

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM372285

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
In2M Corporation		01/12/2009	CORPORATION: UTAH
RECEIVING PARTY DATA			
Name:	Finicity Corporation		
Street Address:	120 West Vine Street		
Internal Address:	Suite 2		
City:	Murray		
State/Country:	UTAH		
Postal Code:	84107		
Entity Type:	CORPORATION: UTAH		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3755162	FINICITY	
Registration Number:	3752739	FINICITY AND DESIGN	
Registration Number:	2870563	MONEY FOR LIFE	
Registration Number:	2779940	MVELOPES	
CORRESPONDENCE DATA			
Fax Number:	8013214893		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	8013214814		
Email:	mkrieger@kmclaw.com		
Correspondent Name:	Michael F. Krieger		
Address Line 1:	60 East South Temple		
Address Line 2:	Suite 1800		
Address Line 4:	Salt Lake City, UTAH 84111		
ATTORNEY DOCKET NUMBER:	13660.1		
NAME OF SUBMITTER:	Michael F. Krieger		
SIGNATURE:	/Michael F. Krieger/		
DATE SIGNED:	02/05/2016		

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Total Attachments: 13

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AMENDMENT

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

570

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JAN 17 2009

Utah Div. Of Corp. & Comm. Code

I hereby certify that the foregoing has been filed
and approved on this 12th day of January 09
in the office of this Division and hereby issued
this Certificate thereof.

ARTICLES OF RESTATEMENT OF THE

Exhibit 1230080 Date 1-27-09

ARTICLES OF INCORPORATION OF



Kathy Berg
Kathy Berg
Division Director

IN2M CORPORATION

January 12, 2009

In accordance with Sections 16-10a-1006 and 16-10a-1007 of the Utah Revised Business Corporation Act (the "Act"), In2M Corporation, a Utah corporation (the "Corporation"), hereby declares and certifies as follows:

1. The name of the Corporation is In2M Corporation, which will be changed to Finicity Corporation upon the effectiveness of these Amended and Restated Articles of Incorporation (the "Restated Articles").
2. The text of the Restated Articles is attached hereto as Exhibit A and is incorporated herein by this reference. The Restated Articles supersede the original Articles of Incorporation of the Corporation and all prior amendments thereto.
3. The amendments contained in the Restated Articles provide for a reclassification of issued shares as well as provisions for the implementation thereof.
4. The Restated Articles were adopted by an Action by Unanimous Written Consent of the Corporation's Board of Directors, dated as of December 31, 2008.
5. The Restated Articles were duly consented to and adopted by the holders of the requisite shares of the Corporation on December 31, 2008, by written consent in the manner prescribed by the Act. The designation and number of shares outstanding at the time of the adoption of the Restated Articles was 27,657,500 shares of Class "A" Voting Common, 0 shares of Class "B" Non-Voting Common Stock, and 262,143 shares of Preferred Stock. Each holder of Class "A" Voting Common is entitled to one vote for each share held, holders of Class "B" Non-Voting Common Stock are not entitled to vote and each holder of Preferred Stock is entitled to the number of votes equal to the number of shares of Common Stock into which the shares of Preferred Stock held by such holder could be converted as of the record date. The number of such shares represented at the time of the adoption of the Restated Articles was 27,657,500 shares of Class "A" Voting Common and 262,143 shares of Preferred Stock. The total number of votes cast in favor of the Restated Articles was 17,985,064 shares of Class "A" Voting Common and 142,143 shares of Preferred Stock. The number of votes cast in favor of the Restated Articles, by each voting group entitled to vote separately, was sufficient for approval of the Restated Articles.
6. The amendments do not affect the Corporation's current officers, registered office or registered agent.


{Signature page follows}

01-12-09 09:05:52 RCVD

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IN WITNESS WHEREOF, these Articles of Restatement have been executed by the Corporation as of the date first written above.

