

**RESTATED AND AMENDED
ARTICLES OF INCORPORATION**

OF

SALT LAKE FIGURE SKATING

Formerly Known As “Timpanogos Figure Skating Club”

The undersigned natural person, being of the age of eighteen years or more, acting as incorporator under the Utah Revised Nonprofit Corporation Act (the “Act”), adopts the following Articles of Incorporation for such corporation:

Article I

NAME

The name of this nonprofit corporation is SALT LAKE FIGURE SKATING (the “Corporation”).

Article II

DURATION

The period of duration of the Corporation is perpetual.

Article III

PURPOSES

The Corporation is organized as a nonprofit corporation and shall be operated exclusively for educational, charitable, scientific and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any future Federal tax code.

Within the scope of the foregoing purposes, the specific pursuits and objects of the Corporation include, but are not limited to:

1. To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah

2. To promote education, learning, experimentation and advancement in Figure Skating at all ages, abilities, educational and experience levels by promoting the sport of amateur Figure Skating as a vehicle for said education, learning, experimentation and advancement.
3. To provide facilities, products, services and infrastructure to assist those engaging in Figure Skating at any level.
4. To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.
5. 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)(3) of the Internal Revenue Code and are consistent with those powers described in the Act, as amended and supplemented.
6. 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, related to, or connected with any of the other purposes enumerated in this article or in the bylaws of the Corporation.

Article IV

MEMBERS/STOCK

The Corporation shall have one or more classes of voting members as set forth in the bylaws. The Corporation shall not issue any stock.

Article V

BYLAWS

Provisions for the regulation and management of the internal affairs of the Corporation shall be set forth in the Bylaws.

Article VI

DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors comprised of not less than three (3) and not more than twelve (12) persons, all of whom shall be Members of the Corporation. The number of directors constituting the initial Board of Directors of the Corporation is nine (9), and the names and addresses of the persons who are to serve as the initial directors until their successors are duly elected or appointed and qualified are:

Annette Barnes
420 South 1250 East
Pleasant Grove, Utah 84062

Julie Barson

Alyse Davis

Jonathan M. Lawrence
1516 W. Saxon Circle
Springville UT 84663

Irene Melonas
1523 South 200 East
Orem, Ut. 84058

Bonnie Baucom
2403 Canterwood Drive
South Jordan, UT 84095

James Belshe
57 W. South Temple, 8th Floor
Salt Lake City, Utah 84101

Article VII
INCORPORATOR

The name and address of the incorporator are:

James Belshe
57 W. South Temple, 8th Floor
Salt Lake City, Utah 84101

Article VIII
REGISTERED OFFICE AND AGENT

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

James Belshe
57 W. South Temple, 8th Floor
Salt Lake City, Utah 84101

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

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

James Belshe
57 W. South Temple, 8th Floor
Salt Lake City, Utah 84101

I hereby acknowledge and accept appointment as corporate registered agent:

Name

Article IX

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be **ADDRESS**. The business of the Corporation may be conducted in all counties of the State of Utah and in all states of the United States of America, and in all territories thereof, and in all foreign lands and countries, and any other place as the Board of Directors shall determine. The principle place of business may be changed by the Board of Directors at any time without amendment of these Articles of Incorporation.

Article X

PROHIBITION ON PRIVATE INUREMENT

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 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. The Corporation shall not carry on, otherwise than as an insubstantial part of its activities, any activities which are not in furtherance of one or more of the purposes set forth in Article III hereof. The Corporation shall further not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Code.

Article XI

OFFICER AND DIRECTOR LIABILITY

Within the meaning of and in accordance with Section 16-6a-902 and Section 16-6a-823 of the Act:

1. The Corporation shall indemnify and advance expenses to its directors, officers, employees, fiduciaries or agents and to any person who is or was serving at the Corporation's request as a director, officer, partner, director, employee, fiduciary or agent of another domestic or foreign corporation or other person or of an employee benefit plan (and their respective estates or personal representatives) to the fullest extent as from time to time permitted by Utah law.

2. No director of the Corporation shall be personally liable to the Corporation for monetary damages for any action taken or any failure to take any action as a director, except as otherwise provided in this Article XI.
3. The limitation of liability contemplated in this Article XI shall not extend to (a) the amount of a financial benefit received by a director to which the director is not entitled, (b) an intentional infliction of harm on the Corporation, (c) an intentional violation of criminal law, or (d) a violation of Section 16-6a-824 of the Act.
4. Any repeal or modification of this Article XI shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.
5. Without limitation, this Article XI shall be applied and interpreted, and shall be deemed to incorporate, any provision of the Act, as the same exists or may hereafter be amended, as well as any applicable interpretation of Utah law, so that personal liability of directors and officers of the Corporation to the Corporation, or to any third person, shall be eliminated or limited to the fullest extent as from time to time permitted by Utah law.

Article XII

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time and in any manner which is permissible under the laws of the State of Utah; provided, however, that these Articles of Incorporation shall in no event be amended in any manner so as to change this Corporation from a nonprofit Corporation to a Corporation organized or operated for pecuniary profit; nor shall the Articles of Incorporation be amended so as to make the purposes of the Corporation inconsistent whatsoever with the purposes as specified in Article III hereof.

Article XIII

DISTRIBUTION ON DISSOLUTION

The Corporation is one which does not contemplate pecuniary gain or profit to the directors thereof and it is organized solely for nonprofit purposes. Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, trust or corporation, which is organized and operated exclusively 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 or local government solely for a public purpose.

In Witness Whereof,

I, James Belshe, have executed these Articles of Incorporation in duplicate this ____ day of _____, 2004, and say:

That I am the incorporator herein; that I have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same are true to the best of my knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters I believe them to be true.
