

**ARTICLES OF INCORPORATION
OF
FRIENDS OF HISTORIC SPRING CITY**

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

**Article I
NAME**

The name of the corporation is Friends of Historic Spring City.

**Article II
DURATION**

The period 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 as an organization dedicated to preserving, protecting, and promoting the historic environment of the Spring City area through public awareness, advocacy and active preservation.**
- (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, 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 purposes 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 State Internal Revenue law).

Article IV MEMBERS

The corporation shall have members entitled to vote

Article V BY-LAWS

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the By-laws.

NAME

Friends of Historic Spring City

PURPOSE

Friends of Historic Spring City is organized to operate for charitable and educational purposes to encourage the preservation and restoration of Spring City area's historic architecture and cultural landscape.

LOCATION

**197 South Main Street
Spring City, Utah 84662**

MEMBERS

1. Friends of Historic Spring City (hereinafter referred to as Friends) shall have one class of members, who shall be entitled to vote. Any individual interested in Spring City and its environs and interested in supporting the purposes of Friends may become a member of Friends by filing an application in such form as the Board of Trustees shall prescribe, and subject to the payment of such dues as the Board of Trustees shall establish from time to time. The first members of Friends shall consist of the members of the Board of Trustees first elected at the organization meeting of Friends.
2. Meetings of the members shall be held at least twice a year at such place or places, within Utah, as may from time to time be fixed by the Board of Trustees.
3. The annual meeting of the members shall be held in the fall of each year on the date fixed by the Chair.
4. Special meetings of the members may be called by the Chair as deemed necessary.
5. Voting - decisions affecting the membership or the organization of Friends and requiring a vote will require a quorum of six (6) or more members.
6. Minutes and assignments will be recorded by the Secretary during each of the meetings and will be approved and reviewed by Friends during the following meeting.
7. All the decisions of Friends will be made by Parliamentary procedure using Robert's Rules of Order.
8. The date and location of each meeting will be announced by telephone or letter no less than four (4) days prior to the requested meeting.

BOARD OF TRUSTEES

1. Friends shall be governed by a Board of twelve (12) Trustees. The first Board of Trustees shall be elected by the incorporators of Friends named in the Articles of Incorporation and thereafter members of the Board shall be elected by the members of Friends. The term of office of each Trustee shall be three (3) years, except that the term of office for each member at the first Board of Trustees shall be determined by the incorporators. Three (3) Trustees shall be elected at each annual meeting of the members. Nominations shall be made by a Nominating Committee appointed by the Board and shall be set forth in the notice of the annual meeting. A majority of members of the Nominating Committee shall consist of members of Friends who are not then Trustees. Each Trustee shall hold office for the term for which he is elected and until his/her successor shall have been elected and qualified. Trustees in office may be reelected for one or more additional terms.

2. Any vacancy occurring in the Board of Trustees (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the then members of the Board of Trustees, though less than a quorum of the Board. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any Trustee may resign by submitting a written notice of resignation to the Secretary. Any Trustee may be removed from office at any time with or without cause by the affirmative vote of two thirds of the Trustees in office.

3. Meetings of the Board of Trustees, regular or special, may be held within the State of Utah upon no less than 4 days notice to each Trustee, either personally or by mail, telephone or fax. Regular meetings shall be held at least twice a year or more often as established by resolution of the Board of Trustees. Special meetings of the Board of Trustees may be called by the Chair or by the written request of a majority of the Trustees in office.

4. One half of the number of Trustees fixed in the bylaws shall constitute a quorum for the transaction of business. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees. If a quorum shall not be present at any meeting of the Board of Trustees, the Trustees present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

OFFICERS

The organization of Friends of Historic Spring City will consist of a general membership, a board of twelve (12) trustees, including four (4) officers, and any sub-committees, ad hoc or otherwise deemed necessary by Friends.

Any officer elected or appointed by the Board of Trustees may be removed at any time with or without cause by the affirmative vote of two thirds of the Trustees in office. Any vacancy occurring in any office of Friends (other than a vacancy resulting from the normal expiration of a term) shall be filled by the Board of Trustees not sooner than thirty (30) days after written notice of the vacancy has been mailed to members.

Officers:

Chair
Vice Chair- Chair Elect
Secretary
Treasurer

1. The Chair shall preside over all meetings, call committee meetings, establish an agenda, appoint special committees, approve all committee expenditures, perform other

duties required which are not in conflict with the duties of other officers, and administrate and coordinate the work of Friends.

