

RESOLUTION NO. 07-01-2008

A RESOLUTION AUTHORIZING THE MAYOR AND CITY RECORDER TO EXECUTE ARTICLES OF INCORPORATION AND BYLAWS FOR THE ESTABLISHMENT OF THE SANTAQUIN COMMUNITY FOUNDATION

WHEREAS, the City of Santaquin ("the City") is a fifth-class city and a political subdivision of the state of Utah; and

WHEREAS, pursuant to the state code the City is governed by the Santaquin City Council ("the Council"); and

WHEREAS, the Council desires to promote the charitable, educational, public health, public recreational and other public purposes and activities for the benefit of the residents of the City; and

WHEREAS, the Council has reviewed the proposed Articles of Incorporation and Bylaws for the establishment of the Santaquin Community Foundation, and finds that certain of the City's purposes may be enhanced by the establishment of said Foundation; and


WHEREAS, the Council desires now to support and assist in establishing the Santaquin Community Foundation and to authorize the Mayor and City Recorder to execute the necessary documents to accomplish that end.

NOW THEREFORE BE IT RESOLVED by the City Council of Santaquin City, Utah as follows:

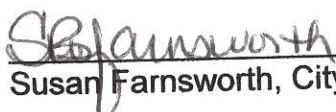
Section 1. The Mayor and City Recorder of the City are hereby authorized to execute the Articles of Incorporation of Santaquin Community Foundation and the Bylaws of Santaquin Community Foundation, copies of which is attached hereto as Exhibit A and which are incorporated herein by reference.

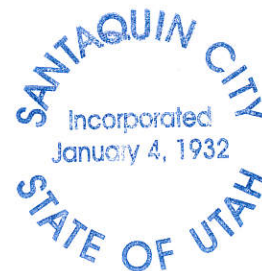
Section 2. This Resolution shall take effect upon adoption by the City Council.

Adopted and approved this 2nd day of July, 2008.


James E. DeGraffenried, Mayor

ATTEST:


Susan Farnsworth, City Recorder



ARTICLES OF INCORPORATION
OF
SANTAQUIN COMMUNITY FOUNDATION
(A UTAH NONPROFIT CORPORATION)

We, the undersigned natural persons, over the age of 21 years, acting as incorporators of a non-profit corporation under the Utah Revised Nonprofit Corporation Act (the "Act"), hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is Santaquin Community Foundation.

ARTICLE II
DURATION

The duration of this Corporation shall be perpetual unless dissolved sooner according to law.

ARTICLE III
PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, educational, public health, public recreational or other public purposes by conducting or supporting activities and facilities exclusively for the benefit of Santaquin City, Utah (the "City"), and the citizens of the City, by carrying out the charitable, educational, public health, public recreational or other public purposes of the City, or by lessening the burdens of government of the City, including, but not limited to, establishing, promoting or conducting programs and services, and providing buildings, equipment and other facilities for the promotion of the charitable, educational, health, safety, recreation, cultural enrichment and welfare of the citizens of the City, and providing through resources of the Corporation for other improvements that the City is authorized to provide from public funds. The City is a governmental unit described in Sections 170(c)(1) and 170(b)(1)(A)(v) of the Internal Revenue Code of 1986, as amended (the "Code").

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Utah upon nonprofit corporations, including, but not limited to, the right and power to receive gifts, devises, bequests, donations and contributions outright, in trust or in any other form, and to use, apply, invest and reinvest the principal and/or income therefrom or to distribute the same for the above purposes.

ARTICLE IV
NO MEMBERS

The Corporation shall not have any members, and shall be governed in all respects by the Board of Directors.

ARTICLE V
NO STOCK

The Corporation shall have no capital stock, and no person or entity shall have any interest in the assets or net earnings of the Corporation. No part of the Corporation's net earnings shall inure to the benefit of any officer, director, or individual.

ARTICLE VI
BOARD OF DIRECTORS

The business and affairs of the Corporation shall be conducted by a Board of Directors (each, a "Director," and collectively, the "Directors"). The number of Directors shall be not less than three (3) persons or more than fifteen (15) persons, including ex-officio members. Successor Directors shall be appointed by the Corporation's Board of Directors from a list of candidates provided by the Santaquin City Mayor, with the advice and consent of the Santaquin City Council. The Mayor, Mayor Pro Tempore and City Manager shall each serve as ex-officio voting members of the Corporation's Board of Directors. The names and addresses of the initial appointed members of the Board of Directors are set forth below.

