

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

LELAND S. WINWARD SR. FAMILY ASSOCIATION INCORPORATED

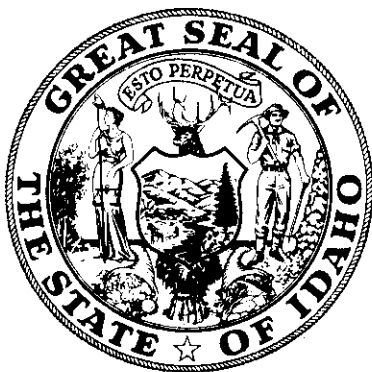
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

LELAND S. WINWARD SR. FAMILY ASSOCIATION INCORPORATED

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 November 29, 19 79.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

FILED

ARTICLES OF INCORPORATION NOV 29 AM 8 27

OF

LELAND S. WINWARD SR. FAMILY ASSOCIATION INCORPORATED

SECRETARY OF
STATE

We, the undersigned, all being of full age, natural persons and citizens of the United States, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho and in particular Title 30, Chapter 10 of the Idaho Code and for that purpose do adopt the following Articles of Incorporation.

I.

NAME

The name of this Corporation shall be:

LELAND S. WINWARD SR. FAMILY ASSOCIATION INCORPORATED

II.

PURPOSE

(a) The Corporation shall be a perpetual non-profit corporation under Title 30, Chapter 10 of the Corporation laws of the State of Idaho. The purpose for which the Corporation is to be formed is exclusively to receive and administer funds for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 and to that end and hold by bequest, device, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value;

to sell, convey or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, or the Articles of Incorporation or By-Laws of the Corporation, or any laws applicable thereto. To do any other acts or things incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of it's Directors, Officers, or members except as permitted under the Non-profit Co-operative Association Laws of the State of Idaho. The Corporation shall be particularly active in compiling genealogical research data on it's family members in order to perform religious ordinances in accordance with the religious precepts of the Church of Jesus Christ of Latter-day Saints to which family members belong.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of it's purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The Corporation shall distribute it's income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

(d) The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

(f) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

(g) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

(h) Notwithstanding any other provisions of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 503(c)(3) of the Internal Revenue Code and it's regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

IV.

MEMBERSHIP CERTIFICATES

The rights and interest of all members shall be equal, and no member can have or acquire a greater interest herein than any other member. Membership certificates shall be issued to each member upon payment of \$10.00 and no certificate can be assigned so that the transferee thereof can by such transfer become a member of the association except by resolution of the Board of Directors and under such regulations as the By-laws may prescribe. All of the descendants of Leland S. Winward Sr., and their spouses are eligible for membership in this corporation.

V.

GOVERNING BOARD

The governing board of this Corporation shall be known as Directors, and the board initially elected shall be five, and the number of Directors may from time to time be increased and thereafter decreased in such manner as shall be provided by the By-laws of this Corporation, provided that the number of Directors shall not be reduced to less than five.

The initial board of directors shall be the following named individuals whose residences and mailing addresses are as indicated:

Leland S. Winward Jr.	2089 Wren	Corona, CA 91720
H. Frank Winward	60 American Dr.	Salt Lake City, Utah 84107
Robert H. Winward	454 No. 16th Ave.	Pocatello, Idaho 83201
Barbara W. Seager	306 E. Hacienda Dr.	Corona, CA 91720
Keith L. Winward	428 W. 2400 So.	Bountiful, Utah 84101

VI.

PRINCIPLE PLACE OF BUSINESS AND REGISTERED AGENT

The principle place of business for the corporation shall be 454 No. 16th Ave., Pocatello, Idaho, 83201. The registered agent of the corporation shall be Robert H. Winward whose mailing address is 454 No. 16th Ave., Pocatello, Idaho, 83201.

IN WITNESS WHEREOF WE, the Incorporators have hereunto set
our hands and seals this 6 day of april, 19 79.

Leland S. Winward, Jr.
Leland S. Winward, Jr.

H. Frank Winward
H. Frank Winward

Robert H. Winward
Robert H. Winward

Barbara R. Seager
Barbara R. Seager

Keith L. Winward
Keith L. Winward

STATE OF IDAHO)
 : ss
COUNTY OF BANNOCK)

On the 6 day of april, 1979, before me,
the undersigned, Notary Public in and for the State, personally appeared
ROBERT H. WINWARD, known to me to be the person whose name is subscribed
to the foregoing Articles of Incorporation and acknowledge to me that
he executed the same.

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

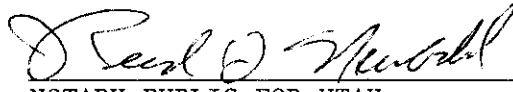
Wayne L. Lovelass
NOTARY PUBLIC FOR IDAHO
Residing in Poratello, Idaho

(SEAL)

STATE OF UTAH)
 :ss
COUNTY OF SALT LAKE)

On the 13 day of March, 1979, personally
appeared before me H. FRANK WINWARD and KEITH L. WINWARD, the signers
of the above instrument, who duly acknowledged to me that they executed
the same.

IN WITNESS WHEREOF, I have hereto set my hand and affixed
my official seal the day and year first above written.

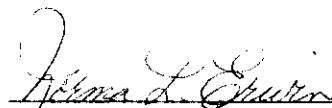

NOTARY PUBLIC FOR UTAH
Residing in Salt Lake County, Utah

(SEAL)

STATE OF CALIFORNIA)
 :ss
COUNTY OF RIVERSIDE)

On the 22nd day of March, 1979, before
me LELAND S. WINWARD and BARBARA R. SEAGER personally appeared and,
known to me to be the persons whose names are subscribed to the within
instrument, and severally acknowledge that they executed the same.

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


Norma L. Erwin
NOTARY PUBLIC FOR CALIFORNIA
Residing in Riverside, California

(SEAL)