IN2M CORPORATION
a Utah corporation



Steve Smith
President and Chief Executive Officer

Exhibit A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
FINICITY CORPORATION

ARTICLE I

NAME

The name of this Corporation is: Finicity Corporation (the "Corporation").

ARTICLE II

DURATION

The duration of this Corporation is perpetual.

ARTICLE III

PURPOSES

The purpose or purposes for which this Corporation is organized are:

- a. To engage in the business of providing wireless financial services;
- b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other obligations, and any certificate, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association, or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof;
- c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient

for protection or benefit of this Corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation;

d. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the Corporation to engage in any lawful act or activity for which corporations may be organized under the Utah Revised Business Corporation Act, and the enjoyment and exercise thereof, as conferred by the laws of the State of Utah; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV

STOCK

1. Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is Two Hundred Twenty-Five Million (225,000,000) shares (the "Authorized Shares"). The Authorized Shares shall be divided into, and shall consist of the following three classes and series:

a. One Hundred Million (100,000,000) shares designated as Class "A" Voting Common.

b. One Hundred Million (100,000,000) shares designated as Class "B" Non-Voting Common.

c. Twenty-Five Million (25,000,000) shares designated as Preferred Stock. The Preferred Stock authorized by these Amended and Restated Articles of Incorporation (these "Restated Articles") may be issued from time to time in one or more series. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock, which series shall consist of Six Million Five Hundred Thousand (6,500,000) shares (the "Series A Preferred Stock"), are as set forth below. In accordance with Section 16-10a-602 of the Act (as such Section may be amended or superseded), the Board of Directors is hereby authorized to, as it sees fit in its discretion, fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon additional series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or of any of them. Subject to compliance with applicable protective voting rights that have been or may be granted to the Preferred Stock or series thereof in these Restated Articles (the "Protective Provisions"), but notwithstanding any other rights of the Preferred Stock or any series thereof, the rights, privileges, preferences and restrictions of any such additional series may be subordinated to, *pari passu* with (including, without limitation, inclusion in provisions with respect to liquidation and acquisition preferences, and/or approval of matters by vote or written consent), or senior

to any of those of any present or future class or series of Preferred Stock. Subject to compliance with applicable Protective Provisions, the Board of Directors is also authorized to increase or decrease the number of shares of any series, prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series

Upon these Restated Articles becoming effective pursuant to the Act and without any further action required by the Corporation or its stockholders, each share of the Corporation's Preferred Stock (as defined in the Amended and Articles of Incorporation filed with the Utah Division of Corporations on September 29, 2000, as corrected April 2, 2001) then issued and outstanding will be reclassified and converted, automatically and without further action required on the part of the Corporation or the respective holders thereof, into one share of Series A Preferred Stock (the "Reclassification"). Such Reclassification shall be effected on a holder-by-holder basis. No further adjustment of any preference or price set forth in this Article IV shall be made as a result of the Reclassification, as all share amounts, amounts per share and per share numbers set forth in these Restated Articles have been adjusted to reflect the Reclassification.

2. Common Stock. Subject to the rights conferred upon the Preferred Stock, the holders of both classes of the common stock of the Corporation (the "Common Stock") shall be entitled to receive the net assets of the Corporation upon dissolution. All shares of the Common Stock shall be fully paid and non-assessable. The Class "A" Voting Common shall have unlimited voting rights, subject to the rights conferred upon the Series A Preferred Stock. All voting rights shall be exercised by the holders of the Class "A" Voting Common, subject to the rights conferred upon the Series A Preferred Stock, and said holders of the Class "A" Voting Common and are not entitled to cumulate their votes for directors of the Corporation. The Class "B" Voting Common shall have no voting rights whatsoever. Subject to the rights conferred upon the Series A Preferred Stock, and except for the limitation on voting rights pertaining to the Class "B" Non-Voting Common, the Common Stock shall have the same rights, preferences and limitations including, but not limited to, the right to receive the net assets of the Corporation upon dissolution, and the right to dividends or other distributions made with respect to the Common Stock.

