

CO200961

I hereby certify that the foregoing has been filed
and approved on the 23rd day of June 1997
in the office of this Division and hereby issue
this Certificate thereof.

Examiner: J. Marks Date: 6-23-97

ARTICLES OF INCORPORATION



Korla T. Woods
KORLA T. WOODS
Division Director

OF

RECEIVED

JUN 20 1997

UTAH DIV. OF CORP. AND COMM. CODE

WEST VALLEY THEATRE ARTS ASSOCIATION

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 for such corporation:

ARTICLE I: NAME

The name of the corporation is West Valley Theatre Arts Association.

ARTICLE II: DURATION

The corporation shall have perpetual existence.

ARTICLE III: PURPOSES AND POWERS

(a) Purposes. The corporation is organized as a nonprofit corporation and is organized and shall be operated exclusively for charitable and educational 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:

- (1) to provide and promote family oriented community theater; and
- (2) to provide training and instruction to interested members of the public regarding the various aspects of preparing and presenting community theater performances; and
- (3) to do all things necessary or appropriate to accomplish the above-listed purposes and objectives.

(b) Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section (c) of this Article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Utah and may do everything necessary or convenient for the accomplishment of any of 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.

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(c) Restrictions On Powers.

(1) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any trustee or officer of the corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes), and no trustee or officer of the corporation, or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

(2) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the corporation is an organization to which Section 501(h) of the Internal Revenue 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 or in opposition to any candidate for public office.

(3) Upon 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 Governing Board of Trustees.

(4) 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 rise to any liability for the tax imposed by Section 4945(a) of the Internal Revenue Code.

(5) All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

ARTICLE IV: INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The address of the initial principal office of the corporation is 2801 South Main Street, South Salt Lake City, Utah 84115. The address of the initial registered office is the same as the initial principal office. The name of the corporation's registered agent at such address is Mark A. Dietlein.

ARTICLE V: MEMBERS

The corporation shall have no members.

ARTICLE VI: TRUSTEES

The management of the affairs of the corporation shall be vested in a Governing Board of Trustees, except as otherwise provided in the Utah Nonprofit Corporation and Co-operative Association Act, these articles of incorporation or the bylaws of the corporation. The number of trustees, their classifications, if any, their terms of office and the manner of their election or appointment shall be determined according to the bylaws of the corporation from time to time in force. Three trustees shall constitute the initial Governing Board of Trustees. Their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Mark A. Dietlein	5101 Lucky Clover Lane Murray, UT 84123
Sally M. Dietlein	5101 Lucky Clover Lane Murray, UT 84123
Sally Hale Swenson	1155 Turnberry Murray, UT 84123

ARTICLE VII: BYLAWS


The initial bylaws of the corporation shall be as adopted by the Governing 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. The bylaws of the corporation 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 these articles 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 term of the corporation's existence or as an incident to its dissolution.

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator of this corporation are as follows:

Mark A. Dietlein
5101 Lucky Clover Lane
Murray, UT 84123

Dated: June 20, 1997.


Mark A. Dietlein, Incorporator

The undersigned hereby accepts and acknowledges appointment as the initial registered agent of West Valley Theatre Arts Association, and confirms that the undersigned meets the requirements of Section 25.1 of the Utah Nonprofit Corporation and Co-operative Association Act.


Mark A. Dietlein, Registered Agent

VERIFICATION

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On this 20 day of June, 1997, personally appeared before me Mark A. Dietlein, who being by me first duly sworn declared that he is the person who signed the foregoing Articles of Incorporation as incorporator and that the statements therein contained are true.

[SEAL]

Gwen Blair
Notary Public

