

**ARTICLES OF INCORPORATION
OF
SALT LAKE BAPTIST ASSOCIATION, INC.
A Utah Nonprofit Corporation**

WHEREAS SALT LAKE BAPTIST ASSOCIATION does now desire to become incorporated as a nonprofit corporation in the State of Utah, with all the rights and privileges of a nonprofit corporation, SALT LAKE BAPTIST ASSOCIATION now establishes the following as its Articles of Incorporation.

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be SALT LAKE BAPTIST ASSOCIATION, INC.

**ARTICLE II
DURATION OF CORPORATION**

The duration of the corporation, SALT LAKE BAPTIST ASSOCIATION, INC., shall be perpetual.

**ARTICLE III
PURPOSES OF CORPORATION**

A. SALT LAKE BAPTIST ASSOCIATION, INC., is organized as a nonprofit corporation exclusively for charitable and educational purposes within the meaning of Internal Revenue Code §501(c)(3).

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 purposes set forth. 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.

C. SALT LAKE BAPTIST ASSOCIATION, INC., is organized as a nonprofit corporation for the following purposes:

(1) to provide an organization whereby Baptist churches, together with their respective members, may associate themselves together and cooperate in the promotion of the kingdom of the Lord Jesus Christ throughout the world, as understood by the cooperating churches;

(2) to own, receive, hold, deal in and with all kinds of property and interests in property, real and personal, whether obtained by purchase, gift, devise, or otherwise; to receive donations, contributions and gifts or money and, to the extent consistent with the objectives and purposes of the corporation, to recognize and carry out the expressed wishes and desires insofar as practicable of the donors and contributors thereof;

(3) to promote the general welfare of its members, render assistance to the cooperating churches and its members in all matters of common interest and as requested, including but not restricted to fulfilling and assisting in carrying out their local ministries, undertakings, and all other matters and undertakings related thereto; and

(4) generally to carry on all necessary and permitted acts required to operate the organization as a nonprofit corporation under the laws of the State of Utah; provided, however, that it may not carry on any activity prohibited by Internal Revenue Code §501(c)(3).

ARTICLE IV MEMBERSHIP OF CORPORATION

The corporation, SALT LAKE BAPTIST ASSOCIATION, INC., has now, and shall continue to have, members. These members shall be churches cooperating with the corporation; said churches shall be represented by messengers elected by each cooperating church. Each cooperating church shall be entitled to three (3) messengers, and one (1) additional messenger for every twenty-five (25) members above fifty (50) resident members of each cooperating church; provided, however, that in no event shall any cooperating church have more than nine (9) messengers. The pastor of each cooperating Baptist church shall automatically become a messenger for his respective church by virtue of his office. Receiving and removing of members and cooperating churches shall be as provided in the constitution and bylaws of the corporation.

**ARTICLE V
BOARD OF DIRECTORS**

The corporation shall have a governing board to be known as "Executive Board", which shall consist of not less than three (3) nor more than nine (9) members; provided, however, that the number of members of the Executive Board may be increased or decreased from time to time by the bylaws and amendments thereto, but in no event shall there be less than three (3) in number, and in the absence of a bylaw, the number shall be as above stated, and it is further agreed that:

A. Management. The conduct of the objectives and affairs of the corporation shall be managed, and its corporate powers shall be exercised, by the Executive Board. In addition, the Executive Board may designate and appoint a committee or committees, including an Executive Committee, consisting of not less than two (2) persons, which shall have and may exercise such powers and authority as may be delegated to such committee in the resolution of the Executive Board creating such committee or in the bylaws, including, but not restricted to, the authority of a committee to act for the Executive Board during the interim period or periods between meetings of the Executive Board.

B. Qualifications. Each member of the Executive Board shall be of legal and lawful age, a member of a cooperating Baptist church, and such meet such other qualifications, if any, as may be provided in the bylaws.

C. Elections. The members of the Executive Board of this corporation shall be elected at the annual meeting of the messengers, or at any special meeting of the messengers called for that purpose, by the majority vote at such meeting, which elections shall be by ballot, either written, voice, or show of hands as may be determined at such meeting or by any bylaw, and each messenger shall be entitled to one (1) vote, voting to be in person only unless otherwise provided in the bylaws; subject, however, to the filling of vacancies in the Executive Board as hereinafter provided, and the first members of the Executive Board hereafter named.

D. Term of Office. The term of office of the members of the Executive Board shall be for a term of one (1) year from and after the date of their election, or until their successors are duly elected and qualified.

