

**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
INTERNATIONAL VISITORS-UTAH COUNCIL**
(a Utah nonprofit corporation)

The undersigned non-profit corporation International Visitors-Utah Council (the “**Corporation**”), acting pursuant to the Utah Revised Nonprofit Corporation Act (the “**Act**”), hereby adopts the following as its Amended and Restated Articles of Incorporation. Said Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation by unanimous written consent on December 1, 2016, as permitted under the Act. The Board of Directors determined, following due inquiry, that member action was not required to approve, adopt and authorize these Amended and Restated Articles of Incorporation because the Corporation does not currently have any voting members.

**ARTICLE I
NAME AND ADDRESS**

The name of the nonprofit corporation is International Visitors-Utah Council. Its principal place of business shall initially be as of the date hereof at 1840 S 1300 E, Salt Lake City, Utah 84105, but its board of directors (the “**Board of Directors**” and each member thereof a “**Director**”) may meet for the transaction of business at such other places within or without the State of Utah as the Board of Directors may, from time to time, designate.

**ARTICLE II
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III
PURPOSE AND POWERS**

A. The Corporation is formed and organized and shall always be operated exclusively for charitable activities, solely and exclusively in the interest of the general public. More specifically, the objects, purposes and nature of the business of the Corporation are to (i) promote respect and understanding between the people of Utah and other nations, (ii) ease the burdens of government, (iii) lessen international tensions and misunderstandings, and (iv) promote the exchange of information and understanding, in each case including without limitation, by facilitating and making provision for professional and cultural contacts with visitors from mainly other than the United States, for relatively short periods of time such that they may better comprehend and appreciate the way of life in Utah and the United States; provided that such activities of the Corporation are for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Code) (the “**Code**”).

B. The Corporation may accomplish its objectives both by its own programs and/or by coordinating such work with other institutions and governmental agencies. It may, among other programs, promote home hospitality of visitors. It may also own and deal with such real and personal property and take such other actions not inconsistent with the Act or the Code as may be useful, proper or desirable in connection with the above ends.

C. The Corporation's powers as aforesaid shall include, but shall not be limited to, the several powers and purposes set forth in the Act, which are hereby incorporated herein by this reference.

ARTICLE IV TAX EXEMPT

Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation, the Corporation shall engage only in activities that may be conducted by an organization (a) which is described in Section 501(c)(3) of the Code and (b) contributions to which are deductible pursuant to Sections 170(c)(2), 642(c), 2055 and 2522 of the Code.

ARTICLE V EARNINGS; LOBBYING; LIQUIDATION

A. The Corporation shall not be for profit or pecuniary gain. No part of any net earnings of the Corporation shall inure to the benefit of, or be distributable to, any officer of the Corporation (each, an "**Officer**"), Director or any private individual, or be appropriated for any purposes other than the purposes of the Corporation as herein set forth; provided, however, 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 of the Corporation as set forth herein.

B. No substantial part of the Corporation's activities shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

C. Upon the winding up and dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of its assets to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational or religious and/or scientific purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI BOARD OF DIRECTORS AND OFFICERS

A. The affairs of the Corporation shall be conducted by a Board composed of that number of Directors as specified in the bylaws of the Corporation (the "**Bylaws**"), as such number may be adjusted from time to time in accordance with the Bylaws. Directors shall be elected annually by the Board of Directors; and they shall be elected and shall hold office for a term as set forth in the Bylaws. The annual meeting of the Board of Directors, and any other regular and special meetings of the Board of Directors shall be held as set forth in the Bylaws.

B. The Officers of the Corporation shall be such Officers as the Board of Directors may appoint in accordance with the Bylaws.

**ARTICLE VII
REGISTERED AGENT**

The name and address of the Corporation's registered agent are Beth Allison Martial, 1840 South 1300 East, Salt Lake City, UT 84105.

**ARTICLE VIII
PRIVATE PROPERTY**

The private property of the Directors and Officers of the Corporation shall be forever exempt from the debts, obligations and liabilities of the Corporation.

**ARTICLE IX
MEMBERSHIP AND CAPITAL STOCK**

The Corporation shall have no capital stock of any kind. The Corporation shall have no members.

**ARTICLE X
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation will indemnify any and all of its existing and former Directors and Officers to the fullest extent permitted by Utah law, the Bylaws and any contract. If Utah law is amended to authorize corporate action broadening the Corporation's ability to indemnify its Directors and Officers, the Corporation will indemnify its existing and former Directors and Officers to the fullest extent permitted by Utah law, as amended, provided that any such indemnification is not inconsistent with the Corporation's status as an organization described in Section 501(c)(3) of the Code. Any repeal or modification of this **Article X** will not adversely affect any right or protection of any existing or former Director or Officer of the Corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.

**ARTICLE XI
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, nor shall the Directors be liable to the Corporation for monetary damages for any action taken or any failure to take action as a Director, except as provided in Section 823(1)(b) of the Act, as amended or supplemented.

**ARTICLE XII
DISCRIMINATION NOT PERMITTED**

In rendering its functions and in fulfilling its purposes, the Corporation shall not practice or permit unlawful discrimination on the basis of sex, age, race, national origin, religion, physical handicap or disability, or sexual orientation.

**ARTICLE XIII
PRIVATE FOUNDATION**

In the event that this Corporation becomes a "private foundation", as defined in Section

509 of the Code, while it is a “private foundation”:

A. the Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

B. the Corporation will not engage in any action of self-dealing as defined in Section 4941(d) of the Code;

C. the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code;

D. the Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

E. the Corporation will not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE XIV AMENDMENTS

These Amended and Restated Articles of Incorporation may be amended, and the Corporation may be dissolved, only by the vote of at least seventy-five percent of the Directors serving on the Board of Directors; provided, however, that **Article III** and **Article IV** may be amended only to the extent that such changes are not inconsistent with the Act or Section 501(c)(3) of the Code, and/or to the extent that changes in the applicable provisions of the federal tax codes make such changes necessary or desirable or in order for this Corporation to initially qualify or to preserve its status as an exempt organization under Section 501(c)(3) of the Code.

[Remainder of page intentionally blank; signature page follows.]

IN WITNESS WHEREOF, the undersigned nonprofit corporation has executed these Amended and Restated Articles of Incorporation as of this 2nd day of December, 2016.

CORPORATION:

INTERNATIONAL VISITORS-UTAH COUNCIL

By: 

Nettie Downs, *Secretary*