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10 Attorneys for Petitioner David Hitz, Chairman of the Board of Trustees of the
L. L. Nunn Trust, acting on behalf of the Board of Trustees
11

12 SUPERIOR COURT OF THE STATE OF CALIFORNIA
13 COUNTY OF INYO
14

15 In re the Matter of

16 L. L. Nunn Trust for the benefit of
17 Deep Springs College under the Deed
of Trust dated November 5, 1923
18

19
20
21
22 Deceased.

CASE No. SICVPB1253232

**DECLARATION OF ELIAS J. BARRIOS
IN SUPPORT OF PETITIONER'S
OPPOSITION TO RESPONDENTS'
MOTION TO JOIN DEEP SPRINGS
CORPORATION AS A PARTY**

[Probate Code §§ 17200 and 15409]

DATE: June 22, 2012
TIME: 9:00 A.M.
DEPT: 1
JUDGE: Dean T. Stout

Action Filed: February 6, 2012
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26 I, Elias J. Barrios, declare as follows:

27 1. I am a paralegal employed by the law firm of Baker Manock & Jensen, PC,
28 attorneys for Petitioner. I have personal knowledge of the matters set forth below and if called to

1 testify, I could and would competently testify thereto.


2 2. On April 17, 2012, I was asked by my supervising attorneys to obtain the
3 Articles of Incorporation and all amendments thereto for Deep Springs Corporation.

4 3. On October 15, 2012, I was asked by my supervising attorneys to search the
5 Secretary of State's website for the Articles of Incorporation for Deep Springs Corporation.

6 4. The two searches produced identical results.

7 5. Attached hereto as Exhibit A are the Articles of Incorporation for Deep
8 Springs College currently on file with the Secretary of State's Office.

9 I declare under penalty of perjury under the laws of the State of California that the
10 foregoing is true and correct and that this declaration was executed on October 15, 2012, at
11 Fresno, California.

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14 ELIAS J. BARRIOS

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Exhibit A

ARTICLES OF INCORPORATION

507768

ok
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FILED
In the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION
OF
DEEP SPRINGS CORPORATION
A Non-Profit Corporation

APPROVED
FRANK M. JORDAN, Secretary of State
Ralph B. [Signature]
County

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of California and we do hereby certify:

ARTICLE I

The name of this corporation is:
DEEP SPRINGS CORPORATION

ARTICLE II

This is a non-profit corporation organized for educational purposes pursuant to Part 1, Division 2, Title 1 of the Corporation Code, the General Non-Profit Corporation Law.

ARTICLE III

(A) The specific and primary purposes for which this corporation is formed are:

(1) To acquire and hold all or such portion of the trust estate and other assets of that educational institution known as Deep Springs College as shall be transferred to it by the Trustees of Deep Springs and to pay over the principal and income therefrom to the Trustees of Deep Springs, a tax exempt trust, for the purpose of educating promising young men as set forth in that Deed of Trust dated November 5, 1923, in which L. L. Munn is the grantor which Deed of Trust is recorded in Inyo County, California in Volume 3 of Official Records at page 281 et. seq.

(2) To acquire and hold real property, personal property or any interests therein and wherever situated, by gift, devise, bequest or otherwise, and to apply the principal and income therefrom for the purpose set forth above in accordance with the objectives of the corporation.

Restoration of Part
to second article
Yes

(B) As a means of accomplishing the foregoing, the corporation shall have the following powers:

(1) To collect, solicit, accept, acquire, receive, take and hold, for any of its objects and purposes, any real or personal property of every kind, nature or description.

(2) To hold, use, sell, exchange, convey, encumber, lease, transfer or otherwise dispose of, any such property, both real and personal, including stocks and bonds of other corporations, as the objects and purposes of this corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money, incur indebtedness, and to secure the same by mortgage, pledge or deed of trust of property, real or personal.

(4) To act as trustee under any trust incidental to the principal purposes of the corporation, and to receive, hold, administer, and expend funds and property subject to such trust.

(5) In general, to exercise such other powers, privileges, rights and immunities which now or hereafter may be authorized or permitted by law to a corporation organized for the purposes herein set forth, or incidental to or conducive to the attainment of such purposes, subject to such limitations as may be prescribed by law.

