

**FILED/EFFECTIVE**

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**MUNSEY FEATHERSTON FAMILY SALMON RIVER RETREAT, INC.  
ARTICLES OF INCORPORATION  
NON-PROFIT**

CLERK OF STATE  
STATE OF IDAHO

1. Name of Corporation: Munsey-Featherston Family Salmon River Retreat, Inc.

2. Purpose: This corporation is established primarily to own, maintain and manage certain real and personal property situated in Idaho County and Adams County, Idaho adjacent to the little Salmon River for and as a retreat for the decedents by birth or adoption of Paul E. Featherston and Olive Featherston. This corporation shall have and exercise all power and authority for any purpose permitted by law of a corporation organized pursuant to Chapter 3 of Title 30, Idaho Code.

3. Registered Agent, Street Address and Mailing Address of Registered Office: The street and mailing address of the registered office of the corporation is 113 South 2<sup>nd</sup> Avenue, Sandpoint, Idaho 83864 and the registered agent for the corporation is Daniel P. Featherston, who may be found at the registered office.

4. Directors: The corporation shall be managed by a board of three (3) voting directors. The names and addresses of the initial directors are:

- Daniel P. Featherston            113 South Second Ave., Sandpoint, ID 83864
- Carolyn R. Featherston        113 South Second Ave., Sandpoint, ID 83864
- John J. M. Featherstone       113 South Second Ave., Sandpoint, ID 83864

5. Incorporators: The names and addresses of the original incorporators are:

- Daniel P. Featherston            113 South Second Ave., Sandpoint, ID 83864
- Carolyn R. Featherston        113 South Second Ave., Sandpoint, ID 83864
- John J. M. Featherstone       113 South Second Ave., Sandpoint, ID 83864

6. Voting: The corporation does not have voting members but shall be managed by a board of three (3) directors. There shall be one director's position to be held by one of the original directors or their decedents by birth or adoption. The members of each of the families represented by each original director shall select the director to represent their family and their appointment shall be certified by the remaining board members. Should there be no competent living adult family member of one or more of the original directors, that directorship position shall be rotated each year between the remaining families. Should a family be unable to elect a director to represent them, then

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**Featherston Law Firm**

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IDAHO SECRETARY OF STATE  
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the oldest member of that family qualified to serve shall be appointed by the remaining director.

7. Membership: Each descendent by birth or adoption of Paul E. Featherston and Olive Featherston shall be a member of the corporation qualified to receive the benefits subject to the duties and responsibilities of membership in the corporation. Voting and the right to serve as a director shall be limited to those members who are of the age of majority and not adjudged to be incompetent by a Court of competent jurisdiction. The membership rights of any member who is not of the age of majority or has been adjudged incompetent shall not be managed or exercised by a parent or guardian who does not in their own right qualify as a member. Paul and Olive Featherston so long as they may live have all of the rights of membership and shall be entitled to sit as non-voting honorary directors in addition to the three (3) voting directors as herein provided.

8. Dissolution: Upon dissolution of the corporation, the assets shall be distributed to an educational scholarship fund to encourage and assist in the education of the members and their descendants by birth or adoption regardless of their age. This fund shall be held and administered in accordance with the instruction of the final board of directors or absent such in accordance with the directions of the District Court in Adams or Idaho County. Upon petition of any director, member or person or entity which the Court shall find to have standing.

9. Miscellaneous: This corporation is not formed for profit, however, the directors shall have the power and authority to levy assessments upon its members in any manner they deem to be fair and equitable for the maintenance, operation, management, improvement, development and use of the assets of the corporation. The corporation may incur indebtedness as appropriate for such purposes, however, no indebtedness shall be incurred for the improvement of the corporation's assets except upon the unanimous vote of the directors then serving at the time such indebtedness is incurred. The benefit's of use of the corporation's assets may be suspended for any member who fails to pay the fees and assessments established and levied by the board of directors or who shall fail or refuse to comply with the rules established by the board of directors for the use of the corporate assets and facilities.

  
Daniel P. Featherston

  
Carolyn R. Featherston

  
John J.M. Featherston

**Featherston Law Firm**

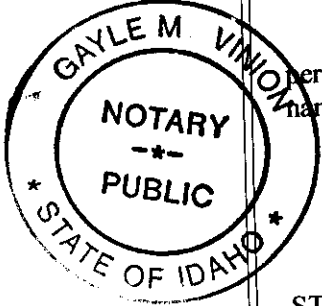
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STATE OF Idaho )  
 ) ss  
County of Boundary )

On this 21<sup>st</sup> day of December, 2001, before me, the undersigned Notary Public, personally appeared **Daniel P. Featherston**, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

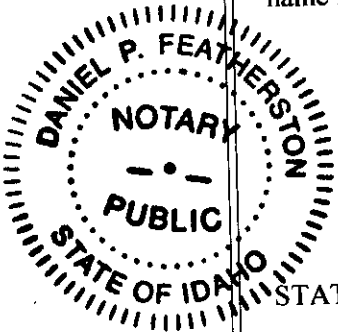
*Gayle M. Vinson*  
Notary Public for Idaho  
Commission Expires: 8-27-05



STATE OF Idaho )  
 ) ss  
County of Bonner )

On this 27 day of December, 2001, before me, the undersigned Notary Public, personally appeared **Carolyn R. Featherston**, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

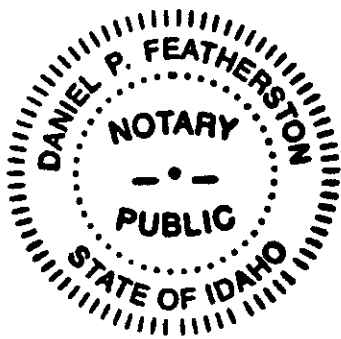
*Daniel P. Featherston*  
Notary Public for Idaho  
Commission Expires: 12/26/07



STATE OF Idaho )  
 ) ss  
County of Boundary )

On this 27 day of December, 2001, before me, the undersigned Notary Public, personally appeared **John J.M. Featherston**, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

*Daniel P. Featherston*  
Notary Public for Idaho  
Commission Expires: 12/26/07



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