

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

The Westover Ranch Association, Inc.

was filed in the office of the Secretary of State on the **31st** day
of **January** A. D. One Thousand Nine Hundred **Seventy-Nine** and
~~will be~~
is duly recorded on ~~Film No.~~ **microfilm** of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at
Rexburg, in the County of **Madison**
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-
tive Associations as provided in Chapter 10, 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 **31st** day of **January**
A.D., 19 **79** .

Secretary of State.

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ARTICLES OF INCORPORATION OF THE WESTOVER RANCH ASSOCIATION, INC.

SECRETARY OF

The undersigned, desiring to form a non-profit corporation under the Idaho laws of incorporation, do hereby certify:

ARTICLE I

Corporate Name

This family organization shall be known as The Westover Ranch Association, Inc.

ARTICLE II

Period of Duration

The period of duration for the corporation shall be perpetual unless sooner terminated by law.

ARTICLE III

Purposes of Corporation

This corporation is organized as a non-profit corporation, exclusively for religious, scientific, educational, literary and charitable purposes, including for such purposes the following:

- (1) Cementing ties of fellowship and kinship between the descendents of the William R. Westover family: hereafter referred to as the family:
- (2) Maintain family unity through frequent association and communications;
- (3) Pool the resources and efforts of the members of the family so that a permanent location and facility can be established for the purpose of reunions and social events and that the facility can be made available for other family groups to use.
- (4) Performing genealogical research to identify individuals and to qualify names of individuals for certain ordinances in accordance with the religious precepts of the Church of Jesus Christ of Latter-Day Saints, Inc.
- (5) Establish a repository for the purpose of maintaining and protecting family records and memorabilia.
- (6) Combine the resources of any and all interested persons so that accurate genealogical records may be made available.

ARTICLE III (continued)

- (7) Engage in any other religious, scientific, educational, literary, or charitable purpose permitted to be performed by the following:
 - (a) A corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).
 - (b) A corporation, contributions of which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue law).
- (8) No part of the new earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, officers, Board of Directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE IV

MEMBERS

The corporation shall have members. All the descendants of William Ruthven Westover, including legally adopted children, and the husband or wife of these descendants are eligible for membership in this Corporation. Membership may be established by submitting a genealogical family group sheet on which the applicant is properly identified.

ARTICLE V

Shares of Stock

Shares of stock evidencing membership in the Corporation shall not be issued or required.

ARTICLE VI

Annual Meeting

An annual meeting of the members of the Corporation shall be held. The time and place of such meetings shall be determined each year by a majority vote of the Board of Trustees. Written or printed notices stating the place, day, and hour shall be delivered to each voting member not less than ten (10) days before the date of the meeting, either personally or by mail. If mailed, such notice shall be deemed delivered when deposited in the United States mail, with postage prepaid, and addressed as the names and addresses of the members appear on the records of the Corporation.

ARTICLE VII

Restrictions of Activities

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers, members of the Board of Directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene (including the publication and distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on as indicated in Article V (7)(a&b) or by Section 508 (c) Internal Revenue Code.

ARTICLE VIII

DISTRIBUTION ON DISSOLUTION

Upon the dissolution of this Corporation, the Board of Directors shall after paying or making the provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary or education purposes as shall at that time qualify as an exempt organization or organizations under Section 501 (c) (3) Internal Revenue Code; it being intended that such assets be first distributed to or conveyed as a gift to the Trustees-in-Trust of the Church of Jesus Christ of Latter-day Saints, Inc., or as the Board of Directors shall determine.

ARTICLE IX

Selection of the Board of Directors

A single representative to the Board of Directors will be selected by the descendents of each of William Ruthven Westover's children. The descendents of each of these children will select from their numbers one member to represent them on the Board of Directors. Each representative will serve for a period of three (3) years, replacements to be selected by majority vote of each Family Group at the annual reunion or such time designated by each Family Group, but not later than six (6) weeks after the close of the annual family reunion. Any vacancy occurring in the Board of Directors may be filled by a majority of the Family Group from which the vacancy occurred. Should a vacancy of the Board of Directors remain unfilled for a period of sixty (60) days, the Board of Directors may select a member from the Family Group erected to fill the unexpired portion of the term.

ARTICLE X

Board of Directors

The affairs of the Corporation shall be managed by a governing board designated as the Board of Directors, consisting of not less than (8) members. The initial Board shall consist of eight (8) members. The Board of Directors may sell, lease, exchange, mortgage, pledge, or otherwise dispose of all or any of the assets of the Corporation without a vote of the members. The names and addresses of the initial Board of Directors are:

Wanda Jeppesen
Rt 4 Box 20
Rexburg, Idaho 83440

Nina Hathaway
Rt. 2 Box 32
Rexburg, Idaho 83440

Georgia Mortensen
1158 Shilling Ave.
Blackfoot, Idaho 83221

Arlo Hinckley
470 Dixie St.
Layton, Utah 84041

Cecil Westover
P.O. Box 45
Blackfoot, Idaho 83221

ARTICLE X (continued)

Gordon Westover
3376 Avacado Way
Hacienda Heights, California 91745

Ralph Westover
436 East 1st South
Brigham City, Utah 84302

Reo Westover
1637 El Nido Way
Sacramento, California 95825

ARTICLE XI
Initial Principal Office and Agent

The initial principal office of the corporation is Rt 2 Box 32, Rexburg, Idaho, and the name of the initial registered agent at such address is Nina Hathaway.

ARTICLE XI
The Incorporators

The three (3) incorporators are as follows:

1. W. Ralph Westover
436 East 1st South
Brigham City, Utah 84302

W. Ralph Westover

2. Elva W. Schroeder
5181 South 200 East
Ogden, Utah 84403

Elva W. Schroeder

3. James E. Schroeder
5181 South 200 East
Ogden, Utah 84403

James E. Schroeder

State of Utah

County of Weber

Subscribed and sworn to before me this 25th day of January, 19 79.

My commission expires 2-3-82

Indee Olmurray
Notary Public