



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

COORDINATED FINANCIAL SERVICES
a corporation duly organized and existing under the laws of *Utah* has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the *first* day of *November* 19 *78*, a properly authenticated copy of its articles of incorporation, and on the *first* day of *November* 19 *78*, a designation of *C T Corporation System* in the County of *Ada* as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this *1st* day of *November*, A.D., 19 *78*.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk



Office of Lt. Governor/Secretary of State

I, DAVID S. MONSON, LT. GOVERNOR/SECRETARY OF STATE OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation and Amendments of COORDINATED FINANCIAL SERVICES, a Utah corporation incorporated February 25, 1971, amendment filed January 27, 1972 in this office.

AS APPEARS OF RECORD IN MY OFFICE.

IN WITNESS WHEREOF, I have
hereunto set my hand and affixed the
Great Seal of the State of Utah at Salt
Lake City, this 24th day of
October A.D. 1978.



DAVID S. MONSON
LT. GOVERNOR/SECRETARY OF STATE

David S. Monson
AUTHORIZED PERSON

ARTICLES OF INCORPORATION

OF

COORDINATED FINANCIAL SERVICES

WE, THE UNDERSIGNED natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. Corporate Name.

The name of this corporation is COORDINATED FINANCIAL SERVICES.

ARTICLE II. Duration of Corporation.

The corporation is to have perpetual existence.

ARTICLE III. Corporate Purposes.

The general purposes and objects for which this corporation is organized are:

- (a) To engage in the business of financial planning for individuals and businesses, including consulting and advising with respect to insurance, securities, real estate and other investments and consulting and advising with respect to the management and operation of businesses and properties of every kind.
- (b) To engage in the business of leasing or selling time on computers and other data processing facilities and in the business of selling financial analyses and other kinds of printed computer and data processing outputs.
- (c) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes for the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

- (d) The foregoing clauses shall be construed both as objects and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Utah; and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article III "Corporate Purposes" of these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

ARTICLE IV. Shares.

The aggregate number of shares which this corporation shall have authority to issue is FIFTY THOUSAND (50,000) shares of a par value of One Dollar (\$1.00) per share. All stock of the corporation shall be of the same class and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE V. Commencing Business.

This corporation will not commence business until consideration of a value of at least \$1,000 has been received for the issuance of shares.

ARTICLE VI. Cumulative Voting and No Pre-Emptive Rights.

At each election of directors, every shareholder entitled to vote at such election shall have the right to accumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions, and for such consideration as the Board of Directors shall determine. Stockholders shall have no pre-emptive rights to acquire unissued shares of the stock of this corporation.

ARTICLE VII. Bylaws.

The directors shall adopt bylaws which are not inconsistent with law or these Articles for the regulation and management of the affairs of the corporation. These bylaws may be amended from time to time or repealed, pursuant to law.

ARTICLE VIII. Registered Office and Agent.

The address of this corporation's initial registered office and the name of its original registered agent at such address is:

Robert W. Raybould
911 Deseret Building
Salt Lake City, Utah 84111

ARTICLE IX. Directors.

The number of directors constituting the initial Board of Directors of this corporation is four (4). The names and addresses of persons who are to serve as directors until the first annual meeting of stockholders, or until their successors be elected and qualify, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>CITY AND STATE</u>
J. Gary Sheets	2979 Branch Drive	Salt Lake City, Utah
Robert W. Raybould	752 Sunrise Avenue	Salt Lake City, Utah
Joseph M. Newey	725 18th Avenue	Salt Lake City, Utah
M. Darrell Nilson	2622 Eagle Way	Salt Lake City, Utah

ARTICLE X. Incorporators.

The name and address of each Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>	<u>CITY AND STATE</u>
J. Gary Sheets	2979 Branch Drive	Salt Lake City, Utah
Robert W. Raybould	752 Sunrise Avenue	Salt Lake City, Utah
Joseph M. Newey	725 18th Avenue	Salt Lake City, Utah

ARTICLE XI. Officers and Directors Contracts.

