

CERTIFICATE OF INCORPORATION

OF

UTAH NONPROFITS ASSOCIATION, INC.

The Utah Division of Corporations and Commercial Code hereby certifies that it has approved and filed the incorporating articles submitted by the above named corporation, having met all requirements for incorporation in this State.

File No. 142223



Dated this 18th day
of June, 19 90.

Peter Van Alstyne
Director, Division of
Corporations and Commercial Code

EXPEDITE

6/9/90

142223

OFFICE OF CORPORATIONS AND COMMERCIAL

reby certify that the foregoing has been filed

approved on the 19th day of June 1990

in office of this Division Blackthorn 78-90

MINUTE 8:00 AM Date 6-18-90



Peter Van Alstyne

ARTICLES OF INCORPORATION

PETER VAN ALSTYNE
DIVISION OF CORPORATIONS

UTAH NONPROFITS ASSOCIATION, INC.

The undersigned persons, acting as incorporators of a non-profit corporation in the State of Utah, sign and acknowledge the following Articles of Incorporation for the Utah Nonprofits Association, Inc.

ARTICLE I. NAME

The name of the corporation is the Utah Nonprofits Association, Inc.

RECEIVED

ARTICLE II. PERIOD OF DURATION

JUN 18 1990

The period of duration of the corporation is perpetual.

ARTICLE III. PURPOSES

The corporation is organized as a nonprofit corporation, operating exclusively for charitable purposes, to strengthen the nonprofit sector in Utah and to enable the member organizations to fulfill their missions more efficiently and effectively.

ARTICLE IV. MEMBERS

The corporation shall have one or more classes of members. The designation of such class or classes, the manner of their election or appointment, and the qualification and rights of the members of each class, including voting rights, if any, shall be set forth in the Bylaws of the corporation.

ARTICLE V. TRUSTEES

The property, affairs, and business of the corporation shall be managed and conducted by a Board of Trustees. The number of Trustees shall be fixed in the Bylaws of the corporation.

The Board of Trustees shall have and may exercise all the powers of this corporation, shall make all Bylaws, rules and regulations for the governing of this corporation and the management of its affairs, and may repeal, alter, or amend such Bylaws, rules and regulations as they deem proper for the management of the affairs of the corporation.

SB

The initial Board of Trustees shall consist of five persons, whose names and addresses are as follows:

Jerald Merrill	877 East 200 South Salt Lake City, Utah 84102
Marilyn Treshow	1228 Bryan Avenue Salt Lake City, Utah 84105
Sandra McIntyre	21 Gray Avenue Salt Lake City, Utah 84103
John Pinter	803 East Second Avenue Salt Lake City, Utah 84103
Celeste Bowers-Irons	517 "I" Street Salt Lake City, Utah 84103

ARTICLE VI. PROVISIONS FOR CORPORATION

The title to and ownership of all the corporate property and of all money or property given or distributed to it shall be vested in the corporation and shall be managed by its Board of Trustees for the purposes of the corporation, and no individual shall have any right or interest in the property of this corporation. No part of the net earnings of this corporation shall inure to the benefit of any Trustee, member, private shareholder, or individual.

ARTICLE VII. DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, none of the property of the corporation nor any proceeds thereof shall be distributed to or divided among any of the Trustees, officers, agents, or employees of the corporation or inure to the benefit of any individual. In the event of the dissolution of the corporation, after all liabilities and obligations of the corporation have been satisfied and discharged, or adequate provisions made therefor, the Board of Trustees in its sole discretion shall transfer all net assets of the corporation to member organization(s) which have tax-exempt status under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) during the year the dissolution occurs, as the Board of Trustees shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, as said court shall determine.

ARTICLE VIII. AMENDMENTS

The Board of Trustees may amend these Articles of Incorporation by submitting written notice of the proposed amendment(s) to all Trustees and all members, if any, of the organization at least ten days prior to the next meeting of the Board of Trustees. Amendments shall be adopted at such meeting upon receiving a vote of approval of 2/3 of the Trustees in attendance at such meeting.

ARTICLE IX. REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent of the corporation is Jerald Merrill, and the address of the initial registered office of the corporation is 877 East 200 South, Salt Lake City, Utah 84102.

ARTICLE X. INCORPORATORS

The incorporators are Jerald Merrill, Marilyn Treshow, Sandra McIntyre, John Pinter, and Celeste Bowers-Irons. Their addresses are listed below.

Jerald Merrill

Jerald Merrill (Incorporator,
Trustee, and Initial Registered
Agent)
877 East 200 South
Salt Lake City, Utah 84102

Marilyn Treshow

Marilyn Treshow (Incorporator and
Trustee)
1228 Bryan Avenue
Salt Lake City, Utah 84105

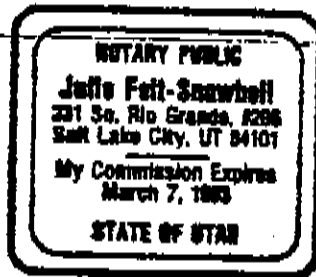
Sandra McIntyre

Sandra McIntyre (Incorporator and
Trustee)
21 Gray Avenue
Salt Lake City, Utah 84103

John Pinter
John Pinter (Incorporator and
Trustee)
803 East Second Avenue
Salt Lake City, Utah 84103

Celeste Bowers-Irons
Celeste Bowers-Irons (Incorporator
and Trustee)
517 "I" Street
Salt Lake City, Utah 84103

Sworn to and subscribed before me this 18th day of
June, 1990. My commission expires March 7, 1993.



