

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed
and approved on this 29 day of Jan 2007
In this office of this Division and hereby issued
This Certificate thereof.

Examiner [Signature] Date 1/31/07



Kathy Berg
Kathy Berg
Division Director

ARTICLES OF INCORPORATION

OF

THE WASATCH COUNTY SCHOOL DISTRICT FOUNDATION

A Nonprofit Corporation

ARTICLE I

NAME

The name of this Corporation shall be the Wasatch County School District Foundation.

ARTICLE II

DURATION

This Corporation shall be perpetual, unless sooner dissolved or disincorporated in the manner provided by law.

ARTICLE III

PURPOSES AND POWERS

Section 1. Purposes The purposes for which it is formed are in general to promote, sponsor and carry out educational, scientific and charitable purposes and objectives; and it may, but not in limitation of the foregoing, receive, hold, own, manage, use, purchase, mortgage, pledge and dispose of property of all kinds, real, personal and intangible, whether held absolutely or in trust, or by way of agency or otherwise, for the benefit of Wasatch County School District and the educational, scientific and charitable activities and any or all of them that may be conducted by Wasatch County School District.

Section 2. Powers This Corporation shall have and exercise all the rights, powers, privileges and immunities provided by the Utah Nonprofit Corporation and Co-operative Association Act, being Section 16-6-22. Utah Code Annotated (1953), as amended.

Section 3. Exempt Status This Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the "Corporation" is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Utah Nonprofit Corporation and Co-operative Association Act. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence

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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. 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE IV

TRUSTEES

Section 1. Number The number of trustees of such Corporation shall be eight (8), which number may be increased and may be decreased, from time to time, by resolution of the Board of Trustees of such Corporation; provided, however, that there shall be at no time more than twelve (12) nor less than five (5) trustees.

Section 2. Manner of Selection The manner of selecting members of the Board of Trustees of such Corporation and of filling vacancies on said Board shall be as follows:

- (a) Board of Education Representative One of the trustees shall be elected by the Board of Education of the Wasatch School District.
- (b) Staff Representative The Superintendent of the Wasatch School District shall elect one representative.
- (c) Administration Representative The Superintendent of the Wasatch School District shall be a member.
- (d) Additional Directors A majority of the aforesaid trustees shall be selected from the general public to serve on the Board.

Section 3. Term All directors shall serve for a period of two years, except the Superintendent of the Wasatch County School District who shall serve during the tenure of said office; provided, however, that the initial trustees shall be divided into two classes whose terms of office shall expire at different times, but no term shall continue longer than three years.

All trustees designated or elected shall serve until the expiration of their respective terms and until their respective successors are elected and qualified. Trustees may be appointed or elected to successive terms.

Section 4. Vacancies Vacancies for the unexpired term of any trustee selected from the general public may be filled by a majority vote of the trustees in office. All other vacancies on the Board of Trustees shall be filled in the same manner of selection or election as provided in Section 2 above.

Section 5. Trustees The name and addresses of the persons who are to serve as the initial trustees are:

<u>Name</u>	<u>Address</u>	<u>Term Expires</u>
Terry E. Shoemaker	3115 S. 3400 W., Charleston, UT 84032	Continuing
Bryan Lloyd	510 N. Probst Way, Midway, UT 84049	July 1, 2008
Randall Probst	P.O. Box 1148, Midway, UT 84049	July 1, 2008
Lenny Lyons	960 Sage Circle, Heber City, UT 84032	July 1, 2009
Jim Kaiserman	P.O. Box 610, Heber City, UT 84032	July 1, 2009
Laura Camper	P.O. Box 288, Heber City, UT 84032	July 1, 2008
Douglas Hardy	555 E. Willow Circle, Heber City, UT 84032	July 1, 2009
Shauna Van Wagoner	P.O. Box 283, Midway, UT 84049	July 1, 2008

ARTICLE V
INCORPORATOR

The name and address of the incorporator is:

Terry E. Shoemaker	3115 S. 3400 W. Heber City, UT 84032	Continuing
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ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this Corporation shall be 101 East 200 North, Heber City, Utah, Wasatch County, Utah, and the registered agent at such office is the Superintendent of Schools also known as the Corporation Executive Secretary – Terry E. Shoemaker.

ARTICLE VII

BY-LAWS

The power to make, alter, amend or repeal the By-laws of this Corporation shall be vested in its Board of Trustees, and the By-laws may contain any provision for the regulation and management of the affairs of this Corporation not inconsistent with these Articles of Incorporation and the laws of this State Of Utah.

ARTICLE VIII

MEMBERSHIP

This corporation shall not have members nor shall it issue stock.

ARTICLE IX

LIABILITY AND INDEMNIFICATION

The Trustees, officers and employees of the Foundation shall not be individually or personally liable for the debts or obligations of the Foundation and shall be indemnified by the Foundation against all financial loss, damage, costs and expenses (including counsel fees) reasonably incurred by or imposed upon them in connection with or resulting from any civil or criminal action, suit, proceeding, claim or investigation in which they may be involved by reason

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of any action taken or omitted to be taken by them in good faith as such director, officer or employee of the Foundation.

- (a) Prudent Care: Such indemnification is subject to the condition that a majority of a quorum of the Board of Trustees comprised of those Trustees who are not parties to such action, suit, proceeding, claim or investigation or, if there be no such quorum, independent counsel selected by a quorum of the entire Board of Trustees, shall be of the opinion that a person involved exercised and used the same degree of care and skill as a prudent man would have exercised or used under the same circumstances, or that such person took or omitted to take such action in reliance upon advice of counsel for the Foundation or upon information furnished by an officer or employee of the Foundation and accepted in good faith by such person.
- (b) Benefit: The indemnification provided herein shall inure to the benefit of the heirs, executors, or administrators of any Trustee, officer or employee and shall not be exclusive of any other rights to which such party may be entitled by law or under any resolutions adopted by the Board.

ARTICLE X

DISSOLUTION OF CORPORATION

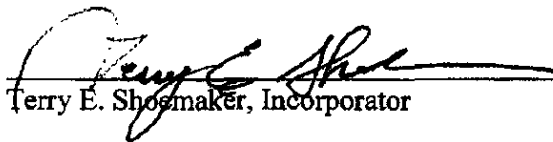
At such times as it is deemed necessary to dissolve the corporation, all monies remaining will resort to the Wasatch Board of Education for use in the public schools of the district. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, 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 Court of Common Pleas 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.

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ARTICLE XI
AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed by a vote of majority of all members present at any meeting of the Board of Trustees or by the unanimous written consent of all members of the Board of Trustees.

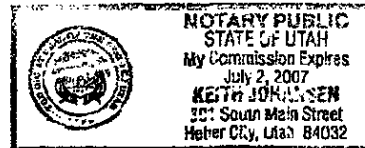
IN WITNESS WHEREOF the incorporator has hereunto set his/her hand this 13 day of SEPTEMBER, 2006, and accepts the appointment of registered agent.


Terry E. Shosmaker, Incorporator

Subscribed and sworn to before me this 13 day of SEPTEMBER, 2006.


Notary

My commission expires: 7/2/07



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