3. Preferred Stock.

a. The Series A Preferred Stock shall have the following preferences, limitations and relative rights.

(i) Priority. The Series A Preferred Stock shall have priority over the Common Stock such that in the event of a voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Series A Preferred Stock shall be entitled to receive out of the assets of the Corporation, whether such assets are capital or surplus of any nature, an amount equal to the amount each holder thereof originally paid to the Corporation for the issuance to such holder of Series A Preferred

Stock (the per share value of which is hereinafter referred to as the "Original Price"), plus any accrued but unpaid dividends, before any payments shall be made or any assets distributed to the holders of the Common Stock. If, upon such liquidation, dissolution or winding up, whether voluntary or involuntary, the assets thus distributed among the holders of Series A Preferred Stock shall be insufficient to permit the payment of such full preferential amount, then the entire assets of the Corporation to be distributed shall be distributed ratably among all of the holders of the Series A Preferred Stock.

An acquisition of the Corporation by another entity by means of any transaction or series of related transactions to which the Corporation is party (including, without limitation, any stock acquisition, reorganization, merger or consolidation but excluding any sale of stock for capital raising purposes) other than a transaction or series of transactions in which the holders of the voting securities of the Corporation outstanding immediately prior to such transaction continue to retain (either by such voting securities remaining outstanding or by such voting securities being converted into voting securities of the surviving entity), as a result of shares in the Corporation held by such holders prior to such transaction, at least fifty percent (50%) of the total voting power represented by the voting securities of the Corporation or such surviving entity outstanding immediately after such transaction or series of transactions; or any sale, lease or other conveyance of all substantially all of the assets of the Corporation, (collectively a "Change of Control") shall be deemed to be a liquidation, dissolution or winding up, within the meaning of this Section 3.a.(i).

(ii) Voting Rights. Except as otherwise required by law or hereunder, the holder of each share of Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Class "A" Voting Common into which such share of Series A Preferred Stock could be converted at the record date for determination of the shareholders entitled to vote on such matters, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited, such votes to be counted together with all other shares of stock of the Corporation having general voting power and not separately as a class. Fractional votes by the holders of the Series A Preferred Stock shall not, however, be permitted and any fractional voting rights shall (after aggregating all shares into which shares of the Preferred Stock held by each holder could be converted) be rounded to the nearest whole number (with one-half being rounded upward). Holders of the Series A Preferred Stock shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation. Other than as provided herein or required by law, there shall be no series voting.

(iii) Dividends. The holders of outstanding shares of Series A Preferred Stock shall be entitled to receive out of any assets legally available therefore, prior and in preference to any declaration or payment of any distribution on any class of Common Stock, cumulative dividends at a rate of 8% per annum, compounded bi-annually, on each share of Series A Preferred Stock and shall be payable upon any liquidation, dissolution or winding up of the Corporation, any Change of Control (to the extent not previously paid). The cumulative preferred dividend applicable to the Series A

Preferred Stock shall (a) begin to accrue with respect to each share of Series A Preferred Stock from later of (i) the date on which these Restated Articles are filed with the Utah Division of Corporations and Commercial Code and (ii) the date such share of Series A Preferred Stock is issued, and (b) be payable in cash. In the event that a dividend is payable to the holders of Series A Preferred Stock as provided above, but the full amount of the cumulative preferred dividend accrued with respect to the outstanding shares of Series A Preferred Stock is not declared or paid to the holders of such shares, then the entire amounts available for payment of dividends accrued, declared or otherwise payable with respect to the shares of Series A Preferred shall be distributed ratably among the holders of shares of Series A Preferred Stock, in accordance with the number of shares of Series A Preferred Stock held by each such holder, until the full amount of all accrued and declared dividends with respect to the Series A Preferred Stock have been paid.

