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SECRETARY OF STATE
STATE OF IDAHO

**Articles of Incorporation
of
David R. Stoecklein Memorial and
Educational Foundation, Inc.**

In compliance with the requirements of the "Idaho Nonprofit Corporation Act," Idaho Code §§ 30-3-1, et seq., the undersigned, who is of lawful age, has this day voluntarily associated for the purpose of forming a corporation not for profit, and does hereby certify as follows:

ARTICLE I - NAME

The name of the corporation is "David R. Stoecklein Memorial and Educational Foundation, Inc."

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSES

The corporation is organized exclusively for literary and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, including but not limited to promoting the education of Western life through exhibits of Western art and photography, grants, scholarships, publications and educational programs and the transaction of any lawful activity consistent with the foregoing purposes.

ARTICLE IV - MEMBERS

The corporation shall not have members.

ARTICLE V - INITIAL REGISTERED OFFICE

The initial registered office of the corporation is located at 250 Picabo Street Lane #304, Ketchum, ID 83340.

ARTICLE VI - INITIAL REGISTERED AGENT

The initial registered agent of the corporation is Brian J. Barsotti, Esq.

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ARTICLE VII – MAILING ADDRESS

The mailing address of the corporation shall be P.O. Box 370, Ketchum, ID 83340.

ARTICLE VIII - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The number of members of such Board of Directors shall be fixed from time to time in accordance with the Bylaws, but at no time shall the Board of Directors have less than nine (9) members. The names and addresses of the persons who are to act as the initial Board of Directors of the corporation, to serve until their successors have been selected, are:

Mary Stoecklein
511 Juniper Road
P.O. Box 2713
Sun Valley, ID 83353

Drew Stoecklein
410 North Broadway Avenue
Bozeman, MT 59715

Taylor Stoecklein
511 Juniper Road
P.O. Box 2713
Sun Valley, ID 83353

Bernard E. Stoecklein, Jr.
2 High Street
Summit, NJ 07903

Brian J. Barsotti
250 Picabo Street
P.O. Box 370
Ketchum, ID 83340

Alex Higgens
P.O. Box 552
Ketchum, ID 83340

Blakesley Chappellett
1581 Sage Canyon Road
Saint Helena, CA 94574

Anthony R. Moiso
Rancho Mission Viejo
P.O. Box 9
San Juan Capistrano, CA 92693

Blake Quinn
P.O. Box 226789
Los Angeles, CA 90022

The selection process for Directors (other than the members of the Board of Directors who are designated above) as well as Director terms, removal and duties, shall be provided for in the Bylaws of the corporation.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator of the corporation is:

Kevin M. Chen
250 South 5th Street, Suite 660
P.O. Box 9500
Boise, ID 83707

ARTICLE X - DISSOLUTION

The corporation may be dissolved upon the affirmative vote of all of the members of the Board of Directors of the corporation entitled to vote, such vote being taken at a meeting of the Board of Directors called for that purpose, or upon the written consent of all members of the Board of Directors of the corporation. Upon the dissolution or other termination of the corporation, no part of the property of the corporation, nor any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any of the Directors of the corporation or officers of the corporation or any private person, but all such property and proceeds shall, subject to the discharge of valid obligations of the corporation and to applicable provisions of law, be distributed, as directed by the Board of Directors of the corporation to or among any one or more corporations, trusts, community chests, funds or foundations described in § 501(c)(3) of the Internal Revenue Code or any successor provisions. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the district in which the principal office of the corporation is then located, to such organization or organizations as said court shall determine, which are organized and operated exclusively for charitable purposes under § 501(c)(3) of the Internal Revenue Code.

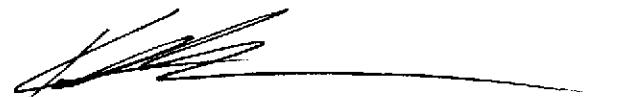
ARTICLE XI - AMENDMENTS

Amendments to these Articles shall require the affirmative vote of a majority of the members of the Board of Directors of the corporation then in office voting at a special meeting of the Board of Directors called for that purpose in accordance with Idaho Code § 30-3-90.

ARTICLE XII - RESTRICTIONS

Pecuniary profit is not the object or purpose of this corporation. The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. The property of the corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director or officer thereof or to the benefit of any private person.

IN WITNESS WHEREOF, the undersigned incorporator of said Corporation has executed these Articles of Incorporation this 26th day of November, 2014.

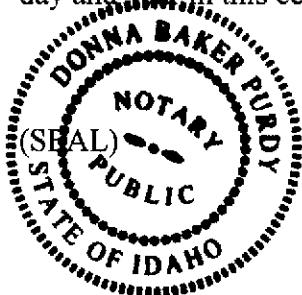


Kevin M. Chen

STATE OF IDAHO)
: ss.
COUNTY OF ADA)

On this 26th day of November, 2014, before me, the undersigned, a Notary Public in and for said State, personally appeared Kevin M. Chen, known or identified to me to be the person whose name is subscribed in the 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 in this certificate first above written.



Donna Baker P
Notary Public for Idaho
Commission expires: January 7, 2020