

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

UTAH OPEN LANDS CONSERVATION ASSOCIATION, INC.

Utah Open Lands Conservation Association, Inc. is a nonprofit corporation organized and existing under the laws of the State of Utah. The corporation hereby amends and restates its Articles of Incorporation in their entirety in accordance with the provisions of the Utah Revised Nonprofit Corporation Act, Title 16, Chapter 6a, UTAH CODE ANNOTATED, and replaces the former Articles of Incorporation with the following:

**ARTICLE I
CORPORATE NAME**

The name of the corporation is Utah Open Lands Conservation Association, Inc.

**ARTICLE II
PURPOSES AND POWERS**

The corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. Without limiting the generality of the foregoing, the corporation is further organized for:

- (a) the education of the public on matters relating to land use planning and conservation practices in the use and improvements of land;
- (b) the conservation of land in its natural or undeveloped condition through the acquisition of interests in land to protect its scenic, historic, cultural, recreational, agricultural, ecological or other values which benefit the citizens of Utah and the United States; and
- (c) the acquisition and administration of conservation easements as provided in sections 57-18-1 *et seq.* of the Utah Code.

The corporation shall have all powers necessary and incidental to carrying out the purposes for which the corporation is formed.

Date: 07/29/2013
Receipt Number: 920356
Amount Paid: \$17.00

ARTICLE III
LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or 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 II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

ARTICLE IV
MEMBERS

The corporation shall not have voting members. The corporation may have such other class or classes of non-voting members as the bylaws of the corporation may prescribe, who shall be admitted in such manner and who shall have such rights and privileges and be subject to fees, dues and assessments, if any, as provided in the bylaws.

ARTICLE V
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the 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 of 1986, 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 district court 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.

ARTICLE VI
LIMITATIONS UPON LIABILITY OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall not be individually or personally liable for the debts or obligations of the corporation to the fullest extent permitted by law.

ARTICLE VII
AMENDMENT

These Articles and the corporation's bylaws may be amended upon the affirmative vote of a majority of the Board of Directors of the corporation.

ARTICLE VIII
REGISTERED AGENT, REGISTERED OFFICE

The registered office of the corporation is located at 2188 S. Highland Drive, Suite 203, Salt Lake City, Utah 84106. The initial registered agent of the corporation at that address shall be Wendy E. Fisher.

The undersigned hereby accepts appointment as registered agent of the corporation.



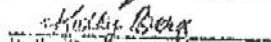
Wendy E. Fisher, Registered Agent

The corporation has no members; member action was therefore not required. The foregoing amendment and restatement of the corporation's Articles of Incorporation was adopted by the unanimous written consent of the board of directors of the corporation on July 1, 2003.

IN WITNESS WHEREOF, the foregoing Amended and Restated Articles of Incorporation of Utah Open Lands Conservation Association, Inc. having been adopted in accordance with law, have been executed this 1st day of July, 2003.

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 20th day of July, 2003
in this office of this division and hereby issued
this Certificate of thereof.

Signature: Jamie B. Holaday Date: 07/24/03



Holly Berg
Business Director

**UTAH OPEN LANDS CONSERVATION
ASSOCIATION, INC.**



Brad Barber, Chair