

STATE TAX-FREE  
# N-11669  
EFF. 6-19-96  
FOR TAX EXEMPT.  
(SALES)



Office of the Lieutenant Governor

CERTIFICATE OF INCORPORATION

OF

WASHINGTON COUNTY HISTORICAL SOCIETY

I, DAVID S. MONSON, LT. GOVERNOR/SECRETARY OF STATE OF THE STATE OF UTAH, HEREBY CERTIFY THAT DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION FOR THE INCORPORATION OF

WASHINGTON COUNTY HISTORICAL SOCIETY

DULY SIGNED AND VERIFIED PURSUANT TO THE PROVISION OF THE UTAH NON-PROFIT CORPORATION AND COOPERATIVE ASSOCIATION ACT, HAVE BEEN RECEIVED IN MY OFFICE AND ARE FOUND TO CONFIRM TO LAW.

ACCORDINGLY, BY VIRTUE OF THE AUTHORITY VESTED IN ME BY LAW, I HEREBY ISSUE THIS CERTIFICATE OF INCORPORATION OF

WASHINGTON COUNTY HISTORICAL SOCIETY

AND ATTACH HERETO A DUPLICATE ORIGINAL OF THE ARTICLES OF INCORPORATION. 103450.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Utah, at Salt Lake City, this .....25 day of ..... APRIL ..... , 19 83.....

*David S. Monson*  
.....  
LIEUTENANT GOVERNOR

of the State of Utah  
DATE April 25<sup>th</sup> 1983  
FILE NO. 183

CERTIFICATE OF INCORPORATION

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WASHINGTON COUNTY HISTORICAL SOCIETY

The undersigned hereby form a corporation under the Non-Stock Corporation Act of the State of Utah.

ARTICLE I. NAME. The name of the Corporation is Washington County Historical Society.

ARTICLE II. TERM. The term of the Corporation shall be perpetual.

ARTICLE III. PURPOSES. The Corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) and, more specifically: to discover and memorialize the history and architecture of Washington County, Utah; to discover, purchase, commission or otherwise procure, publish and in any other way preserve writings, newspapers, blueprints, maps, journals and the like which shed light on the history and architecture of Washington County, Utah; to research, discover, procure, purchase, restore and assure the preservation of buildings, land, homes, or other articles which may relate to the history and architecture of Washington County, Utah; to establish and maintain historic homes, buildings or exhibits and land leased to or owned by the corporation; to hold meetings and other activities for the instruction and information of members and the public; and to accept donations of money, real property or other property for the above purposes.

ARTICLE IV. POWERS. The Corporation shall have, without limitation by the specification thereof, the following powers, all of which shall be exercised exclusively in connection with the promoting or carrying out of the purposes of the Corporation mentioned in Article III hereof: to undertake, either alone or in conjunction or cooperation with others, any lawful acts and things and engage in any and all lawful activities which may be necessary, useful, suitable or desirable for the furtherance of any or all the purposes for which the Corporation is organized and to aid or assist other organizations, the activities of which are such as to further any of such purposes.

ARTICLE V. MEMBERS. The Corporation shall have one class of members, who shall be entitled to vote. Any individual or organization interested in supporting the purposes of the Corporation may become a member of the Corporation by filing an application in such form as the Board of Directors shall prescribe, and subject to the payment of such dues as the Board of Directors shall establish from time to time. Other conditions and regulations of membership, and the rights and privileges of members shall be determined and fixed by the bylaws.

ARTICLE VI. BOARD OF DIRECTORS. The management and control of the Corporation shall be vested in a Board of Directors members of which shall be elected in the manner provided in the bylaws.

## ARTICLE VII. PROSCRIBED ACTIVITIES

1. The Corporation is nonprofit and no part of the Corporation's income is distributable to its Directors or officers, and the Corporation shall not have or issue shares of stock or pay dividends.

2. The Corporation is organized and, notwithstanding any other provisions of this Certificate of Incorporation, shall be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, and the regulations thereunder, as the same now exist and may hereafter be amended from time to time.

3. In no event shall any part of the net earnings of the Corporation inure to the benefit of, or be distributable to, its Directors or officers or to other private persons, except that the Corporation 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.

4. No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation,<sup>1</sup> nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

5. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, and the regulations thereunder, as the same now exist or may hereafter be amended from time to time.<sup>1</sup>

6. If the Corporation shall be or become a private foundation as such term is defined by Section 509, then the Corporation shall be required to distribute its income for each taxable year at such time in such manner as not to subject it to tax under Section 4942, and the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d), from retaining any excess business holdings (as defined in Section 4943(c), from making any investments in such manner as to subject the Corporation to tax under Section 4944, and from making any taxable expenditures (as defined in Section 4945(d). The statutory references in this Paragraph 6 are to the Internal Revenue Code of 1954, and the regulations thereunder, as the same now exist and may hereafter be amended from time to time.<sup>1</sup>

ARTICLE VIII. DISSOLUTION. In the event of the dissolution of the Corporation, all its assets remaining, after the payment of all debts and obligations of the Corporation, shall be distributed to such one or more organizations which have purposes and objects similar to those of this Corporation and are exempt from United States income taxes under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as the Board of Directors may select, and if more than one, in such shares and proportions as the Board of Directors may determine.

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<sup>1</sup>These restrictions are not necessary in the case of a Section 501 (c) (4) organization.

ARTICLE IX. ADDRESS. The address of the initial registered office of the corporation is:

Washington County Pioneer Courthouse  
97 East St. George boulevard  
St. George, Utah 84770

The name of the initial registered agent at the foregoing address is:

Peggy Childs  
and Board of Directors (pc)

ARTICLE X. INCORPORATORS. The name and address, including street and number, of each incorporator is:

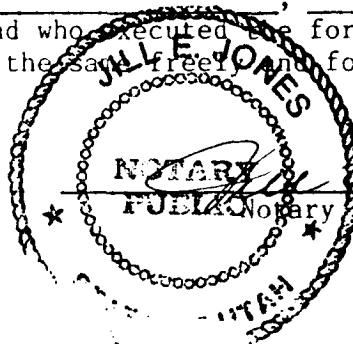
IN WHITNESS WHEREOF, the incorporators hereof have signed this Certificate of Incorporation on the dates indicated beside their signature:

	Date
<u>M. Royce Jones 698 E. 300 S. ST. GEORGE, UTAH</u>	<u>APRIL 6, 1983</u>
<u>Peggy Childs 2934 Great Hamblin Dr. St George</u>	<u>April 6, 1983</u>
<u>Montrou Larkin #7 So 410 E St George</u>	<u>April 6, 1983</u>
<u>Ione N. Moss 55 East St. George</u>	<u>April 6, 1983</u>
<u>Dorothy E. See 267<sup>th</sup> 100<sup>th</sup> Lewis</u>	<u>April 6, 1983</u>
<u>Heber C. Jones 571 E. 400 S. St. George, UT.</u>	<u>April 6, 1983</u>
<u>Scott Prsbrey 45 S. - 800 E. ST. GEORGE, UT.</u>	<u>4-6-83</u>

County of \_\_\_\_\_ )  
State of \_\_\_\_\_ )

On this 6th day of April, 1983, before me, a Notary Public in and for the County of Washington, State of Utah, personally appeared M. Royce Jones, Peggy Childs, Montrou Larkin, Ione N. Moss, Dorothy E. See, Heber C. Jones, Scott Prsbrey,

to me known to be the persons named in and who executed the foregoing instrument, and severally acknowledged they executed the same for the intents and purposes therein stated.



My Commission Expires: 7/10/84