

**AGENDA ITEM # IV-A.**

**ARTICLES OF INCORPORATION  
OF  
COLOR COUNTRY FOUNDATION, INC.  
a nonprofit corporation**

"Draft"

**KNOW ALL PERSONS BY THESE PRESENTS**, that the undersigned, residents of the State of Utah, do hereby file these Articles of Incorporation for the purpose of forming a corporation under the Revised Non-Profit Corporation Act of the State of Utah (Title 16, Chapter 6a, U.C.A.) and for that purpose adopt the following charter and articles to-wit:

**ARTICLE I**

**Corporate Name**

The name of this corporation shall be:

**COLOR COUNTRY FOUNDATION, INC.**

**A NONPROFIT CORPORATION**

Color Country Foundation, Inc. is organized as a non-profit corporation.

**ARTICLE II**

**General Purpose - Charitable Goals - Duration**

This is a nonprofit corporation organized solely for general charitable, eleemosynary and educational purposes pursuant to the Revised General Nonprofit Corporation Act of the State of Utah. This corporation does not contemplate pecuniary gain or profit to the members thereof, is organized for nonprofit purposes, and shall be "perpetual", unless dissolved as provided by law.

**ARTICLE III**

**Specific Purposes**

The specific and primary purposes for which this corporation is formed are:

- a) To provide support to the various missions of the Five County Association of Governments (FCAG), a political subdivision of the State of Utah established under provisions of the Interlocal Cooperation Act. These missions include services to

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elderly and low income individuals and families, planning and technical assistance to local governments (cities, towns, and counties) and help to businesses for the purpose of creating jobs.

- b) The corporation shall have and be able to exercise all the general powers enumerated in Title 16, Chapter 6a and conferred on nonprofit corporations under the laws of Utah, including the power to contract, rent, buy or sell personal or real property, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.
- c) Notwithstanding any other provision herein, no substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

**ARTICLE IV**

**Initial Office and Agent**

The principal office for the transaction of the business of this corporation shall be located at (James Matson's office), Kanab, County of Kane, State of Utah. The name and address of the corporation's initial registered agent and the agent's address is as follows:

James Matson (or another person)  
Utah 84

**ARTICLE V**

**Initial Governing Board of Directors and Incorporators**

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a governing board of not fewer than fifteen (15) persons, to be known as the Board of Directors. Except as provided herein, the number of Directors and the corporation's General Rules regarding the manner to conduct the internal affairs of this organization shall be established in the Bylaws.

The Board of Directors for the Color Country Foundation shall be the same members as the Governing Board of the Five County Association of Governments and will be selected as follows:

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Fifteen Members of the Board of Directors: The nine (different number?) county representatives will include three (different number?) county commissioners from Beaver, Garfield, Iron, Kane and Washington Counties and two council members and the County Executive from \_\_\_\_ (Washington?) (Washington and Iron Counties?) County.

### **ARTICLE VI**

#### **Membership – Voting**

The corporation will not have voting members and will not issue shares.

### **ARTICLE VII**

#### **Irrevocable Dedication of Assets to Charitable Purposes**

The property of this corporation is irrevocably dedicated to charitable, eleemosynary and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director; officer or member thereof or to the benefit of any private persons. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, eleemosynary or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the Fifth Judicial District Court, Washington County, upon petition therefor by the Attorney General or by a person concerned in the liquidation, in a proceeding to which the Attorney General is a party. (questions re: this paragraph, wind up, etc.).

### **ARTICLE VIII**

#### **Private Property**

The private property of the members of the Corporation shall not be liable for the Corporation's obligations.

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IN WITNESS THEREOF, the undersigned, being the Incorporator has executed these Articles of Incorporation.

STATE OF UTAH     )  
                                  :ss.  
COUNTY OF KANE    )

The undersigned persons, being first duly sworn, deposed and states: that each has read the above and forgoing Articles of Incorporation and know the contents thereof and that the same are true to the best of our knowledge, except to those matters stated on information and belief and as to those matters I believe them to be true.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Subscribed and sworn to before me this \_\_\_\_ of June, 2015.

\_\_\_\_\_  
Notary Public

**ACCEPTANCE AND VERIFICATION OF REGISTERED AGENT**

Mr. \_\_\_\_\_, as the appointed agent for COLOR COUNTRY FOUNDATION, INC., A NON-PROFIT CORPORATION does hereby accept the appointment of Registered Agent for said association.

\_\_\_\_\_  
Registered Agent  
Color Country Foundation, Inc