ARTICLE IV

The county in the state of California where the principal office for the transaction of the business of the corporation is to be located is the County of Inyo.

ARTICLE V

This corporation is not organized for the pecuniary profit of its directors, officers, or members; nor may it issue stocks; and in no event shall any of the net earnings of this corporation or any of its money or assets be distributed to or inure to the benefit of any private individual or member or director of this corporation. In

the event of dissolution, monies remaining in the treasury after liquidation and payment of all indebtedness and any and all other assets, if any, remaining shall be distributed to the trustees of Deep Springs for the purposes specified in the Deed of Trust.

ARTICLE VI

The number of directors of this corporation shall be five (5) provided that By-Laws may be adopted, as required by law, whereby a different number of directors may be fixed in which event the number of directors shall be provided in the By-Laws, provided, however, that the number of directors shall not be less than five (5). The names and residences of the directors who shall serve for a term of one year and until their successors are elected are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
FRANK C. NOON	3407 Huxley Street Los Angeles 27, California
HAROLD R. WALDO	1401 Walker Bank Building Salt Lake City, Utah
ROBERT B. AIRB	80 Summit Avenue Mill Valley, California
RALPH N. KLEPS	4200 State Building San Francisco, California
JAMES R. WITHROW, JR.	Two Wall Street New York, New York

ARTICLE VII

The members of this Corporation shall be the persons who, from time to time, are trustees under the Deed of Trust dated November 5, 1923, in which L. L. Nunn is the grantor, and who designate their intention to become members of this Corporation. Membership shall carry no property rights and shall not be transferable, either voluntarily or by operation of law.

IN WITNESS WHEREOF, for the purpose of forming this non-profit corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this Corporation, and the persons named hereinabove to act in the capacity of first directors of this Corporation, have executed these Articles of Incorporation on the 23rd day of February, 1966

Frank C. Wood
Harold R. Waldo
James R. Withers Jr.
Bob B. [unclear]
Ralph W. Kess

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

On this 23rd day of February, 1966, before me, the under-
signed, a Notary Public in and for said County and State, residing
therein, duly commissioned and sworn, personally appeared Frank C.
Noon, known to me to be a person whose name is subscribed to the
foregoing instrument, and acknowledged to me that he executed the
same.

Witness my hand and official seal the day and year in this
certificate first above written.


Notary Public In And For Said
County And State.




My Commission Expires Feb. 24, 1967

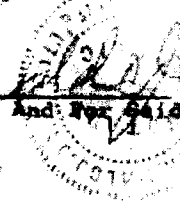
STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this 21st day of February, 1966, before me, the under-
signed, a Notary Public in and for said County and State, residing
therein, duly commissioned and sworn, personally appeared Harold R.
Waldo, known to me to be a person whose name is subscribed to the
foregoing instrument, and acknowledged to me that he executed the
same.

Witness my hand and official seal the day and year in this
certificate first above written.


Notary Public In And For Said
County And State

*My Commission Expires
Jan 4, 1966*



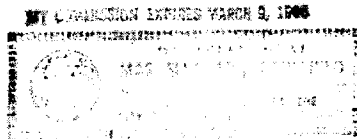
STATE OF CALIFORNIA)

COUNTY OF *San Diego*) SS

On this *10th* day of *February*, 1966, before me, the undersigned, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared Robert B. Aird, known to me to be a person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

Witness my hand and official seal the day and year in this certificate first above written.

Marion Lee Carlisle
Notary Public In And For Said
County And State.



STATE OF CALIFORNIA)
CITY AND COUNTY OF) SS
SAN FRANCISCO)

On this 7 day of February, 1966, before me, the under-
signed, a Notary Public in and for said County and State, residing
therein, duly commissioned and sworn, personally appeared Ralph N.
Kleps, known to me to be a person whose name is subscribed to the
foregoing instrument, and acknowledged to me that he executed the
same.

Witness my hand and official seal the day and year in this
certificate first above written.

