

State of Idaho

Department of State

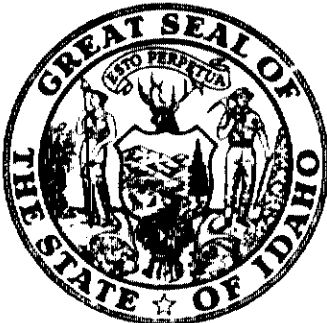
CERTIFICATE OF INCORPORATION OF

DESCENDANTS OF AUGUST AND JOHANNA STUNZ, INC.
File number C 119036

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 DESCENDANTS OF AUGUST AND JOHANNA STUNZ, 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: April 8, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Lamb*

**ARTICLES OF INCORPORATION OF
DESCENDANTS OF AUGUST AND JOHANNA STUNZ, INC.**

IDAHO SECRETARY OF STATE
DATE 03/10/1997
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0800 0570 74275
10 30.00- 30.00

I, the undersigned, being a citizen of the United States and of legal age, for the purpose of forming a private non-profit corporation, under and pursuant to the laws of the State of Idaho, hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME, PERPETUAL DURATION**

The name of this corporation shall be "Descendants of August and Johanna Stunz, Inc." and its duration shall be perpetual.

**ARTICLE II
REGISTERED OFFICE, REGISTERED AGENT**

The place in the state where the principal office or initial registered office of the corporation is to be located is 333 S. Straughan Ave., Boise, Idaho 83712, and the name of the registered agent at such address is Marjorie Kay Stunz (R-2).

**ARTICLE III
PURPOSE, NON-PROFIT STATUS**

This corporation shall be a family benefit, non-profit corporation organized pursuant to Idaho Non-profit Corporation Law and is organized exclusively for the purpose of perpetuating the association of the descendants of August and Johanna Stunz and engaging in such activities as are consistent with that goal, including all of the general powers of a non-profit corporation as are set forth in the Idaho Non-profit Corporation Law, and providing further that no member of this corporation shall be bound by any obligation or liability incurred or resulting from

anything done by this corporation and further that this corporation shall do all and everything necessary, suitable or proper for the accomplishment of the foregoing purposes, or anything which the board of directors may from time to time deem advisable for the best interest of the corporation subject to the limitations of Idaho law.

ARTICLE IV MEMBERSHIP

This corporation shall have members. Those persons eligible to become members are any descendants of August and Johanna Stunz, any persons legally adopted by a descendant of August and Johanna Stunz, and any surviving spouse of a deceased descendant of August and Johanna Stunz. Members shall be of classes. One class shall be that of junior members who shall be those persons under the age of 21 years. A junior member, should he or she elect, shall be eligible to continue in the status of a junior member until such junior member has reached the age of 25 years. A second class of members, known as members, shall be those members 21 years of age or older unless a member under the age of 25 has elected to retain a junior membership.

ARTICLE V BOARD OF DIRECTORS

The Board of Directors shall consist of seven directors, each of whom shall be members of the corporation. The members of the Board of Directors shall be designated by this article of the Articles of Incorporation as follows:

The membership shall be divided into groups. The Bertha

Group shall consist of all members who are descendants of Bertha Stunz Russell (B-1) (the No. 1 represents the first generation born in America); the Gretchen Group shall consist of all members who are descendants of Gretchen Stunz Squires (G-1); the Emil Group shall consist of all members who are descendants of Emil A. Stunz (E-1); the Agnes Group shall consist of all members who are descendants of Agnes Stunz Muir (A-1); the Rudolph Group shall consist of all members who are descendants of Rudolph Stunz (R-1); the Minna Group shall consist of all members who are descendants of Minna Stunz Akers (M-1); and the Babe Group shall consist of all members who are descendants of Babe Adam Stunz (BA-1). The Board of Directors shall consist of the oldest then surviving member of each of the seven groups. The names and addresses of the members of the initial Board of Directors are as follows:

Roxanna Fuhrman (B-2)
P. O. Box 223
Opheim, MT 59250

Frances Rolle (G-2)
23109 Palmer Drive
Los Angeles, CA 90065

Gene Stunz (E-2)
824 Reece Avenue
Nyssa, OR 97913

Bob Muir (A-2)
1624 Jordan
Amarillo, TX 79106

Harry Stunz (R-2)
23 Canyon Oak Dr.
San Rafael, CA 94093

Ronald Akers (M-2)
13203 Clyde Park Avenue
Hawthorne, CA 90250

Thomasina Borkman (BA-2)
3127-7 University Blvd. W.
Kensington, MD 20895

ARTICLE VI INDEMNIFICATION

a) This corporation shall indemnify any person who was or

is a party or is threatened to be made a party to any threatened, pending or completed actions, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he/she is or was a director, officer, employee or agent of another corporation or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with each action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in any manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

b) The corporation shall also indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent

of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually or reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

c) To the extent that a director, officer, employee or agent of this corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) or (b) hereof, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

d) Any indemnification under subsection (a) or (b) of this section (unless ordered by a court) shall be made by the corpora-

tion only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) or (b). Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members.

e) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this section.

f) The indemnification and advancement of expenses provided by, or granted pursuant to other subsections of this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

g) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

h) The indemnification and advancement of expenses provided by or granted pursuant to this section and Idaho Law, shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, and personal representatives of such a person.

ARTICLE VII DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event the corporation is dissolved, all assets remaining after payment of all valid claims and debts, shall be donated and distributed by the corporation to the Long Valley Museum at Roseberry, Idaho.

VIII INCORPORATOR

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

Gene Stunz
824 Reece Avenue
Nyssa, OR 97913

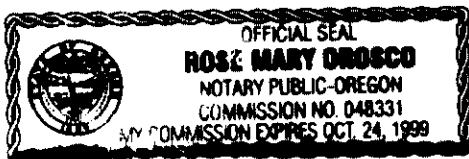
IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming this corporation under the Idaho Non-profit Corporation Act have executed these Articles of Incorporation as of the 4th day of March, 1997.

Gene Stunz

STATE OF OREGON)
) ss.
County of Malheur)

Be it remembered, that on this 4th day of April, 1997, before me, the undersigned, a notary public in and for the said county and state, personally appeared the within named Gene Stunz who is known to me to be the identical individual _____ and who executed the within instrument, and acknowledged to me that he executed the same freely and voluntarily.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal the day and year last above written.



Rose Mary Orusco

Notary Public for Oregon
My Commission Expires: _____