

CERTIFICATE OF INCORPORATION  
OF

**SOCIETY FOR THE PRESERVATION OF WESTERN ARTIFACTS, 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 \_\_\_\_\_

**SOCIETY FOR THE PRESERVATION OF WESTERN ARTIFACTS, INC.**

,  
duly signed pursuant to the provisions of the Idaho Cooperative Marketing 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 17, 1985



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION

OF

SOCIETY FOR THE PRESERVATION OF WESTERN ARTIFACTS, 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:

SOCIETY FOR THE PRESERVATION OF WESTERN  
ARTIFACTS, 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,

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literary or educational activities. Further, to collect, maintain, preserve 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 Nonprofit Corporation Act, Idaho Code §§ 30-301, et seq., as a non-profit corporation.

FIFTH: This corporation shall have no members. The name and the street address of the association which shall elect the corporation's Directors is:

NAME

ADDRESS

MM Memorial Foundation, Inc. 300 North 7th, Pocatello, Idaho

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.

Not 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.

Upon the winding up and dissolution of the corporation,  
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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: The number of directors constituting the initial Board of Directors of the corporation is one and 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 as provided by Idaho Code 30-316, and the names and addresses of the persons who are to serve as the initial directors are:

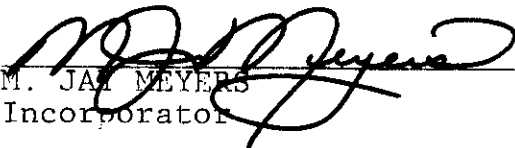
<u>NAME</u>	<u>ADDRESS</u>
M. Jay Meyers	300 North 7th Pocatello, Idaho

EIGHTH: The address of the initial registered office of the corporation is 300 N. 7th St., Pocatello, Idaho 83201, 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>
M. Jay Meyers	300 North 7th St. Pocatello, Idaho 83201

DATED this 28 day of May, 1985.


  
M. JAY MEYERS  
Incorporator

STATE OF IDAHO            )  
                              : ss.  
COUNTY OF BANNOCK        )

On this 28 day of May, 1985, before me, a Notary Public in and for the said State, personally appeared M. JAY MEYERS, 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)

  
NOTARY PUBLIC FOR IDAHO  
Residing at Pocatello, Idaho