M. F. Draper
Notary Public In And For Said
County And State



APR 15 1966



STATE OF CALIFORNIA

FRANCHISE TAX BOARD

1905 F STREET
SACRAMENTO, CALIFORNIA 95814

April 15, 1966

**Deep Springs Corporation
c/o George C. Lyon
Rosa, Lyon & Dunn
210 West Seventh Street
Los Angeles, California**

Re: Exemption from franchise tax

Gentlemen:

It is the opinion of this office, based upon the evidence presented, that you are exempt from State franchise tax under the provisions of Section 23701h of the Revenue and Taxation Code, as it is shown that you are organized and operated exclusively as a title holding corporation.

You will not be required to file franchise tax returns, but if in any year your gross income exceeds \$25,000, you will be required to file an information return on Form 109 on or before the 15th day of the 5th month following the close of your fiscal year. This form will be mailed to you if you provide us with your current postal address.

If you have income from an unrelated trade or business that is taxable under the provisions of Section 23771 of the Revenue and Taxation Code, you must file a return on Form 109 on or before the 15th day of the 3rd month following the close of your annual accounting period. This form may be obtained from this office or any of its branches.

To retain your tax exempt status under Section 23701h, your activities must be limited to holding title to property, collecting income therefrom, and turning the entire amount thereof, less expenses, to an organization which itself is exempt from taxes imposed on or measured by income. If in any year you engage in other activities, your exempt status for that year will be forfeited.

If the organization is not yet incorporated or has not yet qualified to do business in California, this approval will expire unless incorporation or qualification is completed within 30 days.

Very truly yours,

James T. Philbin
Associate Tax Counsel

JTP:jdd
cc: Secretary of State
(6)
FTS 4217 (1-56)

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CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF DEEP SPRINGS CORPORATION
A NON-PROFIT CORPORATION

FILED
In the office of the Secretary of State
of the State of California
JUL 10 1968
FRANK M. JORDAN, Secretary of State
By *[Signature]*
Deputy

Robert B. Aird and Ralph N Kleps certify:

1. That they are the President and the Secretary, respectively, of Deep Springs Corporation, a California non-profit corporation.

2. That at a meeting of the Board of Directors of said corporation, duly held at Deep Springs, California, on April 27, 1968, the following resolution was adopted:

"RESOLVED: that Article III of the Articles of Incorporation of this corporation be amended to read as follows:

(A) The specific and primary purpose for which this corporation is formed is to provide for educational work for the education of promising young men in a manner emphasizing the need and opportunity for unselfish service in uplifting mankind from materialism to idealism, to a life in harmony with the Creator, in the conduct of which educational work, democratic self-government by the students themselves shall be emphasized and which work shall be carried on not for profit but solely for the advancement of the purposes hereinabove mentioned.

(B) As a means of accomplishing the foregoing purpose, the corporation shall have the following power:

(1) To acquire and hold all or such portion of the trust estate and other assets of that educational institution known as Deep Springs College as shall be transferred by the Trustees of Deep Springs and to pay over the principal and/or the income therefrom to the "Trustees of Deep Springs," a tax exempt trust for the purpose of educating promising young men as set forth in that deed of trust dated November 5, 1923, in which L. L. Nunn is the grantor, which deed of trust is recorded in Inyo County, California, in Volume 3 of the Official Records at Page 281 et seq.

(2) To solicit and receive contributions by gift, devise, bequest or otherwise, and in turn to make donations to said tax exempt trust.

(3) To acquire by gift, devise, bequest or otherwise, and hold real property, personal property or any interest therein wherever situated, and to pay over the principal and/or the income therefrom to said tax exempt trust.

(4) To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, including money and property received by gift, contribution, bequest or devise; to sell and to convert property, both real and personal, into cash; and to use the funds of this corporation and the proceeds, income, rents, issues

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and profits, derived from any property of this corporation for the benefit of said tax exempt trust;

(5) To purchase or acquire, own, hold, sell, assign, transfer, or dispose of, mortgage, pledge, or hypothecate or encumber, and to deal in and with shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, firm, corporation or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership;

(6) To purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, or dispose of and mortgage, or hypothecate or encumber real and personal property;

(7) To borrow money, incur indebtedness, and to secure the repayment of the same by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal;

(8) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic), or other municipal governmental subdivision;

(9) In general, to exercise such other powers, privileges, rights and immunities which now or hereafter may be authorized or permitted by law to a corporation organized for the purposes herein set forth, or incidental to or conducive to the attainment of such purposes, subject to such limitations as may be prescribed by law.

