

ARTICLES OF INCORPORATION
OF
THE FINANCIAL PLANNING ASSOCIATION

FILE
NOV 18 1993

TO: Department of Consumer and Regulatory Affairs
Business Regulation Administration
Corporations Division
941 N. Capitol Street, N.W.
Washington D.C. 20002

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the NON-PROFIT CORPORATION ACT (D.C. Code, 1981 edition, Title 29, Chapter 5), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is The Financial Planning Association.

SECOND: The period of duration of the Corporation is perpetual.

THIRD: The Corporation is organized exclusively for corporate purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code").

The purposes for which the Corporation is formed are to serve the needs of its members and to establish and represent to the public the value of financial planning and the success of the financial planning profession.

To that end, the Corporation will :

- (a) promote to the public the message that everyone needs objective advice to make smart financial decisions, and that all those who support the financial planning process will be welcomed as members;
- (b) proactively advocate the legislative, regulatory and other interests of the financial planning profession; and
- (c) will promote the development of the financial planning profession through publications, educational offerings and local affiliates.

In furtherance of these specific purposes, the Corporation may engage in any lawful act or activity for which corporations may be organized under the Nonprofit Corporation Act and shall have all the general powers enumerated in Section 29-505 of the Nonprofit Corporation Act as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

FOURTH: The Corporation shall have members. The Corporation shall have two classes of members: individual and institutional members.

Individual members shall be any individual demonstrating a professional interest in financial planning and willing to abide by the Non-Profit Corporation Act, these By-laws and the Code of Ethics. Individual members shall have the right to participate in all the Corporation's activities and shall have the right to vote only on plans of merger, consolidation, or dissolution as provided in the By-laws.

Institutional members shall be institutions qualified to join either the Broker-Dealer Division (comprised of NASD member firms that are in the retail securities business) or the Corporate Division (comprised of corporations and other entities which provide products and services offered to or through the Corporation's members), as set forth in the By-laws and which are willing to abide by the Non-Profit Corporation Law, these By-laws and the Code of Ethics. Institutional members shall have the right to participate in all of the Corporation's activities. Institutional members shall have no voting rights.

FIFTH: The manner of election of the directors shall be as provided by the Bylaws.

SIXTH: Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

B. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(6) of the Code, or cause it to lose such exempt status.

C. In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively

for the same purposes as the Corporation as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Code, or to an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

SEVENTH: The address, including street and number, of the initial registered office of the Corporation is One Thomas Circle, Suite 700, Washington D.C. 20005, and the name of its initial registered agent at such address is Ray Johnson, a D.C. resident.

EIGHTH: The number of directors constituting the initial Board of Directors is 29, and the names and addresses, including street and number, of the persons who are to serve as the initial directors until the first annual meeting or until their successors are elected and qualify are as follows:

<i>Name</i>	<i>Address</i>
Richard S. Bardine, Esq.	The New England 501 Boylston St. Boston, Massachusetts 02117
Robert L. Barry, CFP	Barry Capital Management 435 Washington Street Hackettstown, New Jersey 07840
Elissa Buie, CFP	Financial Planning Group, Inc. 510 N. Washington Street, #300 Falls Church, Virginia 22046
Lois Carrier, CFP	2001 Water's Edge Drive Suite #1 Johnson City, Tennessee 37604
Roy Diliberto, CFP	RTD Financial Advisors Two Penn Center, Suite 1130 Philadelphia, PA 19102
Guy Cumbie, CFP	Cumbie Advisory Services 442 Ft. Worth Club Building Ft. Worth, Texas 76102
Bill Dix, CLU, ChFC	Fortune Management Group 3109 Poplarwood Court, Ste. 100 Raleigh, North Carolina 27604

