

# **ARTICLES OF INCORPORATION**

**of the**

## **HIGH DESERT UNISERV ASSOCIATION**

**We the undersigned natural persons all being of the age of eighteen years or more, acting as incorporators under the Utah Non-Profit Corporation and Cooperative Association Act, adopt the following Articles of Incorporation for such Corporation:**

### **Article I** **Name**

The name of this corporation shall be HIGH DESERT UNISERV.

### **Article II** **Duration**

The period of the corporation is perpetual.

### **Article III** **Purpose**

- (a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah, and to promote public education and the advancement of educators through cooperation within those associations which comprise its membership.
- (b) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the forgoing and following purposes.
- (c) To engage in any and all other lawful purposes, activities and pursuits which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c) (5) of the Internal Revenue Code and are consistent with those described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.
- (d) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity “in furtherance of, incidental to, or connected with any of the other purposes.”
- (i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purpose set forth herein;

(ii) 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 of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended.

(iii) the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under 501(c)(5) of the internal Revenue Code of 1954, as amended (or the corresponding provision of any further United States Internal Revenue law).

**Article IV**  
**Membership/Stock**

The corporation shall not have any class of membership stock.

**Article V**  
**By-Laws and Constitution**

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the By-Laws and Constitution.

**Article VI**  
**Officers**

The government of the Corporation shall be established with the Constitution and By-Laws of the corporation. The number of officers of this Corporation shall be three (3) or more than three, as fixed from time to time by the By-Laws of the Corporation. The number of officers constituting the present Board of Officers of the Corporation is three, and the names and addresses of the persons who are to serve as officers until their successors are elected and shall qualify are:

Steve Player  
PO Box 67  
Annabella, UT 84711

Tomas Nederberg  
PO Box 291  
Eureka, UT 84628

Beverly DeWyze  
PO Box 295  
Delta, UT 84624

**Article VII**  
**Incorporators**

The Names and addresses of the incorporators are:

Steve Player  
PO Box 67  
Annabella, UT 84711

Thomas Nederberg  
PO Box 291  
Eureka, UT 84628

Beverly DeWyze  
PO Box 295  
Delta, UT 84624

**Article VIII**  
**Registered Office and Agent**

The address of the corporation's initial registered office shall be:

**180 North Main**  
**Richfield, Utah 84701**

Such office may be changed at any time by the Board of Trustees without amendment o these Articles of Incorporation.

The Corporation's initial registered agent at such address shall be:

**James N. Porter**

I hereby acknowledge and accept appointment as corporate registered agent:

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Signature

**Article IX**  
**Principal Place of Business**

The principal place of business of this Corporation shall be 180 North Main, Richfield, Utah 84701. The business of this Corporation may be conducted in all counties of the State of Utah and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Trustees shall determine.

**Article X**  
**Distributions**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, 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 purpose set forth in Article III 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 of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt form federal income tax under section 501(c)(5) of the Internal Revenue Code, as amended or

supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

**Article XI**  
**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, as amended or supplemented, or shall be distributed to the federal government or to a state government for public purpose. Any such assets not so 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 organizations, as said Court determine, which are organized and operated for such purpose.

In Witness Whereof, We, Steve Player, Thomas Nederberg and Beverly DeWyze have executed these Articles of Incorporation in duplicate this 3rd day of March, 2007 and say:

That they are all incorporators herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.

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Steven Player

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Thomas Nederberg

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Beverly DeWyze