

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

EL ZWGLLL, 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 EL ZWGLLL, 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: November 16, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Valerie Flint*

**ARTICLES OF INCORPORATION  
OF  
EL ZWGLLL, INC.**

We, the undersigned, do hereby voluntarily associate ourselves together for the purpose of forming a non-profit corporation under the provisions of Title 30, Chapter 3, Idaho Code Annotated, and Amendments thereto.

**ARTICLE I.**

The name of this non-profit corporation shall be EL ZWGLLL, Inc.

**ARTICLE II.**

This corporation is a non-profit corporation.

**ARTICLE III.**

The period of duration is perpetual.

**ARTICLE IV.**

The term "Family-Unit" (or "Family-Units" plural,) will be used in this document, the By-Laws, and other documents of this corporation as necessary to collectively refer to individuals who are the descendants of Reed Darrel Zundel and Joann Kay Lloyd, Howard Elston Wynn and Carol Renee' Lloyd, William Marion Gee II and Barbara Jean Lloyd, Dean Craig Lloyd and Karen Clara Scott, Fred Murri Lloyd and Doris Kay Crabtree. Individuals of a Family-Unit will be referred to as members of a Family-Unit. The names of these Family-Units are as follows:

Zundel Family-Unit

Wynn Family-Unit

Gee Family-Unit

Craig Lloyd Family-Unit

Fred Lloyd Family-Unit

Claim of membership to a Family-Unit is as follows:

A. The descendants of one of the aforementioned Family-Units.

B. Legally married spouse of a member may claim membership for the duration of the marriage. Spouse claim of membership is immediately terminated if divorced from member. If a child is born within 9 months after the divorce and the natural parents of the child are the divorced member and spouse, the child may claim

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membership. Spouse may continue to claim membership if marriage termination was due to the death of the member, but this membership claim is only valid until spouse remarries or as determined by the Board of Directors.

C. Children whose parents were the legally married member and spouse at the time of conception or birth are members. Children whose parents (or parent) were members at the time of legal adoption are also members.

D. A member cannot claim membership to more than one Family-Unit. If members of separate Family-Units are married, all claim of membership to one of the Family-Units must be relinquished; they and their descendants will become members of only one Family-Unit.

## **ARTICLE V.**

The nature of the business of the corporation and the object and purposes for which, or for any of which, this corporation is formed are:

A. To associate the members of the Family-Units together for their mutual benefit, education, and enjoyment of any properties or holdings owned by the corporation, and to that end under the direction of the Board of Directors, to hold, maintain, improve, expand or sell (in part or all) properties or holdings owned by the corporation.

B. To buy, lease, hold, or exercise all privileges of ownership in and to the real or personal property as may be necessary or convenient for the conduct and operation of any property or holdings of the corporation.

C. To levy assessments in such manner and in such amount as it may be provided in the By-Laws of this corporation.

D. To have and exercise all the powers, privileges, and rights conferred on corporations by the laws of the State of Idaho and all powers and rights incidental in carrying out the purposes for which this association is formed, except such as are inconsistent with the express provisions of the act under which this corporation is incorporated.

E. The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general

powers conferred on this corporation by the laws of the State of Idaho, all of which are hereby expressly claimed.

#### **ARTICLE VI.**

The private property of the members shall not be subject to payment of the corporation debts to any extent whatsoever.

#### **ARTICLE VII.**

The street address of its initial registered office is 847 Northgate Dr., Pocatello, ID, 83201, and the name of its initial registered agent at such a street address is Dean Michael Lloyd, but the corporation may maintain offices and places as deemed necessary by the Board of Directors.

#### **ARTICLE VIII.**

1. Under the terms and conditions prescribed in its By-Laws this corporation shall be organized by ten incorporators, initially representing each of the five Family-Units. The corporation shall establish five directors, one selected from each Family-Unit for purposes of Family-Unit representation. The original directors of this corporation are:

<b>NAME</b>	<b>ADDRESS</b>
Joann Kay Lloyd Zundel	1526 Bench Rd #F9, Pocatello, ID 83201
Carol Renee' Lloyd Wynn	856 So. 2400 W., Sterling, ID 83210
Barbara Jean Lloyd Gee	615 No. Lawndale, Idaho Falls, ID 83401
Dean Craig Lloyd	P.O. Box 375, Firth, ID 83236
Fred Murri Lloyd	11139 Cartridge, Boise, ID 83704

2. This corporation shall not have capital stock.

3. If for some reason, all members of a Family-Unit become deceased, all rights and privileges of that Family-Unit will be dissolved and returned to the body of the corporation subject to the decisions of the remaining Board of Directors representing the remaining Family-Units.

4. The membership fee (sometimes called maintenance fee) in this corporation shall be fixed and determined by its By-Laws. The voting power, rights, privileges and interests of each Family-Unit whose fees are fully paid and in good standing shall be

equal and each Family-Unit shall be entitled to one vote only.

5. This corporation is organized on a non-profit basis for the mutual benefit of its members (the Family-Units) and consequently will not have profits from which to pay dividends on its capital. After all expenses of the corporation have been paid and reasonable reserves as determined by the Board of Directors set aside, the net earnings of the corporation shall be accumulated in a surplus fund for the purpose of replacing, enlarging, extending, and repairing any properties or holdings of the corporation and, for such other purposes as the Board of Directors may determine to be for the best interests of the corporation.

#### **ARTICLE IX.**

These Articles may be amended in any manner permitted or authorized by law and by a favorable vote of majority by the Board of Directors representing the Family-Units. Such voting can take place by attendance or by proxy at a scheduled Board of Directors meeting duly called upon notice of the specific purpose thereof and containing a statement of the proposed amendment.

#### **ARTICLE X.**

The number of directors shall be no more than five and no less than the existing number of Family-Units. Only one member from each Family-Unit can be on the Board of Directors at any one time. Each director will represent the concerns and wishes of his/her Family-Unit and vote accordingly. Only Family-Unit members can be elected as directors. Each Family-Unit will determine, choose, vote, or appoint a member from their Family-Unit to represent them as a voting director. A Family-Unit can appoint a new representative to replace their current director at any time.

The Officers of this corporation shall be appointed by the Board of Directors as prescribed in the corporation's By-Laws.

IN WITNESS WHEREOF, we, the incorporators, have set our hands and seals

this 26st day of August, 1989.

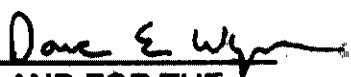
Reed Zundel (SEAL)  
Esther Lynn (SEAL)  
William M. Gee (SEAL)  
Braig Lloyd (SEAL)  
J. M. L. O. (SEAL)

Joona Zundel (SEAL)  
Genevieve Lynn (SEAL)  
Barbara Lee (SEAL)  
Karen Lloyd (SEAL)  
Doris Lloyd (SEAL)

STATE OF IDAHO            )  
                                  :        **ss**  
County of Bannock )

BE IT REMEMBERED, that on this 26st day of August, 1989, personally appeared before me, a Notary Public in and for the State of Idaho, all of the parties to the foregoing Articles of Incorporation, known to me personally to be such and severally acknowledged said Articles of Incorporation to be the act and deed of the signors, respectively, and that the facts therein stated are truly set forth.

Given under my hand and seal of office the day and year first aforesaid.

  
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NOTARY PUBLIC IN AND FOR THE  
STATE OF IDAHO

(SEAL)