

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**

**OF**

**COMPASS FINANCIAL, INC.**

OCT 14 PM 2:16

SECRETARY OF STATE  
STATE OF IDAHO

I/we, the undersigned natural persons, of the age of eighteen years or more, acting as an incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I  
CORPORATE NAME**

The name of the corporation is **COMPASS FINANCIAL, INC.**

**ARTICLE II  
PERIOD OF DURATION**

The corporation shall have perpetual succession by its corporate name and shall exist until it is dissolved according to law.

**ARTICLE III  
CORPORATE PURPOSES**

The purposes for which the corporation is organized are:

1. The character and purpose of the Company and its business are (1) to lend, borrow, trade and invest money and to invest in, buy, sell, service, or otherwise deal in or with loans, on its own account, or as an agent, broker, or correspondent for others and to lend money with or without security and to otherwise invest in, buy, sell, service, or otherwise deal in or with secured or unsecured loans either for its own account or as agent, broker, or correspondent for others and (2) to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others, and incidental or pertaining to, or growing out of, or connected with, its business or powers, provided the same be not inconsistent with the laws of the State of Idaho.

2. To give credit, and lend and advance money to such persons, corporations, partnerships, trusts or companies as may be deemed advisable by this corporation, and upon such terms and security as may seem expedient to this Corporation.

IDAHO SECRETARY OF STATE  
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3. To borrow or raise money, and without limit, and upon any terms, for any of the corporate purposes of the Corporation; to authorize the issue of bonds, notes, stocks, and other obligations or evidence of indebtedness of this Corporation for moneys so borrowed; and to secure the payment of the same and of the interest thereon by mortgage upon, or pledge, conveyance, or assign in trust of, the whole or any part of the property of the Corporation, real or personal.

4. To make, perform, underwrite, finance, or guarantee contracts of every kind and nature incident to or in any manner pertaining to the foregoing powers, pursuits or purposes, without limit as to amount.

5. To act as principal or agent for others and receive compensation for all services which it may render in the performance of the duties of an agency character.

6. To purchase, hold, sell and transfer the shares of its own capital stock.

7. To engage in the general business of investing, on behalf of itself and others, any part of its capital and such additional funds as it may obtain, or any interest thereon, either as tenant in common or otherwise, and to sell or otherwise dispose of the same, or any part thereof, or any interest therein.

8. To acquire by purchase, lease, trade, manufacture, or otherwise any personal property deemed necessary, useful or convenient in the equipment, furnishing, improvement, development or management of any real or personal property, at any time owned, held, or occupied by the corporation; to invest, trade and deal in any personal property deemed beneficial to the corporation; and to encumber or dispose of any personal property at any time owned or held by the corporation.

9. To acquire by purchase, lease, trade or otherwise, the good will, business, property, assets, franchises and rights, in whole or in part, of any person, firm, association or corporation, and to assume all or any of the liabilities thereof and pay for the same in cash or with the stock of this corporation or its debentures, bonds, or otherwise; and to hold, maintain, operate and conduct, as well as in any manner dispose of, the whole or any part of the property so acquired, but always in accordance with and subject to law.

10. To borrow money and contract debts when necessary for the transaction of the business of the corporation and for the exercise of its corporate rights or franchises and for any of the purposes of the corporation; debentures and other promissory notes, bills of exchange, debentures and other obligations in evidence of indebtedness, payable at specific time or times or payable upon the happening of a specified event or events, and when necessary to secure the same or any part thereof by real estate or chattel mortgage, pledge, assignment or otherwise, for money borrowed or goods purchased or for payment of property purchased or acquired, or for any other lawful obligation; also to issue, sell, and dispose of certificates of investment or participation certificates.

11. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others, and incidental or pertaining to, or growing out of, or connected with, its business or powers, provided the same be not inconsistent with the laws of the State of Idaho.

12. To do each and every thing above set forth to the same extent and as fully as natural persons might or could do in this state or in any other state, country, or place.

13. The foregoing provisions shall be construed both as purposes and powers and shall in no wise be limited or restricted by reference to, or inference from, the terms of any other provision in this or any other article; and it is hereby expressly provided that the foregoing provisions shall not be held to limit or restrict in any manner the powers of the corporation conferred by the laws of the State of Idaho upon corporations formed thereunder, and the corporation shall have and may exercise all of the powers conferred upon it by law.

#### ARTICLE IV AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000) shares of common stock. The corporation shall only authorize shares that are of the same class with equal and unlimited voting rights.

#### ARTICLE V PRE-EMOTIVE RIGHT OF SHAREHOLDERS

1. The pre-emptive right of shareholders to acquire additional or treasury shares of the corporation or the shares of any other shareholder shall not be limited or denied.

2. All transfers of shares or stock certificates, whether by sale or otherwise, and whether voluntary or involuntary shall be subject to the rights of existing shareholders to purchase said shares or stock certificates as set forth in the Amended Bylaws or by Shareholders Agreements.

#### ARTICLE VI REGISTERED OFFICE AND AGENT

The address of the corporation's registered and designated office shall be: 1842 South Lakemoore Way, Eagle, Idaho 83616.

The corporation's initial registered agent shall be Chad Moffat whose place of business is the address of the registered and designated office.

ARTICLE VII  
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is two, provided, however, that the number may be changed by resolution of the Board of Directors to any number between two and six inclusive. The members of the Board of Directors need not be stockholders of the corporation. 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 shall qualify are:

NAME	ADDRESS
Chad Moffat	1842 South Lakemoore Way Eagle, Idaho 83616

The name and address of each incorporator is:

NAME	ADDRESS
Chad Moffat	1842 South Lakemoore Way Eagle, Idaho 83616

ARTICLE VIII  
REGULATION OF INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the corporation are to be found in the Bylaws of the corporation.

ARTICLE IX  
SMALL BUSINESS STOCK ELECTION

Election is made under the provisions of Section 1244 of the Internal Revenue Code, 1954, qualifying 1,000 shares of capital stock of the corporation as Section 1244 Small Business Stock. This election provides the shareholders the right to treat the shares of stock of this corporation, (issued under this election), if the same become worthless, as an ordinary loss rather than a capital loss for tax purposes.

DATED this 4<sup>th</sup> day of October, 2004.

  
CHAD MOFFAT - Registered Agent /  
Incorporator

STATE OF UTAH                    )  
  ss.  
COUNTY OF UTAH                )

I hereby certify that on the 4 day of October, 2004, CHAD MOFFAT, personally appeared before me, was duly sworn, and did declare that he is the person who signed the foregoing document as registered agent of **COMPASS FINANCIAL, INC.** and that the statements therein contained are true and accurate and Chad Moffat did declare that he is the person who signed the foregoing document as incorporator of **COMPASS FINANCIAL, INC.** and that the statements therein contained are true and accurate .

  
NOTARY PUBLIC

Residing at:  
My commission expires:

