and to pay for the same in cash, stocks, or bonds of the corporation or otherwise.

E. To purchase or acquire property, business rights, or franchises, or for any other object in or about its business affairs, to incur debt and to borrow and secure the payment of money in any lawful manner, including the issue and sale of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, notes, or other evidence or indebtedness, and to acquire by purchase, gift, or otherwise, shares of its own corporate stock and cancel the same, or any part thereof, or hold all or any of such stock for resale as treasury stock, or for the purpose of making stock dividends to its shareholders and to restrict the transferability of its outstanding shares to the extent reasonably necessary to protect the rights of the corporation and its shareholders in any stock purchase, contracts, or options that may be made between themselves or any of them.

F. To act as surety or creditor in any and all types of

engagement, including the power to execute, endorse, and deliver contracts, and to guarantee the prompt and faithful performance for payment of debts, notes, agreements, contracts, and undertakings of any other person, firm, partnership, or corporation, and to act as accommodation co-maker or guarantor on obligations either as primary or secondary obligator.

G. Without in any manner limiting any of the objects, purposes, or powers of the corporation, the business or purposes of said corporation shall be, from time to time, to do any one or more of all of the acts or things herein set forth.

H. The several subdivisions contained in this article of purposes shall be construed as both purposes and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on business corporations by the laws of the State of Idaho, all of which powers are hereby expressly claimed.

ARTICLE III - DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The registered office of said corporation in the State of Idaho shall be 401 Second Street North, #101, Twin Falls, Idaho. The registered agent shall be Michael B. Robertson.

ARTICLE V - CORPORATE STOCK

The aggregate number of shares the corporation shall have authority to issue is 100, all of which shall have a par value of \$1.00 per share.

ARTICLE VI - INCORPORATOR

The incorporator of this corporation is:

<u>Name and Address</u>	<u>Number of Shares</u>
Michael B. Robertson P. O. Box 1944 Twin Falls, Idaho 83303-1994	51

ARTICLE VII - ADDRESS OF INITIAL BOARD OF DIRECTORS

The address of the initial board of directors shall be 401 Second Street North, #101, Twin Falls, Idaho.

ARTICLE VIII - MANAGEMENT

The initial board of directors shall consist of three directors and shall be: Michael B. Robertson, Catherine L. Robertson and Verlene Claiborne. Thereafter the business of the corporation shall be managed by a board of at least three directors, except that if all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three but not less than the number of stockholders. Directors need not be shareholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified.

ARTICLE IX - BY-LAWS

The power to adopt, repeal, and amend the by-laws of the corporation shall be in the stockholders, and the by-laws may be amended, adopted, or repealed by a majority vote of the stock issued and entitled to vote.

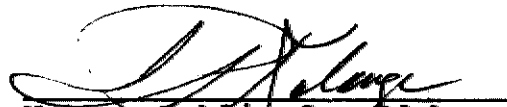
IN WITNESS WHEREOF, I have hereunto set my hand this 29th day of April, 1996.


Michael B. Robertson

STATE OF IDAHO)
County of Twin Falls) ss.

On this 29 day of April, 1996, before me, the undersigned, a Notary Public for Idaho, personally appeared Michael B. Robertson, known to me to be the person whose name is subscribed to in the foregoing instrument, and acknowledged to me that he executed the same.

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 Twin Falls
Com. Exp. 7-13-98