E. Vacancies. Any vacancy occurring in the Executive Board by reason of death, disability, resignation, or any other cause, may be filled by the affirmative vote of a majority of the

remaining board members, though less than a quorum, and for the unexpired term of his predecessor in office.

F. Resignation. Any member of the Executive Board may resign by filing his written resignation with the Clerk, and in the absence of such Clerk, with any other officer of the corporation. Such resignation shall become effective upon the acceptance thereof by the Executive Board. In the event the Board shall fail to act upon such resignation within fourteen (14) days after the same is filed, such resignation shall then become effective on the fourteenth day and the office shall be deemed vacant.

G. Removal. Any member of the Executive Board of this corporation may be removed at any time, with or without cause, by the majority vote of the Executive Board at a regular or special meeting called for that purpose at which a quorum is present, by the Executive Committee when so authorized, or the messengers of the corporation at any annual or special meeting thereof.

H. Quorum. A majority of the number of the members constituting the Executive Board shall constitute a quorum and the majority of such quorum is authorized to transact and exercise the corporate powers of this corporation, unless otherwise provided by law as to a specific matter, or these Articles.

I. Place and Notice of Meetings. Meetings of the Executive Board, either regular or special, may be held at any place within Salt Lake County, State of Utah, or at such other place within the State of Utah as may be determined from time to time by resolution of the Executive Board, or by the bylaws of the corporation. Notice of the time, date, place, and purpose of each regular or special meeting shall be provided in writing to the last known address of each member of the Executive Board, or to each cooperating church, or by such other means as shall be designated from time to time by resolution of the Executive Board, or by the bylaws of the corporation.

ARTICLE VI OFFICERS

The officers of this corporation shall consist of a Moderator, Associate Moderator, Clerk, and Treasurer, each of whom shall be elected by the messengers at the annual meeting or at a special meeting called for that purpose. Such other officers, assistant officers or agents as may be deemed necessary or desirable may be elected or appointed by the Executive Board, and by a committee or committees authorized so to do.

A. Officers' Term of Office. The term of office of the officers of the corporation shall be for a period of one (1) year or until their successors are elected or appointed and qualified.

B. Removal of Officers. Any officer may be removed, with or without cause, by the Executive Board, or by a committee, if any, and so authorized by the Executive Board, or by the messengers at a special meeting called for that purpose, whenever in the sole judgment of the board, or committee, or messengers, the best interest of the corporation will be served.

**ARTICLE VII
MEETINGS OF MESSENGERS, NOTICE THEREOF AND QUORUM**

A. Place of Meetings. All meetings of messengers shall be held at the registered office of the corporation, or at such other place within Salt Lake County, State of Utah, or at such other place within the State of Utah as may be provided in the bylaws, or as may be determined from time to time by resolution of the Executive Board.

B. Annual Meeting. The annual meeting of the messengers shall be held at such time as may be provided in the bylaws.

C. Notice of Meetings. Notice of any and all meetings of the messengers shall be given in writing stating the place, date and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, which notice may be delivered personally or mailed not less than ten (10) days nor more than fifty (50) days before the date of the meeting, given to each messenger entitled to vote, either personally, or by mail to his or her last known address appearing on the records of the corporation, or by mail to the cooperating church which is represented by such messenger. If mailed, such notice shall be deemed to be given and delivered when deposited in the United States mail with postage thereon prepaid. Any notice required to be given to any messenger, officer, or member of the Executive Board of this corporation may be waived by written instrument signed by such person.

D. Quorum. A majority of the messengers entitled to vote represented in person shall constitute a quorum at all meetings of messengers and if a quorum is present, the affirmative vote of the majority of messenger represented at the meeting and entitled to vote on the subject matter, including the election of the members of the Executive Board, shall be the act of the messengers, unless the vote of a greater number is required bylaw,

or required by the bylaws if not contrary to law.

**ARTICLE VIII
BYLAWS**

The "Constitution" and "Bylaws" adopted by the corporation shall be the bylaws governing operation of the corporation. The messengers may adopt, amend, alter, or repeal any provision of the bylaws of this corporation by the affirmative vote of two-thirds (2/3) of the messengers represented at such meeting.

