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Utah Div. of Corp. & Comm. Code

ARTICLES OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
UTAH HERITAGE FOUNDATION

May 12, 2003

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code  
I hereby certify that the foregoing has been filed  
And approved on this 11 day of May, 2003  
In this office of this Division and hereby issued  
this Certificate thereof  
Date 07-08-03  
Kathy Berg  
Division Director

In accordance with Sections 16-6a-1006 and 16-6a-1007 of the Utah Revised Nonprofit Corporation Act (the "Act"), Utah Heritage Foundation, a Utah nonprofit corporation (the "Corporation"), hereby declares and certifies as follows:

- The name of the Corporation is Utah Heritage Foundation.
- The text of the Amended and Restated Articles of Incorporation (the "Amended and Restated Articles") is attached hereto as Exhibit "A" and is incorporated herein by this reference.
- The Amended and Restated Articles were approved on May 12, 2003, by ballots delivered to all of the members (the "Members") of the Corporation and received by the Corporation on or before said date, such number of ballots received constituting a quorum of the Members in accordance with the provisions of the Act.
- The number of votes entitled to be cast and the total number of votes cast for and against the Amended and Restated Articles by the Members were as follows:

Number of Members	Number of Votes Entitled To Be Cast and Number of Votes Represented	For	Against
<u>646</u>	<u>646 / 172</u>	<u>164</u>	<u>8</u>

The number of votes cast for the Amended and Restated Articles was sufficient for approval.

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IN WITNESS WHEREOF, these Articles of Amendment and Restatement have been executed by the Corporation as of the date first written above.

UTAH HERITAGE FOUNDATION, a  
Utah corporation

By: Bart McEntire  
Bart McEntire  
Its: Chair

Attest:  
Beverly J. Miller  
Beverly J. Miller  
Secretary

AMENDED AND RESTATED

ARTICLES OF INCORPORATION  
OF  
UTAH HERITAGE FOUNDATION

Pursuant to and in accordance with Sections 16-6a-1006 and 16-6a-1007 of the Utah Revised Nonprofit Corporation Act (as amended, supplemented or superseded, the "Act"), the following are the Amended and Restated Articles of Incorporation (the "Articles") of Utah Heritage Foundation, a Utah nonprofit corporation:

ARTICLE I

**Name**

The name of this nonprofit Corporation shall be UTAH HERITAGE FOUNDATION (the "Corporation").

ARTICLE II

**Purposes**

This Corporation is organized as a nonprofit corporation and shall be operated exclusively for educational, religious, charitable, scientific and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any future Federal tax code.

Within the scope of the foregoing purposes, the specific pursuits and objects of this Corporation shall be:

- (1) To advance and celebrate architecture as "the art of building in which human requirements and construction materials are related so as to furnish practical use as well as an aesthetic solution,"<sup>1</sup> and in which "the functions and the techniques of building are interpreted and transformed by expression into art, as sounds are made into music and words into

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<sup>1</sup> "Architecture", in *The Columbia Encyclopedia*, 6th ed. New York: Columbia University Press, 2001 available at <http://www.bartleby.com/65/> (August 1, 2001).

literature.”<sup>2</sup>

- (2) To advance and display to the public historic architecture in the State of Utah by preserving and making available to the public architecturally significant buildings and homes as museums or otherwise, as well as the contents, surroundings and environment thereof;
- (3) To advance and preserve other forms of art in the State of Utah by preserving and displaying works of art such as interior architectural features and furnishings from the decorative arts, as well as contextual period artwork of all types and kinds.
- (4) To publish and disseminate educational information respecting architecture and other forms of art, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

### ARTICLE III

#### **Members**

The Corporation shall have one or more classes of members. The designation of classes of members, the qualifications and voting and other rights and privileges of the members of each class, and their liability for dues and assessments and the method of collection thereof, and provisions for termination of forfeiture of membership, shall be set forth in the By-laws. This Corporation may, but shall not be required, to issue certificates or other forms of membership to its members which shall serve as evidence of membership in the Corporation.

