



03914148

AZ CORPORATION COMMISSION  
FILED

ARTICLES OF INCORPORATION

MAY 9 1 2012

MEDICARE SOLUTIONS OF ARIZONA, Inc.

FILE NO. -1765158-0

ARTICLE I

**Name:** The name of the corporation shall be:  
MEDICARE SOLUTIONS OF ARIZONA, Inc.

ARTICLE II

**Purpose:** 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 and as they may be amended from time-to-time.

ARTICLE III

**Initial Business:** The corporation initially intends to engage and conduct the business of furnishing medicare information and alternative medical insurance solutions for the general public

ARTICLE IV

**Authorized Capital:** The corporation shall have the authority to issue One Million (1,000,000) shares of common stock at a par value of One Dollar (\$1.00) per share.

ARTICLE V

**Known Place of Business:** The street address of the known place of business for the above-named corporation is: 7320 N. La Cholla Blvd. Ste. 154-405 Tucson AZ 85741

ARTICLE VI

**Statutory Agent:** The name and address of the Statutory Agent of the Corporation is  
LARAINÉ OLIPHANT 7320 N. La Cholla Blvd. Ste. 154-405 Tucson AZ 85741

ARTICLE VII

**Board of Directors:** The business and affairs of this corporation shall be conducted by a Board of Directors consisting of one (1) or more members, all of which are to be elected by the shareholders at the Annual Meeting of Shareholders. The number of persons to serve on the Board of Directors thereafter shall be fixed by the Bylaws of the Corporation. Directors need not be shareholders. The names and addresses of the first Board of Directors who are also the incorporators and who shall serve until the first Annual Meeting of Shareholders or until their successors are elected and qualified are:

LARAINÉ OLIPHANT 7320 N. La Cholla Blvd. Ste. 154-405 Tucson AZ 85741  
DEBORAH CALVERT 7320 N. La Cholla Blvd. Ste. 154-405 Tucson AZ 85741

The Board of Directors shall each year, upon their election, organize into a Board of Directors and elect the following officers; a President, any number of Vice Presidents as may be prescribed by the Bylaws of the Corporation, a Secretary, and a Treasurer, any two (2) of which offices, excepting the offices of President and Secretary, may be held by the same person. The Board of Directors of this Corporation shall have the power, without any action on the part of the shareholders, to make, alter, amend, or repeal the By-Laws of the Corporation.

## ARTICLE VIII

**Incorporators:** The names and addresses of the incorporators are:  
LARAIN OLIPHANT 7320 N. La Cholla Blvd. Ste. 154-405 Tucson AZ 85741  
DEBORAH CALVERT 7320 N. La Cholla Blvd. Ste. 154-405 Tucson AZ 85741

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

## ARTICLE IX

**Indemnification of Officers, Directors, Employees and Agents:** The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact that he or she was 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. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

## ARTICLE X

**Limitation of Liability:** To the fullest extent as 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 appeal, amendment or modification.

The Annual Meeting of Shareholders shall be held on the First Day of May, of each year, unless said day shall be a legal holiday in which event the Annual Meeting of Shareholders shall be held on the next succeeding business day.

**DATED:** on this the 26th., day in the month of May, 2012.



LARAIN OLIPHANT  
Incorporator : Director



DEBORAH CALVERT  
Incorporator : Director

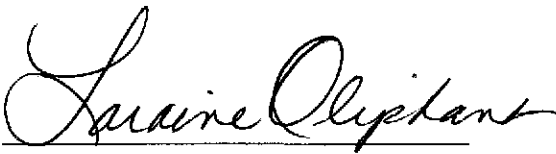
CONSENT

STATUTORY AGENT

**MEDICARE SOLUTIONS OF ARIZONA, Inc.**

I, LARAINÉ OLIPHANT, being over the legal age of majority, a legal resident of the State of Arizona and the undersigned, having been designated to act as Statutory Agent for, MEDICARE SOLUTIONS OF ARIZONA, Inc., a For-Profit corporation incorporated in the State of Arizona, hereby consents to act in that capacity until removal or resignation is submitted in accordance with State Laws.

Acceptance dated on this the 26th., day in the month of May, 2012

A handwritten signature in cursive script, reading "Laraine Oliphant", written over a horizontal line.

LARAINÉ OLIPHANT

Corporate Statutory Agent

7320 N. La Cholla Blvd. Ste. 154-405

Tucson AZ 85741

## CERTIFICATE OF DISCLOSURE

A.R.S. §10-202(D) (for-profits and financial institutions) or §10-3202(D) (nonprofits)

MEDICARE Solutions of Arizona, Inc.  
EXACT CORPORATE NAME

- A. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:
1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
  2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
  3. Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
    - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
    - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
    - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes \_\_\_\_\_ No X

B. IF YES, the following information **MUST** be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. The nature and description of each conviction or judicial action, including the date and location, the court and public agency involved and file or cause number of case.

- C. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

Yes \_\_\_\_\_ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the other corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the other corporation:
  - (a) was incorporated.
  - (b) has transacted business.
4. Dates of corporate operation.
5. Case information for bankruptcy or receivership (date, case number, court).

Under penalties of law, the undersigned incorporator(s)/officer(s)/director(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above.  
THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Laraine Oliphant

BY Deborah Calvert

PRINT NAME LARAINÉ Oliphant

PRINT NAME Deborah Calvert

TITLE Incorporator / Director DATE 5-26-12

TITLE Incorporator / Director DATE 5-26-12

**ARIZONA CORPORATIONS:** ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days any person becomes an officer, director, trustee or (for-profits or financial institutions) person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file a **SUPPLEMENTAL** certificate signed by at least one duly authorized officer of the corporation.

**FOREIGN CORPORATIONS:** MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

**CREDIT UNIONS:** MUST BE SIGNED BY TWO (2) DULY AUTHORIZED OFFICERS OR DIRECTORS OF THE CORPORATION.