James E. DeGraffenried
45 South 100 West
Santaquin, UT 84655

James F. Linford
45 West 100 South
Santaquin, UT 84655

Stefan T. Chatwin
45 West 100 South
Santaquin, UT 84655

A majority of Directors present at a regularly called meeting shall constitute a quorum that may conduct any business in behalf of this Corporation, including the appointment of new or successor Directors.

The Directors shall adopt Bylaws for the regulation of the internal affairs of the Corporation, which Bylaws may be amended from time to time or repealed by the Directors. The Board of Directors shall have the powers outlined in the Bylaws of the Corporation. The Bylaws shall provide for the manner of appointment of the Board of Directors, their terms in office and the procedure for their removal. A majority of the Directors shall constitute a quorum.

ARTICLE VIII
REGISTERED OFFICE

The initial registered office of the Corporation is located at 45 West 100 South, Santaquin, Utah 84655, and the initial registered agent is Brett B. Rich, Nielsen & Senior, 5217 South State Street, Suite 400, Salt Lake City, UT 84107.

ARTICLE IX
OFFICERS

There shall be a Chair of the Corporation who shall perform those duties and powers as prescribed by the Bylaws. The Chair shall be a voting member of the Board of Directors. The Chair and such other officers of the Corporation as may be provided in the Bylaws shall be appointed by and serve at the pleasure of the Directors.

ARTICLE X
COMMITTEES

The Board of Directors may from time to time establish standing committees, including an executive committee and appoint the membership thereof to assist the Board of Directors in corporate affairs. The membership, number and function of such committees may be changed by the Board of Directors as it sees fit, subject to amendment requirements contained herein. Members of committees may be nonmembers of the Board of Directors as the Board of Directors determines.

ARTICLE XI
FEDERAL TAX STATUS AND RESTRICTIONS

It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(c)(3) of the Code, and which is other than a supporting organization by reason of being described in Section 509(a)(3) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make grants consistent with the purposes of the Corporation.

ARTICLE XII
AMENDMENTS

These Articles may be amended, altered, or repealed by the Directors in the manner provided in the Act or the Bylaws.

ARTICLE XIII
LIMITATION ON LIABILITY

Neither the incorporator of this Corporation, nor any of the members of its Board of Directors, nor any of its officers, employees or agents shall be individually or personally liable for any debts, obligations or liabilities of this Corporation. To the fullest extent permitted by the Act or any other applicable law as now in effect or as it may hereafter be amended, a Director or officer of this Corporation shall not be personally liable to the corporation for civil claims arising from acts or omissions in the performance of duties as a Director or officer, unless the acts or omissions are the result of such Director's or officer's own intentional misconduct. To the fullest extent permitted by law, the Corporation shall indemnify and hold harmless the incorporator and each Director and officer from and against any liabilities or claims, together with reasonable expenses incurred in connection with the defense thereof, arising from acts or omissions in the performance of duties as a Director or officer, unless the acts or omissions are the result of such Director's or officer's own intentional misconduct.

ARTICLE XIV
DISSOLUTION

Upon dissolution of the Corporation or the winding up of its affairs, none of the assets of the Corporation will be distributed to the officers or Directors thereof, but shall be distributed in a manner consistent with the Act to one or more nonprofit organization or organizations having similar aims and objectives as the Corporation, and which shall, at the time, qualify as a tax-exempt organization or organizations under Section 501(c)(3) of the Code (or such replacement section thereof as applicable).


ARTICLE XV
INCORPORATORS

The name and address of the incorporators of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
James E. DeGraffenried	45 West 100 South Santaquin, UT 84655
James F. Linford	45 West 100 South Santaquin, UT 84655
Stefan T. Chatwin	45 West 100 South Santaquin, UT 84655

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of Utah, the undersigned, constituting the incorporator of this Corporation, has executed these Articles of Incorporation under penalties of perjury this 9 day of July, 2008.

INCORPORATORS


James E. DeGraffenried


James F. Linford


Stefan T. Chatwin

VERIFICATION

I, James E. DeGraffenried, swear or affirm under penalty of perjury that I signed the foregoing Articles of Incorporation of Santaquin Community Foundation, that I have read the foregoing Articles of Incorporation, that I have personal knowledge of the matters set forth therein and that the statements therein are true and correct.

On the 14 day of July, 2008, before me, the undersigned notary, personally appeared James E. DeGraffenried, who is personally known to me or proved to me his/her identity by satisfactory evidence, and signed the foregoing Verification in my presence, and, being by me duly sworn, did say or affirmed under penalties of perjury that the signature is voluntary and the document truthful.



Susan B. Farnsworth

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned hereby acknowledges his appointment as registered agent in the above and foregoing Articles of Incorporation of Santaquin Community Foundation.

REGISTERED AGENT: