



CERTIFICATE OF INCORPORATION  
OF

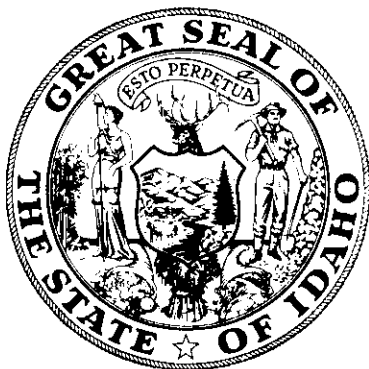
INTERMOUNTAIN FINANCIAL CONSULTANTS, INC.

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 \_\_\_\_\_  
**INTERMOUNTAIN FINANCIAL CONSULTANTS, INC.**

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: **January 20, 1982**



SECRETARY OF STATE

by:

ARTICLES OF INCORPORATION

OF

INTERMOUNTAIN FINANCIAL CONSULTANTS, INC.

We, the undersigned, all being of legal age, acting as Incorporators under the Idaho Business Corporation Act, voluntarily adopt the following Articles of Incorporation for such corporation.

ARTICLE I

Name. The name of the corporation shall be:  
INTERMOUNTAIN FINANCIAL CONSULTANTS, INC.

ARTICLE II

Duration. The corporation shall exist perpetually unless dissolved as provided by law.

Purposes. The purposes for which the corporation is organized are: to buy, sell, and generally deal in all forms of insurance, and to do any and all things that might be reasonably connected with the management or operation of the foregoing. Further, to acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise conduct any business relating to or useful in connection with any business of this corporation, and in general to carry on any other business, whether related or unrelated to any of the foregoing. Further, to have and to exercise all the powers now or hereafter conferred by the laws of the State of Idaho upon corporations organized pursuant to the laws under which this corporation is organized and any and all acts amendatory thereof and supplemental thereto.

The foregoing shall be made and construed as purposes and powers of the corporation and enumeration thereof shall not be construed as limiting or restricting on any manner the powers of this corporation, which shall always have such incidental powers as may be connected with or related to any specific power herein enumerated.

ARTICLE IV

Capitalization. The corporation shall have authority to issue THIRTY THOUSAND (30,000) shares of stock in common class only with a no par value.

ARTICLE V

Voting Rights. Each holder of the Common Stock shall be entitled to one vote for each share of stock standing in this name on the books of the Corporation. At each election of directors, each holder of the Common Stock shall have as many votes as the number of shares of Common Stock owned by him multiplied by the number of directors to be elected by the holders of the Common Stock. These votes may be divided among the total number of directors to be elected by the holders of Common Stock, or distributed among any lesser number, in such proportion as the holder may desire.

At all meetings of shareholders, two-thirds (2/3) of the shareholders entitled to vote as such meeting, represented in person or by proxy, shall constitute a quorum.

ARTICLE VI

Special Directors' Powers. The Board of Directors may from time to time distribute to the shareholders in partial liquidation, out of stated capital or capital surplus of the corporation, a portion of its assets, in cash or property, subject to the limitations contained in the statutes of Idaho.

For the management of the business and for the conduct of the affairs of the corporation, and in furtherance of and not in limitation or exclusion of the powers conferred by law, no contract or other transaction of the corporation with any other person, firm or corporation, or in which this corporation is interested, shall be affected or invalidated by: 1) The fact that any one or more of the directors or officers of this corporation is interested in or is a director or officer of another corporation; or, 2) The fact that any director or officer, individually or jointly with others, may be a party to or may be interested in any such contract or transaction.

Each person who may become a director or officer of the corporation is hereby relieved of any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any way interested.

#### ARTICLE VII

Commencing Business. The corporation will not commence business until consideration of the value of at least ONE THOUSAND DOLLARS (\$1,000.00) has been received for the issuance of shares.

#### ARTICLE VIII

Registered Office and Registered Agent. The address of the corporation's initial registered office shall be 2610 Greenwood Circle, Boise, Idaho, 83706, and the corporation's initial registered agent shall be David Gidley.

#### ARTICLE IX

Directors. The number of directors constituting the initial Board of Directors is two. The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified, are as follows:

Arlen Millward	205 - 26th Street, Suite 12 Ogden, UT 84401
Barry Eldredge	205 - 26th Street, Suite 12 Ogden, UT 84401

Incorporators. The names and addresses of the incorporators are as follows:

Arlen Millward	205 - 26th Street, Suite 12 Ogden, UT 84401
Barry Eldredge	205 - 26th Street, Suite 12 Ogden, UT 84401

ARTICLE XI

Limitation on transfer of shares. No stockholder, or the executor or administrator of any deceased stockholders' estate shall transfer stock in this corporation without first notifying the corporation of the name of the proposed transferee, and obtaining the consent and approval of the Board of Directors; and if the board shall refuse or fail to approve such proposed transfer, then the corporation shall, within forty five (45) days of such application, either itself purchase or find a satisfactory purchaser for the stock at not less than the value thereof as last fixed by the Board of Directors in accordance with the By-laws. Otherwise such transfer may not be made.

The corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner thereof for all purposes, including all rights derived from such shares, and shall not be bound to recognize any equitable or other claim to, or interest in, such shares or rights derived from such shares, on the part of any other person, including but without limiting the generality hereof, a purchaser, assignee or transferee of such shares or rights deriving from such shares, unless and until such purchaser, assignee, transferee, or other person becomes the registered holder of such shares, whether or not the corporation shall have either actual or constructive notice of the interest of such purchaser, assignee, transferee, or other person. The purchaser, assignee, or transferee of any of the share of the corporation shall not be entitled; to receive notice of the meetings of the shareholders; to vote at such meetings; to examine the list of the shareholders; to be paid dividends or other sums payable to shareholders; or to enjoy or exercise any property or rights deriving from such shares against the corporation, until such purchaser, assignee, or transferee has become the registered holder of such shares.

IN WITNESS WHEREOF, we have executed these Articles  
of Incorporation this 7th day of January, 1982.

Arden J. Millward  
ARLEN MILLWARD

Barry Eldredge  
BARRY ELDREDGE

STATE OF UTAH       )  
                          :    ss  
COUNTY OF WEBER   )

On the 7th day of January, 1982, personally  
appeared before me ARLEN MILLWARD and BARRY ELDREDGE the  
signers of the foregoing Articles of Incorporation who  
duly acknowledged to me that they executed the same.

My Commission Expires:

12/1/84

Notary Public  
NOTARY PUBLIC

Residing at: 6700, 111