

**EXHIBIT A**

**Articles of Incorporation**

State of Minnesota

**SECRETARY OF STATE**

CERTIFICATE OF INCORPORATION

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

This corporation is now legally organized under the laws of Minnesota.

Corporate Name: ONLINE SAVINGS, INC

Corporate Charter Number: 1225222-3

Chapter Formed Under: 302A

This certificate has been issued on 02/07/2005.



*Mary Kiffmeyer*  
Secretary of State.

DC-OR

12252220003

**ARTICLES OF INCORPORATION**

**OF**

**ONLINE SAVINGS, INC**

The undersigned, a natural person of full age, for the purpose of forming a corporation under Minnesota Statutes, Chapter 302A, does hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of this corporation shall be  
**ONLINE SAVINGS, INC**

**ARTICLE II**

**REGISTERED OFFICE**

The registered office of this corporation is located at  
7300 HUDSON BLVD, #266  
OAKDALE, MN 55128

**ARTICLE III**

The name and address of the incorporator is:  
ANDREW C FRASER  
6501 LAKE LAND AVENUE NTH, #102  
CRYSTAL, MN 55429

**ARTICLE IV**

**CAPITAL**

The aggregate number of share of stock which this corporation shall have the authority to issue is five thousand (5,000) shares with a par value of One Dollar (\$1.00) per share.

**ARTICLE V**

**SHAREHOLDER VOTING**

No shareholder of this corporation shall be entitled to any cumulative voting rights.

ARTICLE VI

PREEMPTIVE RIGHTS

No shareholder of this corporation shall have any preferential, preemptive, or other rights of subscription to any shares of any class or series of stock of this corporation allotted or sold or to be allotted or sold, whether now or hereafter authorized, or to any obligations or securities, or securities convertible into any class or series of stock of this corporation.

ARTICLE VII

BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors is:  
JAMES HOLMQUIST & JOSEPH ROACH  
7300 HUDSON BLVD, #265  
OAKDALE, MN 55128

DIRECTOR LIABILITY

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for (i) liability based on a breach of duty of loyalty to the corporation or the shareholders; (ii) liability for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) liability based on the payment of an improper dividend or an improper repurchase of the corporation's stock under Minnesota Statutes, Section 302A.659, or on violations of federal or state securities laws; (iv) liability for any transaction from liability for any act or omission occurring prior to the date this Article VIII becomes effective. If Minnesota Statutes, Chapter 302A, hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Chapter 302A. Any repeal of this provision as a matter of law or any modification of this Article by the shareholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on  
FEBRUARY 6TH, 2005

INCORPORATOR:

⊗ Andrew C. Fraser  
ANDREW C FRASER

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

FEB 07 2005

Mary Kiffinger  
Secretary of State