

ARTICLES OF INCORPORATION  
OF  
UTAH BALANCE OF STATE HOMELESS COORDINATING COUNCIL, INC.  
(A Utah Nonprofit Corporation)

WE, THE UNDERSIGNED, natural persons of the age of eighteen years or more, acting as incorporators of a nonprofit corporation under the Utah Revised Nonprofit Corporation Act, adopt the following Articles of Incorporation for such nonprofit corporation:

ARTICLE I. Corporate Name.

The name of the nonprofit corporation is Utah Balance of State Homeless Coordinating Council, Inc.

ARTICLE II. Duration

The duration of the nonprofit Corporation shall be perpetual.

ARTICLE III. Corporate Purposes.

The nonprofit Corporation is organized as a membership organization for the common business purposes allowed for exempt corporations under Section 501(c)(3) of the Internal Revenue Code, including such purposes as collecting dues from members, education and training, sharing information, increasing public awareness, advocating for better services, housing, employment, and health care for homeless persons or for activities that further the support to homeless people from city, county, state, federal and private resources. The general charitable purposes and objectives for which the nonprofit Corporation is organized are:

- (a) Identifying gaps in the Housing and Urban Development Continuum of Care process as authorized by the McKinney-Vento Act of 1987.
- (b) Utilize local, state, federal and private research and resources to establish creative and effective action and programs which address gaps in homeless services.
- (c) Support and collaborate with local agencies and programs on grant applications and with educating the public, elected officials and policy-makers regarding homelessness and solutions to homeless problems.
- (d) To do all that is necessary, suitable or proper for: the accomplishment of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, for the attainment of any one or more of the subjects set forth in these Articles of Incorporation, or any amendment thereof, that which may, at any time appear, conducive, incidental to, expedient, or necessary for the protection or benefit of the nonprofit Corporation. To do said act as fully and to the same extent as natural persons might or could do, in any part of the world as principals, agents, partners, trustees, or otherwise, either alone or in conjunction with any other person, association or corporation.
- (e) The foregoing clauses shall be construed both as objects and powers, and, except to the extent a limit or restriction is specifically provided above, shall not be held to limit or restrict in any manner the general powers of the nonprofit Corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Utah. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article III “Corporate

Purposes” of these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

ARTICLE IV. Members.

The nonprofit Corporation will have members who represent the collaborative homeless services, housing, government and private agencies throughout the State of Utah.

Membership in the nonprofit Corporation is open to agencies, organizations, advocate groups or individuals within the State of Utah that provide assistance to homeless people and facilitate homeless services.

ARTICLE V. No Shares; Use and Distribution of Funds and Assets.

The nonprofit Corporation shall not issue shares of stock and shall not have any power to declare dividends, and no part of its funds or net earnings shall inure to the benefit of any member or individual. The assets of the nonprofit Corporation are permanently dedicated to the non-profit and exempt purposes provided for under Section 501(c)(3) of the Internal Revenue Code. The balance, if any, of all money received by the nonprofit Corporation from its dues, operations, donations, or programs, after payment in full of all debts and obligations of the non profit Corporation of whatever kind or nature, shall be used and distributed exclusively for the purposes set forth in Article III hereof. In the event of the dissolution of this nonprofit Corporation, all the business, property and assets of the nonprofit Corporation shall be distributed:

- (a) for one or more exempt purposes under Section 501(c)(3) of the Internal Revenue Code;
- (b) to the federal government for a public purpose;
- (c) to a state or local government for a public purpose;
- (d) to agencies, public and private, that are organized and operated exclusively for tax exempt purposes.

ARTICLE VI. Bylaws.

The Board of Directors shall adopt those bylaws which are consistent with law or these Articles for the regulation and management of the affairs of the nonprofit Corporation. These bylaws may be amended from time to time or repealed in pursuant to law.

ARTICLE VII. Registered Office and Agent

The address of the nonprofit Corporation's initial registered office and the name of its original registered agent at such address is Eileen Dwyer, 210 South Rio Grande Street, Salt Lake City, UT 84101. By signature immediately below, the undersigned hereby accepts and acknowledges appointment as the initial registered agent of this nonprofit Corporation and confirms that he/she meets the necessary requirements.

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Eileen Dwyer, Registered Agent

ARTICLE VIII. Directors.

The number of Directors constituting the initial governing board of the nonprofit Corporation is three (3). The names and addresses of the persons who are to serve as Directors until the first meeting of the board of directors, or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Sharon Downing	P.O. Box 869 Ogden, Utah 84402
Heidi Miller	364 South 100 East Cedar City, UT 84720
Debbie Stark	2261 Adams Avenue Ogden, Utah 84401

The Board of Directors of the nonprofit Corporation may designate such committee or committees as it determines in accordance with law to exercise such authority as the Board of Directors shall delegate in a resolution designating such committee or committees.

ARTICLE IX. Officers.

The number of Officers initially shall be three. The titles and names and addresses of persons who are to serve initially as Officers are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Sharon Downing	Chairperson	P.O. Box 869 Ogden, Utah 84402
Heidi Miller	Vice-Chairperson	364 South 100 East Cedar City, Utah 84720
Debbie Stark	Secretary/Treasurer	2261 Adams Avenue Ogden, Utah 84401

ARTICLE X. Incorporators

The name and address of each Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Sharon Downing	P.O. Box 869 Ogden, Utah 84402
Heidi Miller	364 South 100 East Cedar City, UT 84720
Debbie Stark	2261 Adams Avenue Ogden, Utah 84401

ARTICLE XI. Provisions.

Notwithstanding any other provision of these articles, 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 section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or

(b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provisions of these articles, this nonprofit Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Dated this \_\_\_ day of April 2007.

INCORPORATORS

\_\_\_\_\_  
Sharon Downing, incorporator

\_\_\_\_\_  
Heidi Miller, incorporator

\_\_\_\_\_  
Debbie Stark, incorporator