(iv) Conversion Rights. The holders of the Series A Preferred Stock shall have conversion rights as follows:

A. Right to Convert. Each share of the Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or of any transfer agent for such Series A Preferred Stock. Each share of Series A Preferred Stock shall be convertible into such number of fully-paid and non-assessable shares of Class "A" Voting Common as is determined by dividing the Original Price by the Conversion Price (as defined below) for such Series A Preferred Stock, determined as hereinafter provided, in effect at the time of conversion. The price at which shares of Class "A" Voting Common shall be deliverable upon conversion of the Series A Preferred Stock (the "Conversion Price") shall initially be the Original Price; however the initial Conversion Price shall be subject to adjustment as provided herein.

B. Automatic Conversion. Each share of the Series A Preferred Stock shall automatically be converted into shares of Class "A" Voting Common at the then effective Conversion Price upon the earlier of: (1) the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation to the public with a per share purchase price of at least \$2.50 and aggregate proceeds to the Corporation in excess of \$30,000,000 (before deduction for underwriters commissions and expenses) and a per share price not less than the Original Price of the Preferred Stock (appropriately adjusted for any stock combination, stock split, stock dividend, recapitalization, or other similar transaction) or (2) the affirmative vote or written consent of a majority of the outstanding shares of the Series A Preferred Stock (each such event is an "Automatic Conversion"). In the event of an Automatic Conversion of the Series A Preferred Stock upon a public offering as aforesaid, the person(s) entitled to receive the Class "A" Voting Common issuable upon such conversion of such Preferred Stock shall not be

deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities.

C. Mechanics of Conversion. No fractional shares of Class "A" Voting Common shall be issued upon conversion of Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then effective Series A Preferred Stock Conversion Price. Before any holder of Series A Preferred Stock shall be entitled to convert the same into full shares of Class "A" Voting Common and to receive certificates therefor, such holder shall surrender the certificate or certificates evidencing the shares of Series A Preferred Stock to be converted, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Corporation at such office that he or she elects to convert the same; provided, however, that in the event of an Automatic Conversion as defined above, the outstanding shares of Series A Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; and provided, further, that the Corporation shall not be obligated to issue certificates evidencing the shares of Class "A" Voting Common issuable upon such Automatic Conversion unless the certificates evidencing such shares of Series A Preferred Stock are either delivered to the Corporation or its transfer agent as provided above, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates and, at the option of the Corporation, purchases an indemnity bond therefor. The Corporation shall, as soon as practicable after such delivery, or receipt of such agreement and indemnification in the case of a lost certificate, issue and deliver at such office to such holder of Series A Preferred Stock, a certificate or certificates for the number of shares of Class "A" Voting Common to which such holder shall be entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable for resulting fractional shares of Class "A" Voting Common. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, or in the case of Automatic Conversion, on the date of closing of the offering or the date of the affirmative vote or written consent of a majority of the then outstanding shares of Series A Preferred Stock, as applicable, and the person or persons entitled to receive the shares of Class "A" Voting Common issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Class "A" Voting Common on such date.

(v) Notices of Record Date. In the event that the Corporation shall propose at any time (i) to declare any dividend or distribution upon its Class "A" Voting Common, whether in cash, property, stock, or other securities, whether or not a regular

cash dividend and whether or not out of earnings or earned surplus, (ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights; (iii) to effect any reclassification or recapitalization of its Class "A" Voting Common outstanding involving a change in the Class "A" Voting Common; or (iv) to merge or consolidate with or into any other corporation, or sell, lease, or convey all or substantially all its property or business, or to liquidate, dissolve, or wind up, then, in connection with each such event, this Corporation shall send to the holders of the Series A Preferred Stock (a) at least 20 days' prior written notice of the date on which a record shall be taken for such dividend, distribution, or subscription rights (and specifying the date on which the holders of Class "A" Voting Common shall be entitled thereto) or for determining rights to vote in respect of the matters referred to in (iii) and (iv) above; and (b) in the case of the matters referred to in (iii) and (iv) above, at least 20 days' prior written notice of the date when the same shall take place (and specifying the date on which the holders of Class "A" Voting Common shall be entitled to exchange their Class "A" Voting Common for securities or other property deliverable upon the occurrence of such event or the record date for the determination of such holders if such record date is earlier).