"RESOLVED: that Article V of the Articles of Incorporation be amended to read as follows:

This corporation is not organized for the pecuniary profit of its directors, officers, or members; nor may it issue stocks; and in no event shall any of the net earnings of this corporation or any of its money or assets be distributed to or inure to the benefit of any private individual, corporation or member or director of this corporation. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable purposes. In the event of dissolution, monies remaining in the treasury after liquidation and payment of all indebtedness and any and all other assets, if any, remaining shall be distributed to the trustees of Deep Springs for the purposes specified in the Deed of Trust."

"RESOLVED: that Article VII of the Articles of Incorporation of this corporation be amended to read as follows:

The members of this corporation shall be the persons who, from time to time, are (1) Trustees under that Deed of Trust dated November 5, 1923, in which L. L. Nunn is the grantor, or (2) Student Body Representatives under said Deed of Trust, or (3) elected honorary members of this Corporation by the Board of Directors of this Corporation, and who designate their intention to become members of this Corporation. Membership shall carry no property rights and shall not be transferrable, either

voluntarily or by operation of law."

3. That the members of said corporation have equal voting power. That members entitled to cast seven votes have consented in writing to the adoption of said amendment, and that the wording of the amended articles, as set forth in the members' written consent is the same as that set forth in the directors' resolutions in Paragraph 2 above.

4. That the total number of votes entitled to be voted for or to consent to said amendment is seven.



PRESIDENT



SECRETARY

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct.

Executed at San Francisco on the 28th day of June, 1968.



ROBERT B. AIRD



RALPH N. KLEPS



I hereby certify that the foregoing
transcript of _____ page(s)
is a full, true and correct copy of the
original record and is a custody of the
Florida Department of Corrections.

att

APR 25 2012

Date: _____

Debra Bowen

DEBRA BOWEN, Secretary of State

1 **PROOF OF SERVICE**

2 **STATE OF CALIFORNIA, COUNTY OF FRESNO**

3 At the time of service, I was over 18 years of age and **not a party to this action**. I am
4 employed in the County of Fresno, State of California. My business address is 5260 North Palm
Avenue, Fourth Floor, Fresno, CA 93704.

5 On October 15, 2012, I served the original of the following document(s) described as
6 **DECLARATION OF ELIAS J. BARRIOS IN SUPPORT OF PETITIONER'S**
7 **OPPOSITION TO RESPONDENTS' MOTION TO JOIN DEEP SPRINGS**
8 **CORPORATION AS A PARTY** on the interested parties in this action as follows:

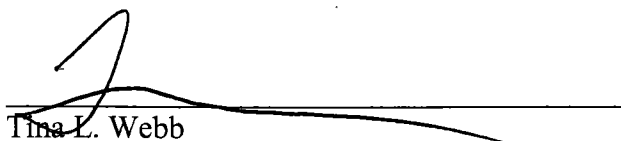
9 JOE LIBURT
10 ORRICK HERRINGTON & SUTCLIFFE LLP
11 1000 MARSH ROAD
12 MENLO PARK CA 94025-1015

13 TANIA M. IBANEZ
14 SUPERVISING DEPUTY ATTORNEY GENERAL
15 CHARITABLE TRUSTS SECTION
16 300 S. SPRING STREET, SUITE 1702
17 LOS ANGELES, CA 90013

18 **BY OVERNIGHT DELIVERY:** I enclosed said document(s) in an envelope or
19 package provided by the overnight service carrier and addressed to the persons at the addresses
20 listed in the Service List. I placed the envelope or package for collection and overnight delivery at
21 an office or a regularly utilized drop box of the overnight service carrier or delivered such
22 document(s) to a courier or driver authorized by the overnight service carrier to receive
23 documents.

24 I declare under penalty of perjury under the laws of the State of California that the
25 foregoing is true and correct.

26 Executed on October 15, 2012, at Fresno, California.

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Tina L. Webb