

ARTICLES OF INCORPORATION  
OF THE  
"UTAH REDEVELOPMENT ASSOCIATION, INC."

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JUN 21 2018



We, the undersigned citizens of the United States (the "**Incorporators**") have associated ourselves together with the purpose of incorporating as a nonprofit corporation under the Utah Revised Nonprofit Corporation Act, Title 16, Chapter 6a, Utah Code Annotated 1953, as amended, (the "**Act**"), and the Constitution and other laws of the State of Utah, and do hereby execute, adopt and acknowledge in duplicate originals the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation created hereunder shall be the "**UTAH REDEVELOPMENT ASSOCIATION, INC.**" (the "**Association**").

ARTICLE II

PERIOD OF DURATION

The Association is hereby declared to have a perpetual duration unless dissolved as provided in accordance with Article X hereof.

ARTICLE III

OBJECTS, PURPOSES AND POWERS

The Association is organized for the purpose of assisting and advising Community Reinvestment Agencies (created and existing under Title 17C of the Utah Code, the "Limited Purpose Local Government Entities - Community Reinvestment Agency Act" or its predecessor or successor statutes), which are local political subdivisions of the State of Utah, as well as municipalities and counties interested in conducting community development activities, as may qualify it as exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax laws); and within such limits to promote the interests of the members of the Association; to foster among them the highest degree of operational efficiency; to bring members into closer personal and friendly relations with each other; to interchange ideas on operational matters; to take such steps as are proper and necessary in order to promote better relations and secure proper advantages from regulatory and other agencies, and by these means to attain wider recognition of the fact that redevelopment and economic development activities are of importance to the economy of the State of Utah; to take all other appropriate action in furtherance of such purposes; and consistent with the above, to exercise all powers available to corporations organized pursuant to the Utah Revised Nonprofit Corporation Act.

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The Association shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that would prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c) of the Internal Revenue Code of 1986, as amended, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

It is hereby expressly declared that this Association has been organized not for gain, and that no loans, dividends or other distributions, except for the payment of reasonable compensation for services rendered or reimbursement for reasonable expenses, shall ever be declared or paid to any of its trustees or officers.

The Association may have members as set by the bylaws. The Association shall not issue shares of stock. None of the Association's property, real or personal, shall ever be used or expended except in carrying into effect the legitimate ends and aims of the Association.

At no time shall the Association engage in any activities which are unlawful under the laws of the United States of America, the State of Utah, or any other jurisdiction wherein it conducts its activities.

## ARTICLE IV

### BOARD

The Association shall be managed by a Board of Trustees (the "**Board**") which shall be comprised of such number of Trustees, no fewer than three, as is set forth from time to time in the Association's Bylaws. The election, appointment and terms of Trustees and the filling of vacancies on the Board shall be as specified in the Bylaws. Initially the Board shall consist of three Trustees. The names and addresses of the persons who are to serve as the initial Trustees are:

Name:

Address:

Matthew Dahl

c/o Midvale City  
7505 Holden St,  
Midvale, UT 84047

Adam S. Long

c/o Smith Hartvigsen, PLLC  
257 East 200 South, Suite 500  
Salt Lake City, Utah 84111

Danny Walz

c/o SLCRDA  
451 S. State Street, Rm 404  
PO Box 145518  
Salt Lake City, UT 84114-5518

## INITIAL PRINCIPAL OFFICE

The location and street address of the initial principal office of the Association shall be:  
c/o Smith Hartvigsen, 257 East 200 South, Suite 500, Salt Lake City, Utah 84111.

## **ARTICLE V**

### REGISTERED OFFICE; REGISTERED AGENT

The name and address of the initial registered agent of the Association shall be Adam S. Long, Smith Hartvigsen, PLLC, 257 East 200 South, Suite 500, Salt Lake City, Utah 84111, who by his signature accepts this appointment:

  
Registered Agent

## **ARTICLE VI**

### NONPROFIT NATURE

No part of the net earnings of the Association shall inure to the benefit of any director, member, or officer of the Association; and no director or officer of the Association or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution or liquidation of the Association.

## **ARTICLE VII**

### BYLAWS

The Board of the Association shall make such prudent bylaws not inconsistent with the Constitution and laws of the State of Utah and these Articles of Incorporation as it may deem necessary or proper for the management of the business and affairs of the Association.

## **ARTICLE VIII**

### AMENDMENTS

These Articles of Incorporation may be amended on approval of a majority vote of the Board of the Association, except on actions where more than a majority vote of the Board is required, in which case the same higher level of Board approval shall be required for any such amendment.



## ARTICLE IX

### DISSOLUTION

Upon the dissolution of the Association, and after paying or making provisions for the payment of all of its liabilities, the Association shall convey any of its remaining assets to charitable purposes consistent with its status as a charitable Association; provided, however, that the Association may not be dissolved unless all outstanding debts and other obligations of the Association are paid in full as to principal, interest, and redemption premiums, if any, or unless provision for the payment of the same when due has been made.

## ARTICLE X

### INCORPORATORS

The names and addresses of the incorporators of the Association are:

Name:

Address:

Matthew Dahl

c/o Midvale City  
7505 Holden St,  
Midvale, UT 84047

Adam S. Long

c/o Smith Hartvigsen, PLLC  
257 East 200 South, Suite 500  
Salt Lake City, Utah 84111

Danny Walz

c/o SLCRDA  
City & County Building  
451 South State, Room 418  
Salt Lake City, Utah 84111

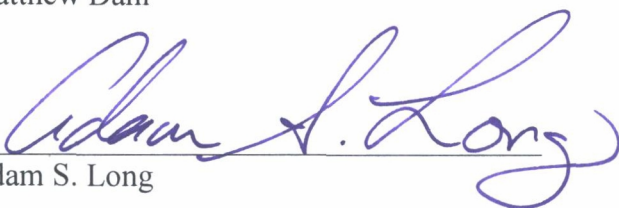
## ARTICLE XI

### NO LIABILITY FOR DEBTS

The incorporators, directors, officers, and/or members of the Association shall not be personally liable for the debts or any other obligations of the Association.

EXECUTED under penalty of perjury of the laws of the State of Utah, as of this 19<sup>th</sup> day of June, 2018.

  
Matthew Dahl

  
Adam S. Long

  
Danny Walz

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 21 day of June 20 18  
In this office of this Division and hereby issued  
This Certificate thereof.

Examiner WAS Date 7/2/18



  
Kathy Berg  
Division Director