

Articles of Incorporation

of

Pension One Source, Inc.

97DEC-4 AM 8-54
SECRETARY OF STATE
STATE OF IDAHO

FILED

The undersigned, acting as incorporator, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I. Name. "Pension One Source, Inc." is the name of the Corporation.

ARTICLE II. Authorized Shares. The aggregate number of shares the corporation is authorized to issue is 100, all of which are voting stock.

ARTICLE III. Initial Registered Agent and Office. The name and the address of the Corporation's initial registered agent and office, respectively, are—

Norman G. Reece
151 North 3rd Avenue, Suite 310, Pocatello, Idaho 83201.

ARTICLE IV. Incorporator. The name and address of the incorporator are—

John G. Simmons
1885 Monticello Drive, Idaho Falls, Idaho 83404.

ARTICLE V. Voting of Shares.

- (a) Except as provided in sections (b) and (d) of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.
- (b) The Corporation is not entitled to vote treasury shares. The shares of the Corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, if this Corporation owns, directly or indirectly, a majority of shares entitled to vote for directors of the second corporation.
- (c) Section (b) of this Article does not limit the power of this Corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

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- (d) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

ARTICLE VI. Preemptive Rights. The shareholders have preemptive rights to and against the issuance by the Corporation of additional shares of stock.

ARTICLE VII. Cumulative Voting for Directors. In voting for directors, each shareholder shall be allowed to vote the number of shares of stock owned by him of record for each of as many persons as there are directors to be elected, or to cumulate said votes and give one candidate as many votes as the number of candidates multiplied by the number of his shares of stock shall equal, or to distribute them on the same principal among as many candidates as he shall see fit



John G. Simmons
Incorporator

Dated: Nov. 29, 1997

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