Jette Felt-Snowball
Notary Public
331 S. Rio Grande, #206 SLC UT 84101
Address



STATE OF UTAH
DEPARTMENT OF BUSINESS REGULATION
CORPORATIONS AND COMMERCIAL CODE

Filed
and
of this Division
S. Blackburn
Date 5-2-91
Peter Van Oort
DIVISION DIRECTOR

MAY 02 1991

#14223

Articles of Amendment

May 1, 1991

To Whom It May Concern:

The attached is the amended Articles of Incorporation of the Utah Nonprofits Association, Inc. The amendment was passed at a Utah Nonprofits Association, Inc. board meeting held on April 10, 1991 by a 2/3 majority with a quorum present.

The amendment was an addition to Article III. The boldened words "and educational" were added so that the article now reads as follows:

Article III. PURPOSES

The corporation is organized as a nonprofit corporation, operating exclusively for charitable **and educational** purposes, to strengthen the nonprofit sector in Utah and to enable the member organizations to fulfill their missions and more efficiently and effectively.

Under penalties of perjury and as an authorized trustee I declare that this document has been examined by me and is to the best of my knowledge and belief, true, correct, and complete.

Jerald Merrill
Jerald Merrill
Incorporator, Trustee and Initial Registered Agent
877 East 200 South
Salt Lake City, Utah 84102

SB

111-000001

ARTICLES OF INCORPORATION

UTAH NONPROFITS ASSOCIATION, INC.

The undersigned persons, acting as incorporators of a nonprofit corporation in the State of Utah, sign and acknowledge the following Articles of Incorporation for the Utah Nonprofits Association, Inc.

ARTICLE I. NAME

The name of the corporation is the Utah Nonprofits Association, Inc.

ARTICLE II. PERIOD OF DURATION

The period of duration of the corporation is perpetual.

ARTICLE III. PURPOSES

The corporation is organized as a nonprofit corporation, operating exclusively for charitable and educational purposes, to strengthen the nonprofit sector in Utah and to enable the member organizations to fulfill their missions more efficiently and effectively.

ARTICLE IV. MEMBERS

The corporation shall have one or more classes of members. The designation of such class or classes, the manner of their election or appointment, and the qualification and rights of the members of each class, including voting rights, if any, shall be set forth in the Bylaws of the Corporation.

ARTICLE V. TRUSTEES

The property, affairs, and business of the corporation shall be managed and conducted by a Board of Trustees. The number of Trustees shall be fixed in the Bylaws of the corporation.

The Board of Trustees shall have and may exercise all the powers of this corporation, shall make all Bylaws, rules and regulations for the governing of this corporation and the management of its affairs, and may repeal, alter, or amend such Bylaws, rules and regulations as they deem proper for the management of the affairs of the corporation.

The initial Board of Trustees shall consist of five persons, whose names and addresses are as follows:

Jerald Merrill	877 East 200 South Salt Lake City, Utah 84102
Marilyn Treshow	1228 Bryan Avenue Salt Lake City, Utah 84105
Sandra McIntyre	21 Gray Avenue Salt Lake City, Utah 84103
John Pinter	803 East Second Avenue Salt Lake City, Utah 84103
Celeste Bowers-Irons	517 I Street Salt Lake City, Utah 84103

ARTICLE VI. PROVISIONS FOR CORPORATION

The title to and ownership of all the corporate property and of all money or property given or distributed to it shall be vested in the corporation and shall be managed by its Board of Trustees for the purposes of the corporation, and no individual shall have any right or interest in the property of this corporation. No part of the net earnings of this corporation shall inure to the benefit of any Trustee, member, private shareholder, or individual.

ARTICLE VII. DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, none of the property of the corporation nor any proceeds thereof shall be distributed to or divided among any of the Trustees, officers, agents, or employees of the corporation or inure to the benefit of any individual. In the event of the dissolution of the corporation, after all liabilities and obligations of the corporation have been satisfied and discharged, or adequate provisions made therefor, the Board of Trustees in its sole discretion shall transfer all net assets of the corporation to member organization(s) which have tax-exempt status under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) during the year the dissolution occurs, as the Board of Trustees shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, as said court shall

determine.

ARTICLE VIII. AMENDMENTS

The Board of Trustees may amend these Articles of Incorporation by submitting written notice of the proposed amendment(s) to all Trustees and all members, if any, of the organization at least ten days prior to the next meeting of the Board of Trustees. Amendments shall be adopted at such meeting upon receiving a vote of approval of 2/3 of the Trustees in attendance at such meeting.

ARTICLE IX. REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent of the corporation is Jerald Merrill, and the address of the initial registered office of the corporation is 877 East 200 South, Salt Lake City, Utah 84102.

ARTICLE X. INCORPORATORS

The incorporators are Jerald Merrill, Marilyn Treshow, Sandra McIntyre, John Pinter, and Celeste Bowers-Irons. Their addresses are listed below.

Jerald Merrill (Incorporator, Trustee, and
Initial Registered Agent)
877 East 200 South
Salt Lake City, Utah 84102

Marilyn Treshow (Incorporator and Trustee)
1228 Bryan Avenue
Salt Lake City, Utah 84105

Sandra McIntyre (Incorporator and Trustee)
21 Gray Avenue
Salt Lake City, Utah 84103

John Pinter (Incorporator and Trustee)
803 East Second Avenue
Salt Lake City, Utah 84103

Celeste Bowers-Irons (Incorporator and Trustee)
517 I Street
Salt Lake City, Utah 84103