

CERTIFICATE OF INCORPORATION
OF

FRIENDS OF CUSTER MUSEUM, INC.

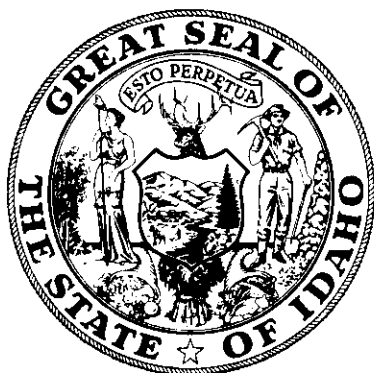
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

FRIENDS OF CUSTER MUSEUM, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated March 10, 19 86



SECRETARY OF STATE

Corporation Clerk

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION OF
FRIENDS OF CUSTER MUSEUM, INC.

86 MAR 10 AM 9 05
ALL MEN BY THESE PRESENTS That we, the undersigned citizens of the United States and of lawful age, have today voluntarily associated ourselves for the purpose of forming a non-profit cooperative association under the provisions of Chapter 3, Title 30 Idaho Code, all other laws of the State of Idaho pertaining thereto, and we hereby certify as follows:

ARTICLE 1

The name of this corporation shall be Friends of Custer Museum, Inc.

ARTICLE 2

The purpose of this corporation shall be to bring together persons interested in museums and in the history of the Yankee Fork and surrounding area; to promote further interest in the heritage of this area; to gather information, objects, and materials relative to its history and development; to carry on educational programs concerning the region; to restore and preserve the buildings and area of the Custer Museum; to acquire title and hold title to such real and personal property as may be necessary or desirable to carry out its purpose, and to manage and operate any real or personal property given and devised to or acquired by the corporation; to sell, convey, dispose of, or exchange both real or personal property, and to do any and all things convenient and incidental to the purpose of the corporation, and generally to have and to exercise all such powers as are by law conferred upon such corporations of like character, and in carrying out the purpose of the corporation, to do any and all things and exercise any and all powers not prohibited by law, and not prohibited for non-profit corporations qualifying under Section 501 (c) (3) United States Internal Revenue Code, but not for pecuniary profit. The Society is organized exclusively for charitable, educational, and scientific purposes that qualify as exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 3

This corporation shall have perpetual existence.

ARTICLE 4

Qualifications of members shall be provided in By-laws of the corporation. A membership certificate shall be issued to each member. The rights and interests of all members shall be equal, and no member shall have or acquire greater interest therein than any other members, and no member shall hold more than one certificate of membership in this corporation. This corporation shall never issue any capital stock. No member of the corporation shall ever receive any part of the net earnings of said corporation, but he shall not be debarred from receiving payment for services actually rendered or material furnished, and such member agrees that all funds of this corporation shall be used solely and exclusively to carry out and to attain the objectives of this corporation.

ARTICLE 5

The number of directors of this corporation shall be not less than five nor more than seven, each of whom shall be a member of this corporation, and the number, qualifications, and terms of office, manner of election, time and place of calling meetings, and powers and duties of the directors shall be prescribed in the By-laws of the corporation. The board of directors shall have power to conduct all of the affairs of the corporation.

The officers of this corporation shall be a president who will also act as chairman of the board, vice-president, secretary, and treasurer, and such other officers as the board of directors shall deem necessary. Each of the officers shall have such powers as are conferred by the By-laws of the corporation. Officers shall be chosen by and shall hold office during the pleasure of the board of directors.

ARTICLE 6

An annual meeting of the membership of the corporation shall be held upon a date provided for in the By-laws of the corporation.

ARTICLE 7

Notwithstanding any term or provision of any article hereof, this corporation is organized and shall be operated exclusively for literary or educational purposes, and no part of the net earnings of this corporation shall inure to the benefit of any private shareholder or individual, and no substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and this corporation shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office, and the purposes of this corporation and the authorized activities of this corporation shall be limited to those specifically stated in this article.

it being intended that the powers and purposes of this corporation be limited to those exclusively described in this article so that this corporation may enjoy exemption from taxation as an exempt organization under Internal Revenue Code 501 (c) (3) and more specifically so that this corporation qualifies as an exempt organization under the provisions of said Section 501 (c) (3), this corporation being organized solely for non-profitable purposes and more specifically for the non-profitable purpose of restoring and preserving the buildings, artifacts, historical papers, pictures, and stories of the Custer Museum area and maintaining an educational museum for visitors, and engaging in acts incidental thereto, said purpose being in the promotion of social welfare, being non-profitable, and this corporation being organized and operated exclusively as herein stated. This corporation may engage in activities incidental to the purposes herein stated and in furtherance of those purposes may perform such acts and engage in such activities as are incidental hereto. This article shall be deemed to be a limitation upon the extent of activities that this corporation may engage in, and, except to the extent such activities are restricted or modified by the terms of this article, this corporation may perform all other acts described in all other articles of these Articles of Incorporation unless such acts are restricted, prohibited, or modified by the terms of this article.

ARTICLE 8

In the event of dissolution of this corporation, the disposal of assets or property shall be determined at the time of such dissolution by the directors, provided that assets or property may be transferred only to a non-profit corporation or an agency of Government operated exclusively for charitable, educational, or scientific purposes as at that time qualify as an exempt organization under Section 501 (c) (3) of the United States Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the directors shall determine, and having objects or purposes similar to those to which this corporation is devoted; provided further that in no event shall any of the assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members, or for any other such purpose, it being the intent that in the dissolution of this corporation, or upon its seeking to carry out the objects and purposes herein set forth, the property and assets then owned by the corporation shall be devoted to the carrying on of the function and purposes of this corporation. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 9

These articles may be amended after 10 days written notice to all members, by a majority of the members voting at a regular meeting or at a special meeting called to consider amendments.

ARTICLE 10

The registered office of this corporation is at the home of the president.

ARTICLE 11

Since the Custer Museum is on a National Historic Site, all major policy decisions will have to be reviewed by the United States Forest Service through the Yankee Fork Ranger District and in some instances by the Historic Council.

ARTICLE 12

For the purpose of expediting the processing of filing these articles of incorporation, only one Incorporator or and Incorporators will be required.

This Incorporator is :

Barton G. Nordling
HC67 Box 790
Clayton, Idaho 83227

Barton G. Nordling

The Initial registered office will be

Friends of Custer Museum, Inc
HC 67 Box 790
Clayton, Idaho 83227

The initial registered agent is

Barton G. Nordling
HC67 Box 790
Clayton, Idaho 83227