### ARTICLE IV

#### **Powers**

A. Powers in General. Subject to the purposes declared in ARTICLE II and any other limitations herein expressed, this Corporation shall have the power to do any and all things which a nonprofit corporation may do under the laws of the State of Utah including, but not limited to, the power to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized, including the right to raise funds by such means or methods as the Board of Trustees may deem advisable, not inconsistent with law or these Articles of Incorporation or the Bylaws.

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<sup>2</sup> “Architecture”, in *Encyclopædia Britannica* 2001 ed. Chicago: Encyclopædia Britannica, Inc. Chicago: *available at* <http://www.britannica.com> (August 1, 2001).

B. Powers Relating to Specific Objects and Purposes. This Corporation shall have the powers necessary or incidental to the carrying on of its objects and purposes, including but not restricted to discharging the intent and desires of its creators to promote the architecture of Utah by means of operating, as aforesaid, exclusively for the promotion of educational, religious, charitable, scientific and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

C. Prohibition on Private Inurement. Notwithstanding anything to the contrary in these Articles of Incorporation, no part of the net earnings of the Corporation shall inure to the benefit of any private member or individual.

## ARTICLE V

### **Officer and Trustee Liability**

Within the meaning of and in accordance with Section 16-6a-902 and Section 16-6a-823 of the Act:

(1) The Corporation shall indemnify and advance expenses to its Trustees, officers, employees, fiduciaries or agents and to any person who is or was serving at the Corporation's request as a Trustee, officer, partner, trustee, employee, fiduciary or agent of another domestic or foreign corporation or other person or of an employee benefit plan (and their respective estates or personal representatives) to the fullest extent as from time to time permitted by Utah law.

(2) No Trustee of the Corporation shall be personally liable to the Corporation or its members for monetary damages for any action taken or any failure to take any action as a Trustee, except as provided in this Article V.

(3) The limitation of liability contemplated in this Article V shall not extend to (a) the amount of a financial benefit received by a Trustee to which the Trustee is not entitled, (b) an intentional infliction of harm on the Corporation or its members, (c) an intentional violation of criminal law, or (d) a violation of Section 16-6a-824 of the Act.

(4) Any repeal or modification of this Article VII by the Trustees of the Corporation shall not adversely affect any right or protection of a Trustee of the Corporation existing at the time of such repeal or modification.

(5) Without limitation, this Article V shall be applied and interpreted, and shall be deemed to incorporate, any provision of the Act, as the same exists or may hereafter be amended, as well as any applicable interpretation of Utah law, so that personal liability of Trustees and officers of the Corporation to the Corporation or its members, or to any third person, shall be eliminated or limited to the fullest extent as from time to time permitted by Utah law.

ARTICLE VI

**Bylaws**

Provisions for the regulation and management of the internal affairs of the Corporation shall be set forth in the Bylaws.

ARTICLE VII

**Amendment of Articles of Incorporation**

These Articles of Incorporation may be amended by the Board of Trustees at any time and in any manner which is permissible under the laws of the State of Utah; provided, however, that these Articles of Incorporation shall in no event be amended in any manner so as to change this Corporation from a nonprofit Corporation to a Corporation organized or operated for pecuniary profit; nor shall the Articles of Incorporation be amended so as to make the purposes of the Corporation inconsistent whatsoever with the purposes as specified in Article II herein.

ARTICLE VIII

**Dissolution**

This Corporation is one which does not contemplate pecuniary gain or profit to the Trustees thereof and it is organized solely for nonprofit purposes. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or Corporation, which is organized and operated exclusively for one or more exempt purposes under Section 501 of the Internal Revenue Code.

Dated this 12 day of May, 2003.

By: Bart McEntire  
Bart McEntire  
Its: Chair

Attest:

Beverly J. Miller  
Beverly J. Miller  
Secretary

## MAILING ADDRESS

If, upon completion of filing of the above Articles of Incorporation, the Division elects to send a copy of the said Articles of Incorporation to the Corporation by mail, the address to which the copy should be mailed is:

Van Cott, Bagley, Cornwall & McCarthy  
Post Office Box 45340  
Salt Lake City, Utah 84145-0340  
Attention: Robert M. Anderson, Esq.