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STATE OF UTAH  
DEPARTMENT OF COMMERCE  
DIVISION OF CORPORATIONS AND COMMERCIAL CODE

I Heresby certify that the foregoing has been filed

and approved on the 29th Day of Mar 19 91  
in the office of this Division  
EXAMINER KJB Date 3-29-91



Peter Van Alstyne  
PETER VAN ALSTYNE  
DIVISION DIRECTOR

ARTICLES OF INCORPORATION

OF

THE DOWNTOWN ALLIANCE INC.

(A Utah Nonprofit Corporation)

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DIVISION OF CORPORATIONS  
STATE OF UTAH

We, the undersigned natural persons, acting as incorporators of a corporation under the Utah Nonprofit Corporation and Co-operative Association Act, adopt the following Articles of Incorporation for such corporation and certify:

ARTICLE FIRST

Name: The name of this corporation is THE DOWNTOWN ALLIANCE INC.

ARTICLE SECOND

Duration: This corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE THIRD

Purposes: The purpose or purposes for which this corporation is organized are:

- a. To promote growth, foster development and encourage activities within the Salt Lake City central business area.
- b. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts 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.
- c. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as

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conferred by the laws of the State of Utah; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article Third shall be regarded as independent purposes and powers.

Limitation: This corporation shall be a nonprofit corporation under Title 16, Chapter 6, of the Utah Code and is not organized for pecuniary profit.

#### ARTICLE FOURTH

Membership: The corporation shall be a membership corporation with membership requirements as set forth in the Bylaws.

#### ARTICLE FIFTH

Trustees' Contracts: No contract or other transaction between this corporation and one or more of its Trustees or any other person, partnership, corporation, firm, association or entity in which one or more of this corporation's Trustees are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Trustee or Trustees are present at the meeting of the Board of Trustees, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose and each such Trustee of this corporation is hereby released from liability which might otherwise exist from such contract if: (a) the fact of such relationship or interest is disclosed or known to the Board of Trustees or committee which authorizes, approves or ratifies the contract or transaction; (b) the contract or transaction is approved by sufficient vote or consent without counting the votes or consents of such interested Trustee; (c) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (d) the contract or transaction is fair and reasonable to the corporation. If the fact of such relationship or interest is known then the common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or committee thereof which authorizes, approves or ratifies such contract or transaction.

#### ARTICLE SIXTH

Amendment: Upon resolution by the Board of Trustees and after notice has been given to members entitled to vote as provided in Section 16-6-50 of the Utah Code as amended, these articles of incorporation may be amended at an annual or special meeting of the members by the affirmative vote of at least two-thirds of the members present at such meeting or represented by proxy.

#### ARTICLE SEVENTH

Initial Registered Office and Agent: The address of this corporation's initial registered office is 10 West Broadway, Suite 610, Salt Lake City, Utah 84101. The name of the initial registered agent at such address is John M. Schumann.

#### ARTICLE EIGHTH

Trustees: The number of Trustees constituting the governing board shall be set by the bylaws with a minimum number of three. The number of Trustees constituting the initial governing board of this corporation is five. The names and addresses of persons who are to serve as Trustees until the first annual meeting of the members, or until their successors are elected and qualify, are:

John M. Schumann	10 West Broadway, Suite 610 Salt Lake City, Utah 84101
John E. Gates	10 Exchange Place, Eleventh Floor Salt Lake City, Utah 84111
Clyde M. Heiner	180 East 1st South Salt Lake City, Utah 84139
John W. Williams	60 Post Office Place Salt Lake City, Utah 84101
H. David Burton	LDS Church Headquarters, 18th Floor 50 East North Temple Salt Lake City, Utah 84150

ARTICLE NINTH

Incorporators: The name and address of each Incorporator is:

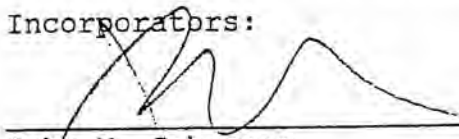
John M. Schumann	10 West Broadway, Suite 610 Salt Lake City, Utah 84101
John E. Gates	10 Exchange Place, Eleventh Floor Salt Lake City, Utah 84111
John W. Williams	60 Post Office Place Salt Lake City, Utah 84101

