

ARTICLES OF INCORPORATION
OF
UTAH ARTS ALLIANCE

We, the undersigned natural persons all being of the age of eighteen years or more, acting as incorporators under the Utah Nonprofit Corporation and Cooperative Association Act, adopt the following Articles of Incorporation for such Corporations:

Article I
NAME

The name of the corporation is Utah Arts Alliance.

Article II
DURATION

The period of duration of this corporation is perpetual.

Article III
PURPOSE

- (a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah, and to act and operate as a charitable organization in lessening the burdens of government, providing relief of the poor and distressed or under-privileged, and promoting social welfare by reducing unemployment through economic development.
- (b) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.
- (c) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.
- (d) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."
- (i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purpose set forth herein;
- (ii) no 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended;
- (iii) the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of

1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

Article IV
MEMBERS/STOCK

The corporation shall not have any class of members or stock.

Article V
BY-LAWS

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the By-Laws. (U.C.A. Section 16-6a-206)

Article VI
DIRECTORS

The corporation will not have voting members. The number of directors of this Corporation shall be three (3), or more than three, as fixed from time to time by the By-Laws of the Corporation. The number of directors constituting the present Board of Directors of the Corporation is three, and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

Derek E Dyer
424 No. Quince St
Salt Lake City, UT 84103

Angela H Brown
2225 South 500 East Suite 206
Salt Lake City, UT 84106

Jason Stewart
501 South 1200 East
Salt Lake City, UT 84102

Article VII
INCORPORATORS

The names and addresses of the incorporators are:

Derek E Dyer
424 No. Quince St
Salt Lake City, UT 84103

Angela H Brown
2225 South 500 East Suite 206
Salt Lake City, UT 84106

Jason Stewart
501 South 1200 East
Salt Lake City, UT 84102

Article VIII

REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office shall be:

424 North Quince St
Salt Lake City, UT 84103

Such office may be changed at any time by the Board of Trustees without amendment of this Articles of Incorporation. The corporation initial registered agent at such address shall be:

Derek Dyer

I hereby acknowledge and accept appointment as corporate registered agent:

Signature

Article IX

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 424 North Quince St. Salt Lake City, Utah 84222. The business of this Corporation may be conducted in all counties of the State of Utah and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Trustees shall determine.

Article X

DISTRIBUTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No 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 interview in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

Article XI
DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In Witness Whereof, We, Derek E Dyer, Angela Brown, Jason Stewart, have executed these Articles of Incorporation in duplicate this 16th day of May, 2003, and say: That they are all incorporators herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.

Derek E Dyer

Angela H Brown

Jason Stewart