



## THE RECORD REPORTER

~ SINCE 1914 ~

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## AFFIDAVIT OF PUBLICATION

Reference #:

Notice Type: AI Articles of Incorporation

Ad Description: 1147040-3 ON Q FINANCIAL, INC.

I, DIANE HEUEL, am authorized as the publisher to make this affidavit. Under oath, I state that the following is true and correct.

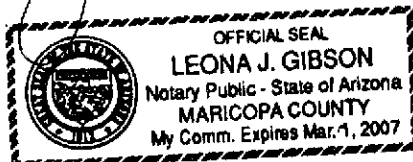
THE RECORD REPORTER is a newspaper of general circulation published Monday, Wednesday and Friday except legal holidays, in the County of Maricopa, State of Arizona. The copy hereto published is a true copy of the advertisement as published on the following dates:

08/20/04, 08/23/04, 08/25/04

*Diane Heuel*

Subscribed and sworn to before me on the 25th day of August, 2004

*Leona J. Gibson*



RR#: 714948

ARTICLES OF INCORPORATION  
OF  
ON Q FINANCIAL, INC.  
an Arizona corporation  
KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves for the purpose of forming a corporation under the laws of the State of Arizona, and as and for such purpose, do hereby adopt the following Articles of Incorporation:

FIRST: The name of this corporation shall be: On Q Financial, Inc. (the "Corporation").

SECOND: The known place of business of the Corporation shall be at 13639 E. Paradise Drive, Scottsdale, Arizona 85259.

THIRD: The purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

FOURTH: The character of business which this Corporation initially intends to conduct in Arizona is a financial services company.

FIFTH: The authorized capital stock of the Corporation shall be one hundred thousand shares (100,000) of common stock, \$1.00 par value.

SIXTH: The Corporation hereby appoints Richard C. Smith of Phoenix, Maricopa County, Arizona, whose address is Two North Central Avenue, Suite 2200, Phoenix, Arizona 85004-4406, its lawful statutory agent in and for the State of Arizona.

SEVENTH: The number of directors constituting the initial board of directors shall be one. The name and address of the person who is to serve until his successor is elected and qualified is as follows:

John Bergman  
13639 E. Paradise Drive  
Scottsdale, AZ 85259

EIGHTH: The name and address of the incorporator is:

John Bergman  
13639 E. Paradise Drive  
Scottsdale, AZ 85259

All powers, duties, and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

NINTH: The following officers of the Corporation are elected to hold office for the ensuing year until the respective successors are chosen and qualified, as follows:

President - John Bergman  
Secretary - John Bergman  
Treasurer - John Bergman

TENTH: The Corporation shall indemnify, to the maximum extent from time to time permitted by applicable law, any person who incurs liability or expense by reason of such person acting as an officer, director, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. The indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

ELEVENTH: To the fullest extent permitted by the Arizona Revised

Statutes as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

TWELFTH: The Corporation shall have the right to pay dividends payable in shares of one class of stock to holders of shares of another class of stock of the Corporation, and no shareholder approval or ratification of any such dividend shall be required.

IN WITNESS WHEREOF, the undersigned incorporator does hereunto sign his name this 5th day of August, 2004.

/s/ John Bergman  
John Bergman

08/20/04, 08/23/04, 08/25/04  
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ARIZONA CORP. COMMISSION  
CORPORATIONS DIVISION