

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAY
I, ~~ARTHUR WILLIAMS~~, Secretary of State of the State of Idaho, and legal custodian of the

corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

WESTERN CULTURAL INSTITUTE, INC.,

was filed in the office of the Secretary of State on the **Twenty-sixth** day of

May

A. D. One Thousand Nine Hundred **Sixty-six** and

will be

~~is~~ duly recorded on ~~Film~~ **Microfilm** of Record of Domestic Corporations of the State of Idaho,

and that the said articles contain the statement of facts required by Sections 30-103, 30-1101 and 30-1102, Idaho Code.

AND I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name stated in the articles, and for **perpetual existence** from the date hereof, with its registered office in this State located

at **Sun Valley,** in the County of **Blaine,**

and as such are subject to the rights, privileges and limitations granted to Religious, Ex-Service Men, Benevolent, Charitable and Fraternal Corporations, as provided in Chapter 11, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **26th** day of **May**, A.D., 19**66**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
WESTERN CULTURAL INSTITUTE, INC.

BE IT KNOWN, that we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and in particular Chapter 11 of Title 30, and the acts amendatory thereof and supplemental thereto, do hereby associate ourselves, together with such other persons as may associate themselves and their successors, for the purpose of incorporation, and do hereby certify as follows:

ARTICLE I

The name of the corporation is the Western Cultural Institute, Inc.

ARTICLE II

The purposes and objects for which the corporation is formed are to receive contributions and maintain a fund or funds and ~~apply~~ the income and principal thereof to promote the well-being of mankind by charitable, scientific, educational and cultural endeavors, and to aid in any such activities, agencies or institutions, whether private or public, devoted to such purposes; and to carry out the purposes hereof by any and all means which from time to time shall be determined at the discretion of the Board of Directors of this corporation, excluding, nevertheless, any effort or endeavor for any purpose (i) to fix the price or regulate the production of any article of commerce or product of the soil or the consumption thereof by the people, or (ii) to participate in, or intervene in, (including publishing or distributing of statements), any political campaign on behalf of any candidate for public office; or (iii) to any substantial extent of the activities of the corporation in carrying on propaganda or otherwise attempting to influence legislation.

No provision of this Article II shall be amended without the unanimous consent of the members and the Board of Directors of this corporation.

ARTICLE III

The corporation shall have the following powers:

(a) To do all acts as are necessary or convenient to obtain the objects and purposes herein set forth to the same extent and as fully as any natural person could or might do, and as are not forbidden by law or by these Articles

of Incorporation, and, without limiting the generality of the foregoing, the corporation shall have the power:

(i) To take hold, directly or indirectly, by bequest, devise, gift, purchase or lease either absolutely or in trust for any of its purposes, any property, real or personal, without limitation as to amount or value.

(ii) To sell, convey, mortgage, grant, assign, lease or otherwise for any purposes, any property, real or personal, without limitation as to amount or value.

(iii) To borrow money and incur indebtedness, draw, make, accept, endorse, transfer, assign, execute and issue, bonds, debentures, notes and other evidences of debt, and for the purpose of securing indebtedness or contracts, assign, deliver, convey, mortgage or pledge any property, real or personal without limitation as to amount or value; to buy, sell, trade and deal in, stocks, bonds, and securities of every nature, on margin or otherwise; and, in connection therewith, to borrow money and to pledge any and all stocks, bonds, securities, commodities and contracts for the future payment thereof.

(iv) To solicit, collect and receive moneys from public authorities or private donors for use for any of its purposes, or in accordance with the requirements of the public authority or wishes of the private donor, if any;

(v) To invest and reinvest and deal with and expend the income and principal of the corporation in such manner as in the judgment of the Board of Directors will best promote its purposes; provided that the power of investment and reinvestment shall not be subject to the principle prohibiting the mingling of assets from various donors' gifts for investment purposes, whether such gifts are absolute or in trust, nor shall the **Trustees** in managing the assets of the corporation be held to a higher fiduciary standard of care than that applicable to directors of commercial corporations.

(b) Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in activities which in themselves are not in the furtherance of the purposes set forth in Article II hereof.

ARTICLE IV

In no event shall any income or assets of this corporation be distributed to or inure to the benefit of any member, Trustee, or officer of this corporation, either directly or indirectly, other than for expenses incurred in carrying out the

purposes of the corporation; provided, nevertheless, upon the approval of a two-thirds vote of the Board of Directors, compensation may be paid to such officer or officers, for actual services performed for the corporation. In event of dissolution, except upon merger with a corporation with similar purposes, the assets shall be distributed for any purpose set forth in Article II above and to such funds or foundations qualified for exception from Federal Income Tax under Section 501 (c)(3) I.R.C. of 1954, as amended. No provision of this Article IV shall be amended without unanimous consent of the members and the Board of Directors of this corporation.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The location and post office address of the registered office of this corporation is:

Sun Valley, Idaho

ARTICLE VII

There shall be no capital stock of this corporation, but there shall be issued membership certificates to each member hereof, which certificates will be non-transferable, except by approval of the Board of Directors and under such regulations as the By-Laws may prescribe. The rights and interests of all members shall be equal.

