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Alison Lundergan Grimes
Kentucky Secretary of State

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ARTICLES OF INCORPORATION

of

RETIREMENT SECURITY ADVISORS, INC.

The undersigned, desiring to form a corporation for profit under the Kentucky Business Corporation Act, does hereby certify the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be **Retirement Security Advisors, Inc.** (hereinafter the "Corporation").

ARTICLE II

The existence of the Corporation shall commence upon filing these Articles with the Kentucky Secretary of State and shall be perpetual.

ARTICLE III

The Corporation is organized for the following purposes:

A. To own an investment business for the management of client investments, and other activities through one or more employees, and to promote the business;

B. To invest funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own and lease real and personal property necessary for the conduct of its business activities;

C. To do all things necessary and proper for the furtherance and accomplishment of the corporate objects and purposes enumerated in these Articles of Incorporation or any amendment hereof, or necessary or incidental to the protection or benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the furtherance and accomplishment of the objects and purposes of the Corporation; and

D. To transact any or all lawful business for which corporations may be organized under the Kentucky Business Corporation Act, it being the intention hereof that the enumeration of specific purposes shall not operate to limit in any manner the general powers and authority conferred upon corporations by the laws of the Commonwealth of Kentucky.

ARTICLE IV

The Corporation shall have the following powers, in addition to all other powers authorized by law:

A. The power to enter into or become a party in any arrangement for sharing profits, by joint venture or otherwise, with any person, partnership, corporation, or other legal entity, in order to carry on any business which this corporation has the direct or incidental authority to pursue;

B. The power to purchase, redeem, or otherwise reacquire, and to reissue, any or all of its shares owned and held by any shareholder who dies or who shall desire to sell, transfer, or otherwise dispose of corporate shares, in accordance with Kentucky Revised Statutes section 271B.6-030(2) and with a resolution adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase;

C. The power to guarantee and secure obligations of shareholders and of affiliated legal entities with common shareholders; and

D. The power to lend money to and guarantee obligations of corporate directors in accordance with Kentucky Revised Statutes section 271B.8-320.

ARTICLE V

The holders of the common stock of the Corporation shall have no preemptive right to acquire unissued or issued and reacquired shares of the Corporation, or securities of the Corporation convertible into or carrying a right to acquire shares, and no shareholders shall have any preemptive right to subscribe to any such shares or securities.

ARTICLE VI

The aggregate number of shares which the Corporation is authorized to have outstanding is TWO THOUSAND all of which shall be common shares evidenced by certificates issued from time to time by the Board of Directors, shall be entitled to receive the net assets of the Corporation upon dissolution, and shall have unrestricted voting rights. The stock shall have one vote per share, shall have all voting power of the Corporation, and shall have no distinction as to powers, preferences, and rights.

ARTICLE VII

Any corporate action required or permitted by Kentucky Revised Statutes Chapter 271B to be taken at a shareholders' meeting, including the election of directors, may be taken without a meeting and without prior notice if such action is taken with unanimous written consent of the shareholders recorded in the corporate minutes.

ARTICLE VIII

The affairs and business of the Corporation shall be conducted by a Board of Directors initially consisting of three members to be elected after the first meeting of shareholders and annually thereafter. Provided, that by majority vote at any meeting or by unanimous written consent recorded in the corporate minutes, the shareholders may change the number of directors to any number, or the Board of Directors may change the number of directors to not less than one nor more than seven by amendment of the Bylaws.

ARTICLE IX

To the fullest extent permitted by the Kentucky Business Corporation Act, the Corporation shall indemnify each of its directors and officers against judgments, taxes, fines, amounts paid in settlement, and expenses including reasonable attorneys' fees incurred by such directors and officers in connection with any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative, to which any such director or officer is, or is threatened to be, made a party because he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee, or agent of another domestic or foreign corporation, limited liability company, partnership, joint venture, trust, or other enterprises. The Corporation shall advance expenses including reasonable attorneys' fees incurred by any such director and officer in defending any such action or proceeding; provided, that advancement of expenses shall be made on such security, as the Board of Directors or shareholders may reasonably require from the person seeking indemnification, to repay amounts advanced if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as hereby authorized. The indemnification provided by this Article shall not be deemed exclusive of

any other rights to which directors or officers of the Corporation may be entitled under any statute, agreement, by-law, or action of the Board of Directors or shareholders of the Corporation, or otherwise. The indemnification provided by this Article shall continue as to any person who shall cease to be a director or officer of the Corporation, and shall enure to the benefit of the heirs and personal representatives of such person. Any repeal or amendment of this Article shall not adversely affect any right or protection of a director or officer existing at the time of such repeal or amendment. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee, or agent of another domestic or a foreign corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by him or her in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to be obligated to indemnify him or her against such liability under the provisions of this Article or the Kentucky Business Corporation Act.

ARTICLE X

The street and mailing address of the principal office and initial registered office of the Corporation shall be 901 U.S. Highway 68, Maysville, Kentucky 41056. The initial registered agent at such address shall be Gary M. Mitchell.

ARTICLE XI

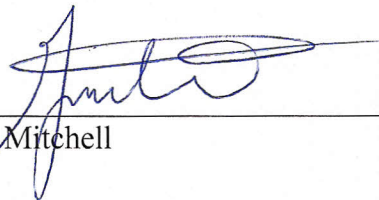
The name and mailing addresses of the members of the initial Board of Directors are:

Gary M. Mitchell, 901 U.S. Highway 68, Maysville, Kentucky 41056

ARTICLE XII

The name and mailing address of the incorporator is Gary M. Mitchell, 901 US Highway 68, Maysville, Kentucky 41056.

N TESTIMONY WHEREOF, witness my hand in triplicate this 26th April 2013.

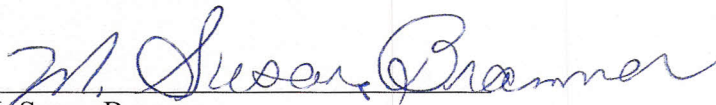


Gary M. Mitchell

This document prepared in its unexecuted form by:

**ROYSE, ZWEIGART, KIRK,
BRAMMER & CAUDILL**

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By 

M. Susan Brammer