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State of Utah
Department of Commerce
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been filed
and approved on the 20 day of NOV 1991
in the office of this Division and hereby issue this
Certificate thereof.

**ARTICLES OF INCORPORATION
FOR
UTAH FRIENDS OF PALEONTOLOGY**

NOV

Examiner: *A. Quibben* Date: *11/20/91*



The undersigned *adult* natural person, acting as incorporator, hereby establishes a nonprofit corporation
pursuant to the Utah Nonprofit Corporation and Co-operative Association Act and adopts the following articles
of incorporation: Division

ARTICLE I - NAME

Section 1.

NAME: The name of the corporation is UTAH FRIENDS OF PALEONTOLOGY.

ARTICLE II - DURATION

Section 1.

DURATION: The life of the corporation shall be perpetual.

ARTICLE III - OBJECTIVES AND PURPOSES

Section 1.

PURPOSES: The corporation is organized as a non-profit corporation and is organized and shall be operated solely and exclusively for charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The specific purposes and objectives of the corporation shall include but not be limited to the following:

- a. To promote popular interest and education in paleontology and other related subjects, and to sponsor and provide means of correlating the works and efforts of all persons and groups interested therein;
- b. To sponsor and encourage the formation and development of local chapters of members throughout the State of Utah, and by and through such means to preserve and protect the paleontological resources of Utah for the mutual benefit and enjoyment of all;
- c. To publish a newsletter to the members; and
- d. To encourage the involvement and support of local museums and educational institutions in paleontology.

Section 2.

POWERS: In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in section 3 of this article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon non-profit corporations organized under the laws of Utah and may do everything necessary or convenient for the accomplishment of any the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3.

RESTRICTIONS ON POWERS:

- a. 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 private persons (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation furtherance of the purposes set forth in Article Third hereof), and no member, trustee, or officer of the corporation, or any other individual, shall be entitled to share in any distribution

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- of any of the corporate assets on dissolution of the corporation or otherwise.
- b. No substantial part of the activities of the corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation. However, if the corporation is an organization to which section 501(h) of the Internal Revenue Service Code applies and the corporation has effectively elected to have such section apply, the corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
 - c. On the dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property shall be designated by the Board of Trustees.
 - d. Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code or by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, during any period of time in which the corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code:
 - i. The corporation shall not engage in any act of "self-dealing" as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941(a) of the Internal Revenue Code;
 - ii. The corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942(a) of the Internal Revenue Code;
 - iii. The corporation shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943(a) of the Internal Revenue Code;
 - iv. The corporation shall not make any investments which would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944(a) of the Internal Revenue Code; and
 - v. The corporation shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give any liability for the tax imposed by section 4945(a) of the Internal Revenue Code.
 - e. All references in these articles of incorporation to provisions of the Internal Revenue Code are to provisions of the Internal Revenue Code of 1954, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

Section 4.

LEGAL: The corporation shall abide by all applicable Federal and State laws concerning "Antiquities" together with all pertinent rules and regulations as promulgated and prescribed by the Secretary of the Interior and other authorized governmental agencies or commissions.

ARTICLE IV - INITIAL PRINCIPAL OFFICE

Section 1.

INITIAL PRINCIPAL OFFICE: The address of the initial principal office of the corporation is Utah Division of State History, Antiquities Section, 300 Rio Grande, Salt Lake City, Utah 84101.

ARTICLE V - MEMBERSHIP

Section 1.

CHAPTERS: The corporation shall consist of Chapters as already formed and to be formed in various parts of the State of Utah where there is sufficient interest to constitute a Chapter. Each chapter must conform to the concepts of the corporation's articles of incorporation and bylaws as well as their own Chapter bylaws.

Section 2.

MEMBERS: Membership in the corporation shall be open to the following upon such terms and conditions as may be prescribed in the bylaws governing the corporation, namely:

- a. Members of the organized Chapters.
- b. Members-at-large living in areas where attendance at Chapter meetings would work a hardship.
- c. Honorary Members.

ARTICLE VI - GOVERNMENT

Section 1.

OFFICERS: The officers of the corporation shall be: President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer, with duties as prescribed in the bylaws.

Section 2.

BOARD OF TRUSTEES: The Board of Trustees shall be composed of the officers of the corporation, and the President and Vice-President of each Chapter, subject to the duties and terms of office as prescribed in the corporation bylaws.

Section 3.

INITIAL TRUSTEES: Four trustees shall constitute the initial Board of Trustees. Their names and addresses are as follows:

Name	Address
Paul M. Smith	956 Ramona Ave Salt Lake City UT 84105
Candace Wignall	10595 North 5600 West Highland UT 84003
Carol Sue Martinez	992 North Smith Drive Price UT 84501
Jan Dunn	264 West 1400 South Orem UT 84058

ARTICLE VII - BYLAWS

Section 1.

BYLAWS: The initial bylaws of the corporation shall be as adopted by the Board of Trustees. Such board shall have power to alter, amend, or repeal the bylaws from time to time in force and adopt new bylaws. Such bylaws may contain any provisions for the regulation or management of the affairs of the corporation which are not inconsistent with law or these articles of incorporation, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any trustee or officer of this corporation any proprietary interest in the corporation's property or assets, whether during the terms of the corporation's existence or as an incident to its dissolution.

ARTICLE VIII - REGISTERED AGENT

Section 1.

REGISTERED AGENT: The name and address of the registered agent is:

Dr. David D. Gillette
State Paleontologist
Utah Division of State History
300 Rio Grande
Salt Lake City, UT 84101

ARTICLE IX - INCORPORATOR

Section 1.

INCORPORATOR: The name and address of the incorporator is:

Paul M. Smith
956 Ramona Ave
Salt Lake City UT 84105

Dated: November 19, 1991

Paul M. Smith
Paul M. Smith - Incorporator

David D. Gillette
David D. Gillette - Registered Agent

VERIFICATION

STATE OF UTAH)
) §
COUNTY OF SALT LAKE)

I, Renae D. Weder, a notary public, hereby certify that on the 19th day of November, 1991, personally appeared before me Paul M. Smith, who being by me first duly sworn declared that he was the person who signed the foregoing document as incorporator and that the statements therein contained are true.

Renae D. Weder
Notary Public

