

ARTICLES OF INCORPORATION OF THE BRIATHWAITE FAMILY ORGANIZATION (BFO)

A Utah Non-Profit Corporation

The undersigned natural person of the age of twenty-one (21) years or more, acting as incorporator under the provisions of the Utah Non-Profit Corporation and Cooperative Association Act (hereinafter referred to as the "Act"), adopts the following Articles of Incorporation:

ARTICLE I Name

The name of the corporation is BRAITHWAITE FAMILY ORGANIZATION, INC. (the "Corporation").

ARTICLE II Duration

The duration of the Corporation is to be perpetual.

ARTICLE III Purposes

The purposes for which the Corporation is organized are as follows:

- (a) To operate as an alliance for the members of the Corporation.
- (b) To engage in any and all other lawful purposes, activities, and pursuits presently or hereafter allowed by laws and related to the foregoing; provided, that the Corporation shall not engage in a regular business of a kind ordinarily carried on for profit.
- (c) To have all additional powers and rights granted to this form of corporation by the laws of the State of Utah.

ARTICLE IV Members

The Corporation shall have such classes of members as provided by the Bylaws.

ARTICLE V Shares

The Corporation shall issue no capital stock.

ARTICLE VI Limitations

In all events and under all circumstances, and notwithstanding any other provisions of these Articles of Incorporation or any merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntarily, or by operation of law, or upon amendment of the Articles of Incorporation, the Corporation's operations and activities shall be strictly of a non-profit nature and:

- (a) The property, assets, profits and net income of the Corporation are irrevocably dedicated to the purposes set forth in Article III hereof, and no part of the assets or net earnings of the Corporation shall ever inure to the benefit of or be distributable to its incorporators, Trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Article III hereof.

- (b) At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America or under the laws of the State of Utah.

- (c) Upon dissolution of the Corporation or the winding up of its affairs, none of the assets of the Corporation will be distributed to the members thereof, but shall be distributed only to such other non-profit corporations or organizations as the Board of Trustees determines are in need of such assets, provided that under no circumstances, may any of the Corporation's assets be distributed other than to organizations that have established their tax-exempt status with the State of Utah.

ARTICLE VII Trustees

The affairs of the Corporation shall be managed by its Board of Trustees. Except for the initial Board of Trustees whose names are set forth below, the Board of Trustees shall be elected or

appointed as provided in the Bylaws. The number of Trustees constituting the Board of Trustees of the Corporation shall be fixed by the Bylaws, except that there shall not be less than five (5) nor more than thirty (30). The names and addresses of the persons who are to serve as Trustees until the first annual meeting of the Board of Trustees or until their successors are elected and qualified, are as follows:

Rich Braegger

Teresa Dietz

Kay Braithwaite

Christine B. Sorenson

Brian W. Braithwaite

Ronald Haskell

Louie Grimmer

The majority of the members of the Board of Trustees shall constitute a quorum, and are authorized to adopt Bylaws to govern the operation of the Corporation to transact the business and exercise the powers of the Board of Trustees as herein provided.

ARTICLE VIII Incorporator

The name and address of the Incorporator of the Corporation is:

Rich Braegger

ARTICLE IX Principal Office

The location and street address of the Corporation's principal registered office is:

ARTICLE X
Registered Agent

The name of the Corporation's registered agent at the above address shall be Rich Braegger.

ARTICLE XI
Elimination of Liability of Trustees and Officers

Section 1. Elimination of Certain Liability of Trustees and Officers. A Trustee or officer of the Corporation shall not be personally liable to the Corporation or its members for civil claims arising from acts or omissions made in the performance of his or her duties as a Trustee or officer, unless the acts or omissions are the result of his or her intentional misconduct.

Any repeal or modification of the foregoing paragraph by the Trustees of the Corporation shall not adversely affect any right or protection of a trustee or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE XII
Meetings of Board of Trustees

Regular meetings of the Board of Trustees of the Corporation shall be held at the times and at the places specified in the Bylaws.

ARTICLE XIII
Bylaws

The Board of Trustees shall have the power to make such Bylaws as it deems proper for the management of the affairs of the Corporation. Except as provided by applicable statutes of the State of Utah, the Bylaws may be altered and amended or repealed and new Bylaws may be adopted by the Board of Trustees at any regular or special meeting.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the Corporation, executes these Articles of Incorporation and certifies to the truth, of the facts herein stated this **25th day of June 2013**.

(Signature line)
Rich Braegger

ACKNOWLEDGMENT

The undersigned, Rich Braegger, hereby acknowledges that he has been named as Registered Agent of Braithwaite Family Organization, Inc., a Utah non-profit corporation, to be formed pursuant to Articles of Incorporation to which this acknowledgement is attached, and hereby agrees to act as Registered Agent of the Corporation.

(Signature line)
Registered Agent

BY LAWS OF THE BRAITHWAITE FAMILY ORGANIZATION (BFO)

ARTICLE I NAME AND OFFICES

Section 1.01. Name.

The name of the corporation shall be Braithwaite Family Organization ("BFO"). The name of the corporation may be changed upon majority vote of the Board of Trustees.

Section 1.02. Principal Office.

The principal office of BFO shall be located in Willard, Utah. The principal office of BFO may be changed by a majority vote of the Board of Trustees.

Section 1.03. Other Offices.