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that a director or officer of this corporation is interested in, or is a director or

other officer of, such other corporation. Any director, individually or with others, may be a party to, or may be interested in, any transaction of this corporation or any transaction in which this corporation is interested. No contract, act or other transaction of this corporation with any person, firm or corporation shall be affected by the fact that any director of this corporation (a) is a party to, or is interested in, such contract, act or transaction, or (b) is in some way connected with such person, firm or corporation. Each person who is now or may become a director of this corporation is hereby relieved from liability that might otherwise obtain in the event such director contracts with this corporation for the benefit of himself or any firm, association, or corporation in which he may be interested in any way, provided said director acts in good faith.

J. Gary Sheets
J. GARY SHEETS

Robert W. Raybould
ROBERT W. RAYBOULD

Joseph M. Newey
JOSEPH M. NEWAY

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

I, the undersigned Notary Public, hereby certify that J. GARY SHEETS, ROBERT W. RAYBOULD, and JOSEPH M. NEWAY personally appeared before me, and, being duly sworn by me, severally declared that they are the persons who signed the foregoing instrument as Incorporators and that the statements therein contained are true.

[Signature]
NOTARY PUBLIC
Residing at Salt Lake City, Utah

My Commission Expires:

Apr 2, 1971

ARTICLES OF AMENDMENT

RECEIVED
OFFICE OF
STATE

TO ARTICLES OF INCORPORATION

1912 J. 11

OF

COORDINATED FINANCIAL SERVICES

FILED

Pursuant to the provisions of Section 16-10-57, Utah Code Annotated (1953), as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is COORDINATED FINANCIAL SERVICES.
2. The amendment adopted is that Article III of the Articles of Incorporation is amended to read as follows:

ARTICLE III. Corporate Purposes.

The general purposes and objects for which this corporation is organized are:

- (a) To engage in the insurance business as an agent, manager or broker in all classes of insurance now or hereafter permitted by statutes.
- (b) To engage in the business of buying, selling, and otherwise dealing in or with, in any manner whatsoever, as broker, agent, or principal, and for commission or otherwise, securities, real estate, and other investments.
- (c) To engage in the business of financial planning for individuals and businesses, including consulting and advising with respect to insurance, securities, real estate and other investments and consulting and advising with respect to the management and operation of businesses and properties of every kind.
- (d) To engage in the business of leasing or selling time on computers and other data processing facilities and in the business of selling financial analyses and other kinds of printed computer and data processing outputs.
- (e) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes for the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in

any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

- (f) The foregoing clauses shall be construed both as objects and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Utah; and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article III "Corporate Purposes" of these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

3. The date of the adoption of the foregoing Amendment by the shareholders was November 18, 1971.

4. The number of shares outstanding is 1,000 and all of said outstanding shares were entitled to vote on the amendment. There was only one class of stock.

5. All outstanding shares of stock were voted for the amendment and no shares of stock were voted against it. The amendment does not provide for an exchange, reclassification, or cancellation of issued shares and does not effect a change in the amount of stated capital.

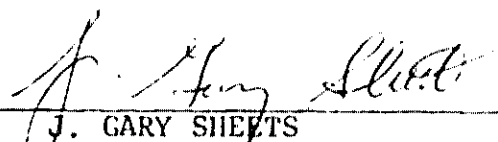
DATED this 17th day of December, 1971.

COORDINATED FINANCIAL SERVICES

By J. Gary Sheets
J. GARY SHEETS, President
By Robert W. Raybould
ROBERT W. RAYBOULD, Secretary

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

J. GARY SHEETS, being first duly sworn, on oath deposes and says: that he is the duly elected and qualified President of Coordinated Financial Services, a Utah corporation; that he and Robert W. Raybould, Secretary of said Corporation, executed the foregoing Articles of Amendment on behalf of said Corporation; that he has read the foregoing Articles of Amendment and knows and understands the contents thereof; and that the statements therein contained are true.



J. GARY SHEETS

Subscribed and sworn to before me this 17th day of
November, 1971.



Notary Public
Residing at Salt Lake City, Utah

My Commission Expires:
NORMA JOAN NICKLE
My Commission Expires June 1, 1975