



**CERTIFICATE OF INCORPORATION
OF**

INSURANCE AND FINANCIAL PLANNING, 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: *July 15, 1986*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

JUL 15 10 08 AM '86

SECRETARY OF STATE

RECEIVED
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
INSURANCE AND FINANCIAL PLANNING, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be Insurance and Financial Planning, Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose and object for which the corporation is formed is for the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business corporation Act, provided it shall not be the purpose or object of this corporation to become a stock or mutual insurer as those terms are defined by Idaho Law. It shall be one of the purposes and objects of this corporation to sell insurance offered by insurance companies authorized to conduct business in the State of Idaho.

ARTICLE IV

The amount of the authorized capital stock of this corporation shall be divided into 1000 shares of common stock with said stock to have no par value. Before any of the capital stock of this corporation may be sold or transferred by any of its members or shareholders, the corporation itself must be given a thirty-day (30) option to repurchase the stock, provided, however, that should the corporation desire not to purchase any stock to be sold or transferred, the remaining shareholders and members of the corporation shall be given a thirty-day (30) option to repurchase said stock after receiving notice, in writing, that the corporation will not repurchase said stock itself.

ARTICLE V

Pursuant to Idaho Law, the shareholders shall have the option of performing all of the functions of the Board of Directors. The shareholders shall have the option of selecting a Board of Directors; in which case, the Board of Directors shall assume full responsibility for performing all duties and responsibilities of the Board of Directors.

ARTICLE VI

The address of the corporation's initial registered office in the State of Idaho is 525 Park Avenue, Suite 2C, Idaho Falls, Idaho, 83401, and the name of the initial registered agent at such address is Kent W. Gauchay.

ARTICLE VII

The numbers of directors constituting the initial Board of Directors is one (1) and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successor be elected and qualify is:

Kent W. Gauchay
525 Park Avenue, Suite 2C
P.O. Box 484
Idaho Falls, Idaho 83401

The Directors shall be elected at the annual meeting of the stockholders, which will be held annually at a time and place specified by the shareholders, and after proper legal notice, or at such other time and place as the shareholders may so designate.

ARTICLE VIII

The name and address of each incorporator is:

Kent W. Gauchay
525 Park Avenue, Suite 2C
P.O. Box 484
Idaho Falls, Idaho 83401

IN WITNESS WHEREOF, I have hereunto set my hand and seal and executed, in duplicate, this document on the 9 day of July, 1986.


Kent W. Gauchay

STATE OF IDAHO)
)ss.
County of Bonneville)

On this 9th day of July, 1986, before me
the undersigned, a Notary Public in and for said State,
personally appeared Kent W. Gauchay, known to me to be the
person whose name is subscribed to the within 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.

Carol J. Voorhees
Notary Public
Residing at: Idaho Falls, ID
My Commission Expires: 8/7/92