Branch or subordinate offices may be opened at any time by a majority vote of the Board of Trustees at any place BFO is qualified to do business.

ARTICLE II MISSION AND STATEMENT OF PURPOSE

Section 2.01. Mission and Statement of Purpose.

BFO has been organized, pursuant to the Utah Non-profit Corporation and Co-operative Association Act, as a non-profit corporation to operate as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and Section 59-7-105(1)(a) of the Utah Code (1953). The corporation exists to promote genealogical research and family history activities. This is accomplished by:

(a) Engage in genealogical and historical research throughout the world in behalf of the ancestors, descendants and relatives of Braithwaites of the British Isles.

(b) Educate the membership and others of the history and family traditions within the genealogical lines of Braithwaite.

(c) Exchange of pertinent information among members.

(1) Compile current records and establish a means for perpetuating and publishing such records for future generations using all current and future technological means available.

(2) Organize and provide family reunions and historical tours by video or other means so that family members can gain a greater knowledge and appreciation of the history and family traditions within the genealogical lines of the membership.

(d) Seek specialists (as needed) to engage in appropriate genealogical and historical research anywhere in the world related to the ancestors, descendants and relatives of Braithwaites of the British Isles.

The above purposes shall not be construed as limitation in any way upon the activities of this corporation and it shall be entitled to pursue any or all of the purposes cited in or provided for in such statutes.

ARTICLE III MEMBERSHIP

Section 3.01. General Membership.

Descendants and relatives of the Braithwaite name from the British Isles are eligible for membership and others as necessary. Persons under eighteen shall be Junior Members and are not permitted to vote nor hold office. To become a member of BFO an applicant must submit his request in writing to the Board of Trustees. The application will be reviewed by the Board of Trustees to determine if the applicant meets the requirements for membership. When the review is complete the applicant will be informed of acceptance or denial of the application. If the application is denied the applicant will be informed of the reasons in writing. Those accepted for membership shall hereinafter be referred to as a "Member" or collectively as "Members."

Section 3.02. Qualifications for Membership.

The qualification required for membership in BFO are:

- (a) Be a member of a class eligible for membership.
- (b) Apply for membership.
- (c) Pay fees as deemed necessary.

Members of the corporation may freely contribute to the needs of the corporation for such purposes as genealogical research, the preservation of historical records, related religious work, and family meetings and activities. Dues may be established for members of the corporation by a majority vote of all members present at the by-decadal family reunion, if deemed appropriate or necessary by the Governing Board of Trustees.

Section 3.03. Privileges of Members.

The privileges of membership include:

- (a) Voting for members of the Board of Trustees.
- (b) Voting on all other matters presented by the Board of Trustees for the vote of the membership.
- (c) The right to receive mailings and publications of BFO.
- (d) Participating in various programs of BFO.

Section 3.04. Resignation.

Any Member may withdraw from the BFO at any time by informing the Board of Trustees in writing of its intent to do so. All obligations to BFO incurred due to membership and participation shall be due and payable at the time of resignation. No portion of the Member's annual dues shall be refunded upon resignation.

Section 3.05. Suspension or Termination.

The Board of Trustees shall have the power, by a two-thirds vote of all Trustees, to suspend a Member for a period of time or to terminate membership of any Member for good cause. Good cause may consist of, but is not be limited to: violation of the Bylaws of BFO, to meet the conduct that the Board of Trustees, in its sole discretion, deems detrimental to the best interest of BFO. For any cause other than nonpayment of fees, a vote for removal shall occur only after the Member complained against has been advised of the complaint and given reasonable opportunity to be heard.

Section 3.06. Reinstatement.

The Board of Trustees shall have the power, by a two-thirds vote of all Trustees, to re-admit former members who have had membership suspended or terminated for any reason other than non-payment of fees. Former members may reapply for membership in writing when the cause of suspension or termination has been corrected. The Board shall investigate and if it determines the former member to be in compliance, the Board may reinstate that company to full membership.

ARTICLE IV MEETINGS OF MEMBERS

Section 4.01. Membership Meetings.

BFO may, as determined by the Board of Trustees, hold an annual Membership Meeting during the first calendar quarter of each year. Such Membership Meetings shall be open to all Members. The location and date(s) of such meetings shall be determined by the Board of Trustees. The Board shall announce the date and location of such meetings in advance of the meeting.

A Bi-Decadal Family Reunion (for all members of the organizations) will be held as determined by the President and the Governing Board of Trustees. Other specific meetings of various operating divisions within the Governing Board of Trustees can be held at any time as determined appropriate by the President of the Governing Board of Trustees. The main purposes of the annual meeting will be to inform the Governing Board of Trustees of the accomplishments during the past year of the purposes of the corporation, as well as to elect Trustees and Officers of the Governing Board of Trustees. Failure to hold an annual meeting-- or other meetings and reunions-- will not disorganize this organization. In the event a meeting or election is not held the elected Trustees will remain in their offices until such time that a meeting and election can take place. Also, the President of the organization shall have the right to appoint a new member of the Board of Trustees should a vacancy occur between annual meetings or By-Decadal Family Reunions. However, this new member of the Board of Trustees must be voted into office by a majority of the Board of Trustees at their first annual meeting or By-Decadal Family Reunion following such an appointment by the President or the appointment is nullified.