

State of Idaho

Department of State.

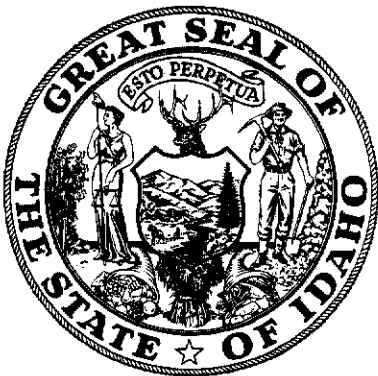
CERTIFICATE OF INCORPORATION OF

IDAHO 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 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: June 17, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra Hawkey*

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ARTICLES OF INCORPORATION
OF

IDAHO FINANCIAL CONSULTANTS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being of full age and a citizen of the United States, has this day associated for the purpose of forming a corporation under the provisions of the Idaho Business Corporation Act.

And I hereby certify in writing:

ARTICLE I.

NAME

The name of said corporation shall be Idaho Financial Consultants, Inc.

ARTICLE II.

PURPOSES AND POWERS

The purposes for which said corporation are formed are:

A. To provide financial consulting services, to assist licensed stock brokers, financial planners and to perform related services for licensed brokers, financial planners and similarly related individuals and entities; to undertake securities brokerage and to perform all acts and services necessarily related to all aspects of financial planning, consulting and the

solicitation of investment funds to the extent authorized by state and Federal securities laws.

B. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

C. To manufacture, produce, buy, sell, trade and deal in any and all types and kinds of goods, machinery, products, merchandise and personal property of every class and description at wholesale or retail for and on the account of the corporation, or as manufacturer, broker, factor, or agent for others.

D. To enter into, make, perform and carry out contracts of every sort and kind with any person, firm or corporation or other legal entity and to acquire and take over the good will, property, rights, franchises, options and assets of every kind and the liabilities of any person, firm, association, corporation or other legal entity either wholly or in part, and to pay for the same in cash, stocks, or bonds of the corporation or otherwise.

E. To purchase or acquire property, business rights or franchises or for any other object in or about its business affairs, to incur debt and to borrow and secure the payment of money in any lawful manner, including the issue and sale of money

in any lawful manner, including the issue and sale or other disposition of bonds, debentures, notes or other evidence or indebtedness, and to acquire by purchase, gift, or otherwise, shares of its own corporate stock and cancel the same or any part thereof, or hold all or any of such stock for resale as treasury stock, or for the purpose of making stock dividends to its shareholders and to restrict the transferability of its outstanding shares to the extent reasonably necessary to protect the rights of the corporation and its shareholders in any stock purchase, contracts, or options that may be made between themselves or any of them.

F. To act as surety or creditor in any and all types of engagement, including the power to execute, endorse and deliver contracts and to guarantee the prompt and faithful performance for paymet of debts, notes, agreements, contracts and undertakings of any other person, firm, partnership, or corporation, and to act as accomodation co-maker or guarantor on obligations either as primary or secondary obligor.

G. Without in any manner limiting any of the objects, purposes or powers of the corporation, the business or purposes of said corporation shall be from time to time to do any one or more of all of the acts or things herein set forth.

H. The several subdivisions contained in this paragraph of purposes shall be construed as both purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers, conferred on business corporations by the laws of the State of Idaho, all of which powers are hereby expressly claimed.

ARTICLE III.

DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE IV.

REGISTERED OFFICE

The registered office of said corporation in the State of Idaho shall be 317 6th Avenue North, Twin Falls, Idaho 83301. The registered agent shall be Randy J. Stoker, Attorney at Law, P.O. Box 234, Twin Falls, Idaho 83303-0234.

ARTICLE V.

CORPORATE STOCK

The aggregate number of shares the corporation shall have authority to issue is 500 all of which shall have a par value of \$1.00 per share.

ARTICLE VI.

INCORPORATOR

The incorporator of this corporation is:

<u>NAME</u>	<u>Address</u>	<u>No. of Shares</u>
Michael B. Robertson	c/o P.O. Box 234 Twin Falls, ID 83303-0234	1

ARTICLE VII.

ADDRESS OF INITIAL BOARD OF DIRECTORS

The address of the initial board of directors shall be P.O. Box 234, Twin Falls, ID 83303-0234

ARTICLE VIII.

MANAGEMENT

A. The initial board of directors shall consist of three directors and shall be: Michael B. Robertson, Robert W. McKinstry and Verlene Claiborn. Thereafter the business of the corporation shall be managed by a board of at least three (3) directors, except that if all of the shares of the corporation are owned beneficially and of record by either one (1) or two (2) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. Directors need not be shareholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified.

ARTICLE IX.

BY-LAWS

The power to adopt, repeal, and amend the by-laws of the corporation shall be in the stockholders and the by-laws may be

amended, adopted, or repealed by a majority vote of the stock issued and entitled to vote.

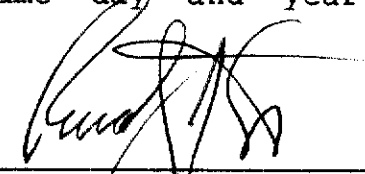
IN WITNESS WHEREOF, I have hereunto set my hand this 9
day of June, 1987.


Michael B. Robertson

STATE OF IDAHO)
County of Twin Falls)ss.
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On this 9 day of June, 1987, before the undersigned notary public in and for said County and State, personally appeared Michael B. Robertson, 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 same day and year in this certificate first above written.



Notary Public for Idaho
Residing at Twin Falls
Commission expires 1/6