

Articles of Incorporation
of

HOLDERNESS ELOIGN FOUNDATION, LTD.

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SECRETARY OF STATE
STATE OF IDAHO

THE UNDERSIGNED, for the purpose of forming a nonprofit corporation under the Idaho Nonprofit Corporation Act of the laws of the State of Idaho, does hereby make and adopt the following Articles of Incorporation:

- Name.** The name of this corporation is HOLDERNESS ELOIGN FOUNDATION, LTD.
- Nonprofit.** The corporation is a nonprofit corporation under the laws of the State of Idaho. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its members or officers except in accordance with the corporate purposes.
- Duration.** The duration of the corporation is perpetual.
- Purpose.** The corporation is organized for the benefit of the general public to promote traditional families by fostering family record-keeping, family organization, secondary education scholarships, funding missions for the Church of Jesus Christ of Latter-day Saints and other philanthropic and eleemosynary purposes qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- Members.** The members of the corporation shall be the living descendants of Skiffington and Ruby Christina Holderness and their non-estranged lawfully wedded husbands and wives.
- Directors.** The management of the corporation shall be vested in a Board of Directors, each Directors being nominated by the Chair in accordance with the Bylaws. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws. The name and address of each initial Director of the corporation is as follows:

Name	Address
James S. Holderness	13949 West Rochester Dr., Boise, Idaho 83713
Patrick H. Holderness	247 North 750 East, Orem, Utah 84057
Nancy K. Winn	Rt. 2, 25 Gates Circle, Hockessin, Delaware 19707
Robin C. Beadles	65 East 600 South, Wellsville, Utah 84339
Natalie Potter	1086 Dutchman Lane, Seymour, Indiana 47274

- Powers.** The corporation shall have all powers granted non-profit corporations under the laws of the State of Idaho, and to do everything and anything reasonably and lawfully necessary, proper, suitable or convenient for the achievement or furtherance of its

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purposes as set forth herein. Without limitation, the corporation shall have the power to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property for any of the purposes set forth herein.

8. Limitation. The purposes and powers of the corporation shall be limited as follows:

- a. This corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will or might prevent it at any time from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, contributions to which are deductible for federal income tax purposes; nor shall it engage directly or indirectly in any activity which might cause a loss of such qualification.
- b. This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
- c. No part of the net earnings of the corporation shall inure to the benefit or be distributable to its members or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to its members and officers in furtherance of the purposes set forth in Article 4 hereof.
- d. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall it participate or intervene in any manner, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements or otherwise.
- e. No solicitation of contributions to this corporation shall be made, and no gift, bequest or devise to this corporation shall be accepted, upon any condition or limitation which, in the opinion of the corporation, may cause the corporation to lose its exemption from payment of federal income taxes.
- f. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, literary, religious and/or scientific purposes which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law), or by an organization, contributions to

which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

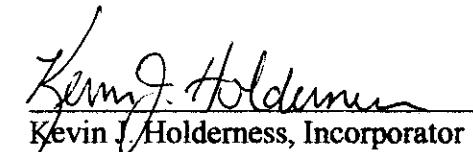
9. Initial Registered Office and Agent. The address of the initial registered office of the corporation is 12474 West Ginger Creek Drive, Boise, Idaho 83713. The name of the initial registered agent at that address is Kevin J. Holderness.

10. Incorporator. The name and address of the incorporator is Kevin J. Holderness, 12474 West Ginger Creek Drive, Boise, Idaho 83713.

11. Indemnification. The corporation shall indemnify its officers and former officers to the full extent permitted by the law of the State of Idaho.

12. Amendment. Consistent with the requirements of Article 8 herein, the corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the members and officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Idaho, as amended from time to time.

Dated this 22 day of July, 2001.



Kevin J. Holderness, Incorporator