**ARTICLE IX
NONLIABILITY OF MESSENGERS, OFFICERS,
TRUSTEES, AND MEMBERS OF THE EXECUTIVE BOARD**

The private property of the messengers, officers, trustees, and members of the Executive Board shall not be liable for or subject to the debts or obligations of the corporation or its creditors. To the fullest extent permitted by the Utah Nonprofit Corporation and Co-operative Association Act or any other applicable law as now in effect or as it may hereafter be amended, a messenger, officer, trustee, or member of the Executive Board of this corporation shall not be personally liable to the corporation or its members for civil claims arising from acts or omissions made in the performance of his or her duties as a messenger, officer, trustee, or member of the Executive Board, unless the acts or omissions are the result of his or her intentional misconduct.

**ARTICLE X
DISTRIBUTION OF ASSETS ON DISSOLUTION**

A. Upon dissolution of the corporation, the Executive Board shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the corporate assets to an organization or organizations organized and operating exclusively for charitable and educational purposes within the meaning of Internal Revenue Code §501(c)(3).

B. In the event of the dissolution of the corporation, SALT LAKE BAPTIST ASSOCIATION, INC., all assets of the corporation not otherwise disposed by action of the corporation or its Executive Board prior to dissolution, including the real property owned by the corporation, together with any buildings and fixtures attached thereto, shall be distributed to UTAH-IDAHO SOUTHERN BAPTIST CONVENTION, a Utah nonprofit corporation.

**ARTICLE XI
INITIAL TRUSTEES**

The corporation, SALT LAKE BAPTIST ASSOCIATION, INC., shall have three trustees, who shall have authority to execute legal documents on behalf of the corporation at the direction of the Executive Board or of the messengers. The initial trustees of the corporation shall be:

CHARLES CLARKE
10614 South 90 East
Sandy, Utah 84094

WILLIAM L. DOTSON
2753 North 1450 East
Layton, Utah 84040

JUDY DAWN BARKING
650 South Main #8107
Bountiful, Utah 84010

**ARTICLE XII
INCORPORATOR**

The incorporator of the corporation, SALT LAKE BAPTIST ASSOCIATION, INC., shall be:

DAN WALKER
12401 South 450 East #G2
Draper, Utah 84020

**ARTICLE XIII
REGISTERED OFFICE AND REGISTERED AGENT**

The location and street address of the initial principal office of the corporation, SALT LAKE BAPTIST ASSOCIATION, INC., is 12401 South 450 East #G2, Draper, Utah 84020. The initial registered agent at that address is DAN WALKER.

**ARTICLE XIV
INVALIDATION**

Any article, sub-paragraph of any article, or part thereof, of these Articles of Incorporation or any subsequent amendments thereto, that may be at any time declared and adjudged by any court of competent jurisdiction to be in violation of any

provision of law, shall not invalidate any other portion of the Articles of Incorporation or any amendments thereto.

**ARTICLE XV
AMENDMENTS**

These Articles of Incorporation may be amended from time to time in any respect in accordance with the provisions of the Utah Nonprofit Corporation and Co-operative Association Act or any other applicable law as now in effect or as it may hereafter be amended, by a majority vote of the Executive Board and the vote or written assent of a majority of the messengers entitled to vote, at any special meeting of the messengers called for that purpose, or at the annual meeting of messengers when the notice of such meeting includes amending these Articles of Incorporation as part of the business to be transacted at such meeting.

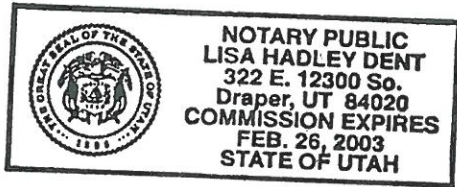
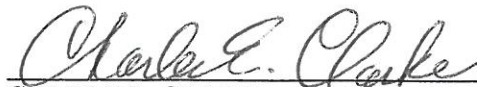
I, DAN WALKER, the incorporator of SALT LAKE BAPTIST ASSOCIATION, INC., a nonprofit corporation, sign my name to these Articles of Incorporation this 8 day of September, 1999, and being first duly sworn, do hereby declare to the undersigned authority that to the best of my knowledge and belief the information contained herein is true.



DAN WALKER, Incorporator

STATE OF UTAH)
 ss.
COUNTY OF Salt Lake)

Subscribed, sworn to, and acknowledged before me by DAN WALKER, incorporator of SALT LAKE BAPTIST ASSOCIATION, INC., a nonprofit corporation, this 9 day of September, 1999.


NOTARY PUBLIC
CHARLES CLARKE, Trustee
10614 South 90 East
Sandy, Utah 84094