Each such written notice shall be delivered personally or given by first class mail, postage prepaid, addressed to the holders of the Series A Preferred Stock at the address for each such holder as shown on the books of this Corporation.

(vi) Redemption. At any time after three years from the date on which these Restated Articles are filed with the Utah Division of Corporations, and at the election of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock, the Corporation shall redeem, out of funds legally available therefor, all (but not less than all) outstanding shares of Series A Preferred Stock that have not been converted into Class "A" Voting Common pursuant to Section 3.a.(iv) hereof. The Corporation shall redeem the applicable shares of Series A Preferred Stock by paying in cash an amount per share equal to the Original Price for such Series A Preferred Stock, plus any declared but unpaid dividends thereon (the "Redemption Price"). The Redemption Price shall be paid in three (3) equal annual installments beginning on the date such Redemption is demanded. Any redemption effected pursuant to this Section shall be made on a pro rata basis among the applicable holders of the Series A Preferred in proportion to the shares of Series A Preferred then held by them. Except as provided herein, each holder of Series A Preferred Stock to be redeemed shall surrender to the Corporation the certificate or certificates representing such shares, in the manner and at the place designated in by the Corporation, and thereupon the Redemption Price of such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be cancelled. In the event less than all the shares represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. If the funds of the Corporation legally available for redemption of shares of Series A Preferred Stock are insufficient to redeem the total number of shares of Series A Preferred Stock to be redeemed on such date, those funds which are legally available will be used to redeem the

maximum possible number of such shares ratably among the holders of such shares to be redeemed based upon their holdings of Series A Preferred Stock. The shares of Series A Preferred Stock not redeemed shall remain outstanding and entitled to all the rights and preferences provided herein. At any time thereafter when additional funds of the Corporation are legally available for the redemption of shares of Series A Preferred Stock, such funds will immediately be used to redeem the balance of the shares of the Series A Preferred Stock, which the Corporation has become obliged to redeem on the Redemption Date, but which it has not redeemed.

(vi) Issue Taxes. The Corporation shall pay any and all issue and other taxes (other than income taxes) that may be payable in respect of any issue or delivery of shares of Class "A" Voting Common on conversion of shares of Series A Preferred Stock pursuant hereto; provided, however, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by an holder in connection with any such conversion.

(vii) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class "A" Voting Common, solely for the purpose of effecting the conversion of Series A Preferred Stock, such number of shares of Class "A" Voting Common as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Class "A" Voting Common shall not be sufficient to effect the conversion of all then outstanding shares of Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Class "A" Voting Common to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval, if needed, of any necessary amendment to its Articles of Incorporation.

(ix) Status of Converted Stock. If any Series A Preferred Stock is converted as provided herein, the shares so converted shall resume the status of authorized but unissued shares of Series A Preferred Stock.

(x) Approval Rights. In the event the Corporation determines to authorize any new series or class of capital stock with rights superior to the rights granted to holders of Series A Preferred Stock, such superior rights shall automatically be granted to the holders of the Series A Preferred Stock; provided that, should the Board of Directors of the Corporation determine that such automatic grant of rights to the holders of Series A Preferred Stock would be detrimental to the Corporation and resolve at meeting duly called and held at which a quorum is present or in a written consent pursuant to the Bylaws of the Corporation and applicable law, that such rights shall not be granted to the holders of the Series A Preferred Stock, then a majority of all of the holders of Series A Preferred Stock, and no others, shall be entitled to consent to the authorization of the new series or class of capital stock at a meeting duly called and held

at which a quorum is present or in a written consent pursuant to the Bylaws of the Corporation and applicable law.

