



CERTIFICATE OF INCORPORATION
OF

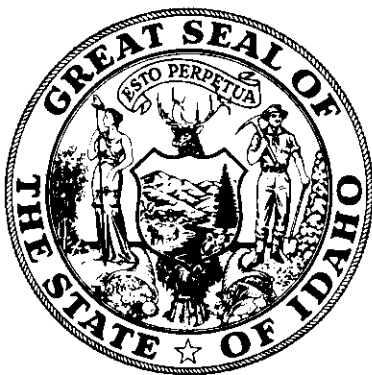
MM MEMORIAL FOUNDATION, INC.

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 _____
MM MEMORIAL FOUNDATION, 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 _____, June 7, 19 85



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
MM MEMORIAL FOUNDATION, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is:

MM MEMORIAL FOUNDATION, INC.

SECOND: The period of its duration is perpetual.

THIRD: The corporation is organized and operated exclusively for charitable, scientific, literary, environmental or educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code. The corporation may transact any and all lawful activities for which corporations may be incorporated under the Idaho Nonprofit Corporation Act. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under §501(c)(3) of the Internal Revenue Code.

Specifically, the corporation was formed and now exists to solicit and receive contributions, gifts, grants, devises or bequests of real or personal property or both from individuals, foundations, partnerships, associations, governmental bodies or public or private corporations and to maintain, use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary or educational purposes either directly or by contributions to other organizations duly authorized to carry on charitable, scientific, Articles of Incorporation - 1

literary, environmental or educational activities. Further, to collect, maintain, preserve, identify and display for the benefit of the general public, artifacts of the Western States which have historical, social and cultural importance.

FOURTH: This corporation is being organized under the Idaho Non-profit Corporation Act and is a non-profit corporation.

FIFTH: This corporation shall have two classes of members. The first class shall be denominated as Affiliated Members and have voting rights. The second class shall be Associate Members and have no voting rights. The assessments of members, the amount and method of assessment shall be as provided by the Bylaws of this Corporation. Certificates, cards or other instruments evidencing a member's rights shall be governed by and issued to the members as provided by the Bylaws of this Corporation.

SIXTH: This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and no dividends shall be declared or paid, nor shall it have the power to issue Certificates of Stock. The property, assets, profits and net income of this corporation are irrevocably dedicated to research, educational, scientific, civic and literary purposes and no part of the profits or net income shall inure to the benefit of any officer, or director thereof or to the benefit of any private individual.

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 any political campaign on behalf of any candidate for public office.

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Upon the winding up and dissolution of the 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 has established its exempt status under §501(c)(3) of the Internal Revenue Code.

SEVENTH: There shall be no less than three Directors. The Board of Directors is authorized to increase the number from time to time by resolution adopted, provided further that if the Board ever numbers nine or more Directors, they may be divided into classes, and the names and addresses of the persons who are to serve as the initial directors are:

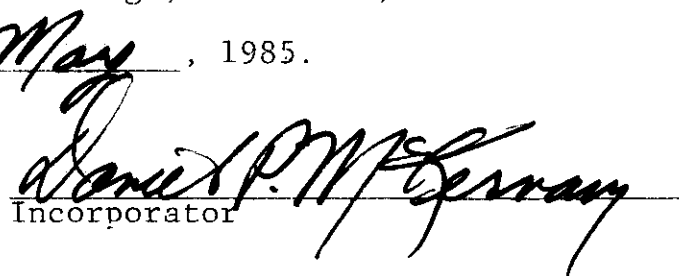
<u>NAME</u>	<u>ADDRESS</u>
Paula J. Meyers	Star Route, Box 210, Pocatello, ID 83201
Dorothy G. Meyers	Star Route, Box 210, Pocatello, ID 83201
William D. Vickers	3 Cedar Hills Drive, Pocatello, ID 83201

EIGHTH: The address of the initial registered office of the corporation is 300 N. 7th Street, Pocatello, Idaho 83205 and the name of the initial registered agent at such address is Herman J. McDevitt, Attorney at Law, Resident Agent.

NINTH: The name and post office address of each of the incorporators is:

<u>NAME</u>	<u>ADDRESS</u>
Daniel P. McKernan	1324 Saratoga, Pocatello, ID 83201

DATED this 7 day of May, 1985.


Incorporator

STATE OF IDAHO)
 : ss.
COUNTY OF BANNOCK)

On this 7th day of May, 1985, before me, a Notary Public in and for the said state, personally appeared, DANIEL P. McKERNAN, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged 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.

(Seal)

Marcia Lynn Schaper