

FILED EFFECTIVE

ARTICLES OF INCORPORATION 09 MAY 28 AM 8:16

OF

SECRETARY OF STATE
STATE OF IDAHO

BROWN FINANCIAL SERVICES, INC.

The undersigned person of legal age, as incorporator of a corporation under the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE 1. NAME.

The name of the corporation is "BROWN FINANCIAL SERVICES, INC."

ARTICLE 2. DURATION.

The period of its duration is perpetual.

ARTICLE 3. PURPOSES.

This corporation is organized for the following purposes:

- (a) To engage in the business of providing financial planning services and products.
- (b) To engage in any business, trade or activity which may lawfully be conducted by a corporation organized under the Idaho Business Corporation Act.
- (c) To engage in all such activities as are incidental or conducive to the attainment of the purposes of this corporation or any of them and to exercise any and all powers authorized or permitted to be done by a corporation under any laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses of this Article 3 shall each be construed as purposes and powers, and the matters expressed in each clause shall be in no way limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers; and nothing contained in these clauses shall be deemed

IDAHO SECRETARY OF STATE
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in any way to limit or exclude any power, right or privilege given to this corporation by law or otherwise.

ARTICLE 4. SHARES.

This corporation shall have authority to issue 100,000 shares of common stock, and each share shall have a par value of \$1.00.

ARTICLE 5. REGULATION OF INTERNAL AFFAIRS.

The provisions for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws.

ARTICLE 6. AMENDMENTS TO ARTICLES OF INCORPORATION.

This corporation reserves the right to amend or repeal, by the affirmative vote of the holders of two-thirds of the shares entitled to vote thereon, any of the provisions contained in these Articles of Incorporation, and the rights of the shareholders of this corporation are granted subject to this reservation.

ARTICLE 7. BYLAWS.

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws for this corporation, subject to the power of the shareholders to amend or repeal such Bylaws.

The power to adopt, amend or repeal the Bylaws of the corporation is reserved to the shareholders, the affirmative vote of the holders of not less than 75% percent of the total number of the shares issued and outstanding being necessary to exercise that power.

ARTICLE 8. REGISTERED OFFICE, AGENT.

The address of the initial Registered Office of this corporation is 103 S. Washington St., Suite 6, Moscow, ID 83843, and the name of its initial Registered Agent is Kirby C. Brown.

ARTICLE 9. DIRECTORS.

The number of directors of this corporation shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified herein. The initial Board of Directors shall consist of two (2) directors, and the names and addresses of the persons who shall serve as directors until the First Annual Meeting of Shareholders and until their successors are elected and qualify, unless they resign or are removed, are:


Kirby C. Brown
103 S. Washington, Suite 6
Moscow, ID 83843

Laurie Brown
103 S. Washington, Suite 6
Moscow, ID 83843

ARTICLE 10. INCORPORATOR.

The name and address of the incorporator is Kirby C. Brown, 103 S. Washington, Suite 6, Moscow, ID 83843.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated this 21st day of May, 2009.



KIRBY C. BROWN
Incorporator

STATE OF IDAHO

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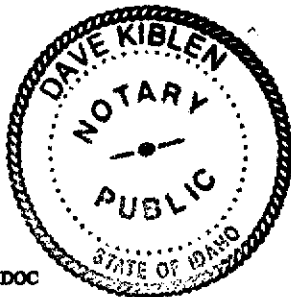
) ss.

County of Latah

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I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Idaho, certify that Kirby C. Brown, being the incorporator referred to in the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and notarial seal this 21 day of May, 2009.



H:\Brown, Kirby\ARTID.DOC

Dave Kiblen
NOTARY PUBLIC in and for the State
of Idaho, residing at Moscow
My Commission Expires: 7/18/2012