ARTICLE VIII

The names and post office addresses of the incorporators and members are as follows:

Victor H. Palmieri	10889 Wilshire Boulevard Los Angeles, California 90024
W. D. Eberle	P. O. Box 200 Boise, Idaho 83701
Deane F. Johnson	9601 Wilshire Boulevard Beverly Hills, California

ARTICLE IX

The private property of any member of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the membership certificates shall not be subject to assessment for any purpose.

ARTICLE X

The persons who are to act as directors of this corporation shall be designated "Trustees." The number of Trustees of the association shall be specified in the By-Laws and such number may, from time to time, be increased or decreased in such manner as may be prescribed in the By-Laws, provided that the number of Trustees shall not be less than three. In case of any increase in the number of Trustees, the additional Trustee may be elected by the Trustees then in office, and the Trustees so elected shall hold office until the next annual meeting of the membership and until their successors are elected and qualified. The officers of the association shall be elected by the Trustees following the annual meeting of said association and said officers shall be elected for a term of one year or until their successors are elected and qualified. The persons who are the Trustees of this corporation from time to time shall be its only members and upon ceasing to be Trustees of this corporation, any such person shall cease to be a member. In the election of Trustees, each member of the corporation shall be entitled to one vote for each office to be filled.

ARTICLE XI

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws and the corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the members, represented in person or by proxy, at any annual meeting of the members or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

ARTICLE XII

The qualifications for membership and the voting rights of the members shall be set forth in the By-Laws of the corporation.

ARTICLE XIII

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Trustees of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any Trustee individually, or any firm of which any Trustee may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Trustee of this corporation who is also a director or officer of another such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting which shall authorize any such contract or transaction and may vote thereat to authorize any such con-

tract or transaction as may any other Trustee. Provided, however, that this Article XIII is to be construed to allow the corporation to have the advantage of the financial, business and social contacts and positions of the Trustees with the only measure of the propriety of such contract or transaction being its fairness to the corporation, as if in the normal transaction of business between disinterested parties.

ARTICLE XIV

That on the 26th day of May, 1966, an election was held by the Western Cultural Institute, Inc. for election of the Board of Directors in conformity with Chapter 11, Title 30, Idaho Code, which meeting was held at 711 1/2 Bannock Street, Boise, Idaho at 10 o'clock a.m. on said day, and that at said meeting all of the members of the association were present and voted such election, and as a result thereof the following were unanimously elected members of the Board of Directors:

Victor H. Palmieri

10889 Wilshire Boulevard
Los Angeles, California 90024

W. D. Eberle

P. O. Box 200
Boise, Idaho 83701

Deane F. Johnson

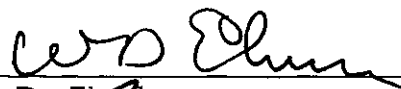
9601 Wilshire Boulevard
Beverly Hills, California

That said election was held pursuant to notice of the time and place of the holding of such election as required by Section 30-1102, Idaho Code, both by publication and posting thereof, as required, and that such proof of election and posting is of record in the minutes of the meeting so held, and that Victor H. Palmieri was presiding officer, and Deane F. Johnson was the secretary thereof.

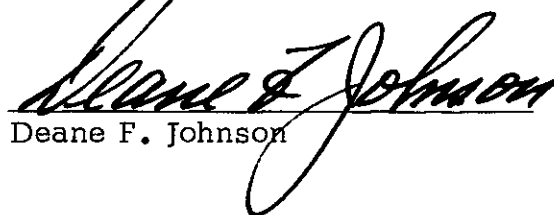
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 26th day of May, 1966.



Victor H. Palmieri



W. D. Eberle



Deane F. Johnson

STATE OF IDAHO)
 : ss.
County of Ada)

On this 26th day of May, 1966, before me, Ellen C. Moore
Notary Public in and for the State of Idaho, personally appeared Victor H.
Palmieri, W. D. Eberle and Deane F. Johnson, known to me to be the persons
whose names are subscribed to the within instrument, and acknowledged to me
that they executed the same, and that they were persons over the age of twenty-
one years and citizens of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and official notarial
seal, the day and year first in this certificate written.

Ellen C. Moore
Notary Public for Idaho
Residing at Boise, Idaho

County of Ada, ss.
State of Idaho,

(SEAL)
My commission expires .

ATTN: Bureau of Prisons, Washington, D.C.
5/12, 5/13