ARTICLE V

AMENDMENT

In accordance with Section 16-10a-602 of the Code, the board of directors, without shareholder action but subject to any limitations and restrictions stated in these Articles of Incorporation, may amend the Corporation's Articles of Incorporation pursuant to the authority granted to the board of directors by Subsection 16-10a-1002(1)(e) of the Code to do any of the following:

a. designate in whole or in part, the preferences, limitations, and relative rights, within the limits set forth in Section 16-10a-601 of the Code, of any class of shares before the issuance of any shares of that class;

b. create one or more series within a class of shares, fix the number of shares of each such series, and designate, in whole or part, the preferences, limitations, and relative rights of the series, within the limits set forth in Section 16-10a-601 of the Code, all before the issuance of any shares of that series;

c. alter or revoke the preferences, limitations, and relative rights granted to or imposed upon any wholly unissued class of shares or any wholly unissued series of any class of shares; or

d. increase or decrease the number of shares constituting any series, the number of shares of which was originally fixed by the board of directors, either before or after the issuance of shares of the series, provided that the number may not be decreased below the number of shares of the series then outstanding, or increased above the total number of authorized shares of the applicable class of shares available for designation as a part of the series.

These Articles of Incorporation may also be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

ARTICLE VI

INDEMNIFICATION AND LIMITATION ON LIABILITY

Within the meaning of and in accordance with Sections 16-10a-902 and 16-10a-841 of the Utah Code Annotated (1953), as amended from time to time (the "Code"):

a. The Corporation shall indemnify and advance expenses to its directors, officers, employees, fiduciaries or agents and to any person who is or was serving at the

Corporation's request as a director, officer, partner, trustee, employee, fiduciary or agent of another domestic or foreign corporation or other person or of an employee benefit plan (and their respective estates or personal representatives) to the fullest extent as from time to time permitted by Utah law.

b. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any action taken or any failure to take any action as a director, except as provided in this Article V.

c. The limitation of liability contemplated in this Article V shall not extend to (a) the amount of a financial benefit received by a director to which she or he is not entitled, (b) an intentional infliction of harm on the Corporation or its shareholders, (c) a violation of Section 16-10a-842 of the Code, or (d) an intentional violation of criminal law.

d. Any repeal or modification of this Article V by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

e. Without limitation, this Article V shall be applied and interpreted, and shall be deemed to incorporate, any provision of the Code, as the same exists or may hereafter be amended, as well as any applicable interpretation of Utah law, so that personal liability of directors and officers of the Corporation to the Corporation or its shareholders, or to any third person, shall be eliminated or limited to the fullest extent as from time to time permitted by Utah law.

ARTICLE VII

SHAREHOLDER RIGHTS

The authorized and treasury stock of this Corporation may be issued at such time, upon such terms and conditions and for such considerations as the Board of Directors shall determine. Shareholders shall not have pre-emptive rights to acquire unissued shares of the stock of this Corporation.



ATTACHMENT



121 West 1100 South
Salt Lake
Utah Dept. of Commerce
9001 East 1200
Salt Lake City, UT 84112
www.utah.gov

RECEIVED

JAN 12 2008

Utah Div. Of Corp. & Comm. Clerk

January 12, 2008

Utah Department of Commerce,
Division of Corporations and Commercial Code
160 East 300 South
Salt Lake City, UT 84111

Re: *Consent to use of Name by Finicity Corporation*

Dear Sir or Madam:

The undersigned, on behalf of In2M Corporation, a Utah corporation (UT registration number: 4807337-0142), with a registered D.B.A. in the State of Utah of Finicity ("Finicity," with a UT registration number of 6752349-0151), hereby consents to the use of the name Finicity in the State of Utah in connection with the filing by In2M Corporation of Amended and Restated Articles of Incorporation wherein In2M Corporation will change its name to Finicity Corporation.

Further, we anticipate that Finicity Corporation, will terminate its D.B.A. for Finicity within the next 30 days.

In2M Corporation (D.B.A. Finicity)
a Utah corporation

By: _____

Print Name: Steven B. Smith

Title: President & Chief Executive Officer

01-12-09P03:42 RCVD