

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**UTAH CULTURAL CELEBRATION CENTER FOUNDATION**

Utah Cultural Celebration Center Foundation, a Utah nonprofit corporation (the “**Corporation**”), hereby amends and restates its Articles of Incorporation in accordance with Section 16-6a-1001 et seq. of the Utah Revised Nonprofit Corporation Act (the “**Act**”) and replaces the former Articles of Incorporation with the following:

**ARTICLE I**  
**CORPORATE NAME**

The name of the Corporation is West Valley Arts Foundation.

**ARTICLE II**  
**PURPOSES AND POWERS**

The Corporation is organized and shall be operated exclusively for charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding provisions of any subsequent federal tax law (the “**Code**”). Subject to the foregoing, the specific purposes and objectives of the Corporation shall include, but not be limited to creating opportunities to learn, experience and celebrate art, culture and community, and to support performances, exhibits, educational programs, festivals, public events and related programs in West Valley City.

The Corporation shall have all powers necessary and incidental under the Code and the Act to carry out the purposes for which the Corporation is formed.

**ARTICLE III**  
**LIMITATIONS**

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 II hereof.

(b) 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) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation (i) exempt from federal income tax under the provisions of Section 501(c)(3) of the Code; and (ii) contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE IV**  
**VOTING MEMBERS AND STOCK**

The Corporation shall not have voting members nor shall the Corporation issue or have outstanding any stock or shares.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed under the direction of a Board of Directors. The number of directors constituting the Board of Directors shall not be less than three (3), with the exact number of directors to be determined in accordance with the Bylaws. The rights, privileges, and duties of the directors and the manner of their appointment and removal shall be as set forth in the Bylaws.

**ARTICLE VI**  
**PRESIDENT**

The President of the Corporation shall be the City Manager of West Valley City. Any new City Manager shall automatically become the President of the Corporation, without further action on the part of the Corporation or any other person.

**ARTICLE VII**  
**LIMITATIONS UPON LIABILITY OF DIRECTORS**

There shall be no personal liability, either direct or indirect, of any director of the Corporation to the Corporation for monetary damages for any action taken or any failure to take action as a director; except that this provision shall not eliminate the liability of a director to the Corporation for monetary damages for any breach, act, omission or transaction as to which the Act prohibits expressly the elimination of liability. This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the Corporation. Any repeal or modification of the provisions of the Act which permit the elimination of liability of directors described in this Article shall not affect adversely any elimination of liability, right or protection of a director of the Corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

**ARTICLE VIII**  
**DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed to West Valley City for its support of the Utah Cultural Celebration Center or for such other public purposes as it may determine. Any such assets not so disposed of shall be 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 organization or organizations, as said court shall determine, which are organized and operated exclusively for purposes outlined in Section 501(c)(3) of the Code.

**ARTICLE IX**  
**AMENDMENT**

These Articles may be amended upon the affirmative vote of a majority of the members of the Board of Directors and upon the approval of the President of the Corporation.

**ARTICLE X**  
**REGISTERED AGENT AND ADDRESS**

The name and street address of the Corporation's noncommercial registered agent are: City Attorney, 3600 Constitution Blvd, West Valley, UT 84119. The Board of Directors may change the registered agent at any time and from time to time.

The foregoing amendments and restatement of the Corporation's Articles of Incorporation were adopted by resolution of the Board of Directors made on September 21, 2022, with the approval of the President on the same date. The Corporation has no members and thus no member action was required.

IN WITNESS WHEREOF, the Amended and Restated Articles of Incorporation of Utah Cultural Celebration Center Foundation, having been adopted in accordance with law, have been executed effective the 21<sup>st</sup> day of September, 2022.

**UTAH CULTURAL CELEBRATION  
CENTER FOUNDATION**



By: Wayne T. Pyle  
Its: President/City Manager