

**ARTICLES OF INCORPORATION  
OF  
THE UTAH FOREST PRODUCTS ASSOCIATION**

We, the undersigned natural persons all being of the age of eighteen years or more, acting as incorporators under the Utah Non-Profit Corporation and Cooperative Association Act, adopt the following Articles of Incorporation for such Corporation:

**Article I  
NAME**

The name of the corporation is the Utah Forest Products Association.

**Article II  
DURATION**

The period of duration of this corporation is perpetual.

**Article III  
PURPOSE**

(a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah, and to act and operate as a scientific and educational organization in promoting Utah's forest products and services including, but not limited to solid wood and biomass utilizing sound forest management practices.

(b) 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.

(c) 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)(4) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.

(d) 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, or connected with any of the other purposes.

**Article IV**  
**LIMITATIONS**

- (a) 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 persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein;
- (b) The activities of the corporation shall be to engage in political activity providing education and environmental policy and shall be subject to IRS Code 527 taxation for such activities as authorized under the Internal Revenue Code of 1954, as amended; and
- (c) The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under 501(c)(4) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

**Article V**  
**MEMBERS/STOCK**

The corporation shall have two classes of voting members whose rights, privileges and duties are more fully set forth in the bylaws of the corporation.

**Article VI**  
**BY-LAWS**

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws and operational guidelines.

**Article VII**  
**DIRECTORS**

The number of directors of this Corporation shall be a minimum of three (3) or more as fixed from time to time by the By-Laws of the Corporation. The Bylaws will determine the number of directors.

Jim Matson  
135 W. Kanab Creek Drive  
Kanab, Utah 84741

Ladd Bunting  
P.O. Box 2552  
Cedar City, UT 84721

Rebecca Hoyt  
71 N. 800 West  
Cedar City, UT 84720

Kathleen McDowell  
351 W. University Blvd.  
Cedar City, UT 84720

## **Article VIII INDEMNIFICATION AND SCOPE**

The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a trustee, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she acted in good faith and in a manner he reasonably believed to be in or not opposed to the laws or in the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The indemnification authorized shall apply to all present and future trustees, officers, employees and agents of the Corporation and shall continue as to such persons who cease to be trustees, officers, employees or agents of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of all such persons and shall be in addition to all other indemnification permitted by law. The Bylaws of the Corporation and all applicable state and federal laws shall govern actions regarding indemnification of the Corporation and its agents. Deliberate unlawful acts by any board member or employee of the Corporation shall be prosecuted to the full extent of the law.

## **Article IX INCORPORATOR**

**The name and address of the incorporator is as follows:**

Scott Truman  
351 W. University Blvd.  
Cedar City, UT 84720

## **Article X REGISTERED OFFICE AND AGENT**

*The address of the corporation's initial registered office, the name of the registered agent and his signature acknowledging acceptance as such must be included. The address must be a street address. A Post Office Box is not permitted.*

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

Utah Forest Products Association  
351 W. University Blvd.  
Cedar City, UT 84720

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

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

Scott Truman

**I hereby acknowledge and accept appointment as corporate registered agent:**

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**Signature**

**Article XI  
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be Cedar City, Utah. The business of this Corporation may be conducted in all counties of the State of Utah and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Trustees shall determine.

**Article XII  
DISTRIBUTIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 in Article III hereof. Notwithstanding any other provision of these Articles of Incorporation, 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)(4) of the Internal Revenue Code, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

**Article XIII  
DISSOLUTION**

Upon the dissolution of the corporation, by a two-thirds majority of the board of directors, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the state or local government for a public purpose. 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 such purposes.

IN WITNESS WHEREOF, We, \_\_\_\_\_, \_\_\_\_\_,  
\_\_\_\_\_, have executed these Articles of Incorporation in duplicate this day  
of \_\_\_\_\_, 2005 , and say:

That they are all incorporators herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.

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STATE OF UTAH                    )  
  : ss.  
COUNTY OF SALT LAKE        )

On the \_\_\_\_\_ day of \_\_\_\_\_, 2005 personally appeared before me  
\_\_\_\_\_, whose identity was personally known or proved to me on the basis of  
satisfactory evidence, who in my presence voluntarily subscribed the foregoing Articles of  
Incorporation and affirmed and verified that the contents thereof are true and correct.

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