John L. Dixon, CFP	Mutual Service Corporation One Clearlake Center, #1700 250 Australian Avenue, South West Palm Beach, Florida 33401
V. Raymond Ferrara, CFP	ProVise Management Group, Inc. 611 Druid Road East Suite 105 Clearwater, Florida 33756
Bob FitzSimmons, CFP	Bob FitzSimmons, Inc. Greentree Court, Suite 426 210 Gateway Mall Lincoln, Nebraska 68505
Carl Gargula	Brinson Partnes 209 South LaSalle Street Chicago, Illinois 60604
Arthur F. Grant	Cadaret, Grant & Co., Inc. One Lincoln Center Syracuse, NY 13202
Jonathon T. Guyton, CFP	White Oaks Wealth Advisors, Inc. 600 Highway 169 South Suite 1005 Minneapolis, Minnesota 55426
Larry W. Johnson, CFP	Sterling Financial Advisory Services, Inc. 500 Park Blvd., Suite 800 Itasca, IL 60143
Scott M. Kahan, CFP	Financial Asset Management Corp. One West 34 th Street Suite 1203 New York, New York 10001
Jeffrey C. Kanaly, CFP	Kanaly Trust Company 4550 Post Oak Place Drive Suite 139 Houston, Texas 77027
Stewart S. Koesten, ChFC, CFP	Koesten Hirschmann & Crabtree, Inc. 10000 College Blvd Suite 260 Overland Park, Kansas 66210
J. Jeffrey Lambert, CFP	9845 Jetmar Way Elk Grove, California 95624

Dee Lee, CFP	Harvard Financial Educators 118 Slough Road Harvard, Massachusetts 01451-1837
Peter A. Lefferts	American Express Financial Advisors IDS Tower 10 Minneapolis, Minnesota 55440
Thomas R. Livergood, CFP	Family Office Management, LLC 4 Washington Circle Hinsdale, Illinois 60521
Linda Lubitz, CFP	The Lubitz Financial Group Two Datan Center 9130 S. Dadeland Blvd. #1625 Miami, Florida 33156
Lynne J. Luby, CFP	Luby and Associates 4514 Cole Avenue Suite 800 Dallas, Texas 75205
Steve Maginn	Senior Vice President, National Sales Manager PIMCO Funds 2187 Atlantic Street Stamford, Connecticut 06902
Chuck Moran, CFP	Strategic Financial Advisors 16 Holland Terrace Montclair, New Jersey 07042
Karen P. Schaeffer, CFP	Schaeffer Financial 11301 Amherst Ave. #201 Silver Spring, Maryland 20902
David Strege, CFP	Syverson, Strege, Sandager & Co. 4200 Corporate Drive, Suite 100 West Des Moines, Iowa 50266
G. Joseph Votava, Jr.	Nixon Peabody LLP 1100 Clinton Square Rochester, New York 14603-1051
David Yeske, CFP	Yeske & Company, Inc. 220 Bush Street Suite 1109 San Francisco, California 94104

NINTH: The name and address, including street and number, of each incorporator is as follows:

<i>Name</i>	<i>Address</i>
Karen Georgenson Gach	Nixon Peabody LLP One Thomas Circle Suite 700 Washington D.C. 20005
Ray Johnson	Nixon Peabody LLP One Thomas Circle Suite 700 Washington D.C. 20005
Brian Mulford	Nixon Peabody LLP One Thomas Circle Suite 700 Washington D.C. 20005

IN WITNESS WHEREOF, the undersigned subscribe these Articles of Incorporation this 18th day of November, 1999.

Karen Georgenson Gotsch
Roy Johnson
Brian Mulford

Date: November 18, 1999
DISTRICT OF COLUMBIA

)
)ss

I, Sharon A. Clark, a notary public, hereby certify that on the 18~~th~~ day of November 1999, personally appeared before me Karen Georgenson Gotsch, Roy Johnson, and Brian Mulford, and signed the foregoing document as incorporators, and have averred that the statements therein contained are true.

Sharon A. Clark

(Notary Seal)

MY COMMISSION EXPIRES APRIL 14, 2001