2. The Vice Chair-Chair Elect shall preside and perform the function and duties of the chair in the chair's absence, and perform such other duties as are requested by the chair which are not in conflict with the duties of other officers.

3. The Secretary shall attend and keep minutes of Friends meetings, send notice of meetings to the members, address all Friends correspondence approved by Friends, and maintain committee files and a mailing list.

4. The Treasurer shall attend all meetings of Friends, be responsible for maintaining and recording Friends funds and expenditures and with the chair, authorize the disbursement of funds. The Treasurer will also act as a buying agent and special project planner, as it pertains to Friends expenditures

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Except as the Board of Trustees may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of Friends by the Treasurer or by such other officers, or agents of Friends, as may, from time to time, be designated by the Board of Trustees. All instruments of transfer of personal property and all contracts and agreements shall be signed by such officers or agents as the Board of Trustees shall direct, and in any event, they may be signed by any two (2) of the following officers, namely, the Chair, Vice chair-chair-elect, Secretary or Treasurer. The Board of Trustees may authorize and empower one or more officers or agents of Friends to execute and deliver any and all papers and documents or to do other acts or things on behalf of Friends, including any required or convenient in dealing with Governmental authorities.

2. Deposits. All funds of Friends shall be deposited from time to time to the credit of Friends in such banks, trust companies or other depositories as the Board of Trustees may select.

3. Gifts. The Board of Trustees may accept on behalf of Friends any contribution, gift, bequest, or devise for the general purposes or for any special purpose of Friends.

FISCAL YEAR

The fiscal year on which Friends will operate will be October 1 - September 30.

PROCEDURES FOR AMENDING BY-LAWS

- A. Amendments to these bylaws shall be proposed in writing to the Board.
- B. Proposed amendments to these bylaws are to be submitted to ad hoc committee to verify that they are not in conflict with the bylaws of Friends.
- C. Upon certification that the proposed changes are not in conflict with the bylaws of FRIENDS OF HISTORIC SPRING CITY, the proposed amendment will be presented to the Board for discussion and during the following meeting voted upon. If the Board deems it an important issue a proposed amendment may be voted upon during the annual membership meeting.

SPECIAL PROVISIONS

Conflicts of Interest:

Board members and general members shall recuse themselves from voting on any issues with which they may have a potential or real conflict of interest.

Article VII TRUSTEES

The number of trustees of this Corporation shall be three, or more than three, as fixed from time to time by the By-Laws of the Corporation. The number of trustees constituting the present board of Friends is three, and the names and addresses of the person who are to serve as trustees until their successors are elected and shall qualify are:

1. Joseph Bennion
278 South Main St.
Spring City, UT 84662
2. Lee Bennion
278 South Main St.
Spring City, UT 84662
3. M'Lisa Paulsen
119 West 200 North
Spring City, UT 84662

**Article VIII
INCORPORATORS**

The name and address of the incorporator is:

M'Lisa Paulsen
119 West 200 North
Spring City, UT 844662

**Article IX
REGISTERED OFFICE AND AGENT**

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

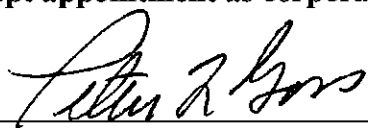
197 South Main St.
Spring City, Utah 84662

Such office may be changed at any time by the Board of Trustees without amendment of these Articles of Incorporation.

The corporations initial registered agent at such address shall be:

Peter L. Goss

I hereby acknowledge and accept appointment as corporate registered agent:



signature

**Article X
PRINCIPAL PLACE OF BUSINESS**

The Principal place of business of Friends shall be 197 South Main Street Spring City, Utah 84662. The business of Friends may be conducted in all counties of the State of Utah, or elsewhere as the Board of Trustees shall determine.

**Article XI
DISTRIBUTIONS**

No part of the net earnings of Friends shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that Friends 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 Friends shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Friends shall not participate in, or intervene 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 provisions of these Articles of Incorporation, Friends 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 XII
DISSOLUTION**

Upon the dissolution of Friends, 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 I, M'Lisa Paulsen, have executed these Articles of Incorporation in duplicate this seventh day of April, 1997, and say: That I am the incorporator herein; that I have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of my knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.


M'Lisa Paulsen