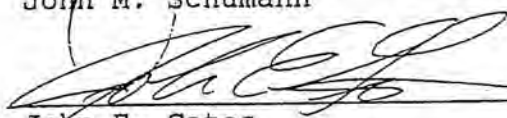
ARTICLE TENTH

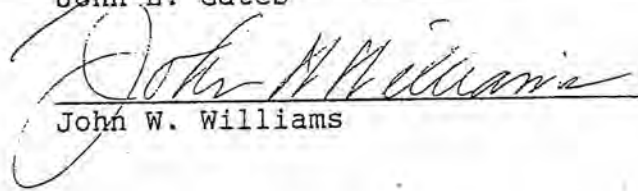
Indemnification of Officers and Trustees: This corporation may indemnify any officer or Trustee or former officer or Trustee of the corporation, or any person who may have served at its request as a trustee, director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by such person in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such Trustee or officer, except in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty; and to make any other indemnification that shall be authorized by any bylaw or resolution adopted by the Board of Trustees or members.

IN WITNESS WHEREOF, we hereunto sign and verify in duplicate these Articles of Incorporation this 27 day of March, 1991.

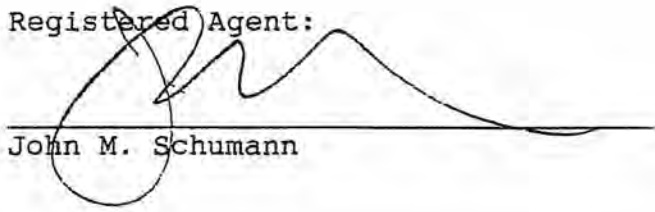
Incorporators:

  
\_\_\_\_\_  
John M. Schumann

  
\_\_\_\_\_  
John E. Gates

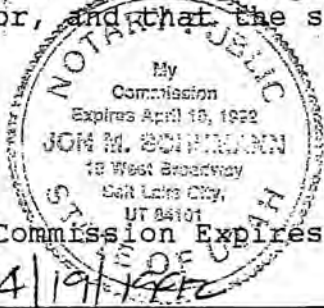
  
\_\_\_\_\_  
John W. Williams


Registered Agent:

  
John M. Schumann

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

I hereby certify that on this \_\_\_\_ day of March, 1991,  
personally appeared before me John M. Schumann, who, being by me  
first duly sworn, severally declared that he is the person who  
signed the foregoing Articles of Incorporation as an incorpo-  
rator, and that the statements therein contained are true.



  
NOTARY PUBLIC

Residing at: 1420 E. BRYAN AVE

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

I hereby certify that on this \_\_\_\_ day of March, 1991,  
personally appeared before me John E. Gates, who, being by me  
first duly sworn, severally declared that he is the person who  
signed the foregoing Articles of Incorporation as an incorpo-  
rator, and that the statements therein contained are true.



My Commission Expires:

4/19/1992

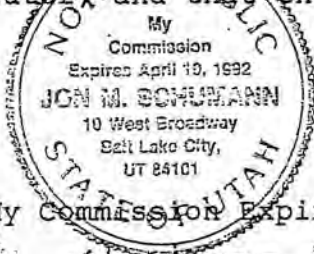
  
NOTARY PUBLIC

Residing at: 1420 E. BRYAN AVE




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

I hereby certify that on this \_\_\_\_ day of March, 1991, personally appeared before me John W. Williams, who, being by me first duly sworn, severally declared that he is the person who signed the foregoing Articles of Incorporation as an incorporator, and that the statements therein contained are true.



My Commission Expires:

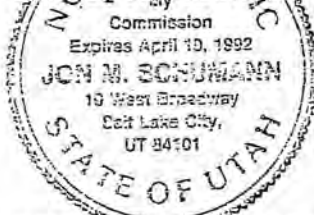
4/19/1992

  
NOTARY PUBLIC

Residing at: 1420 E. BRYAN AVE


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

I hereby certify that on this \_\_\_\_ day of March, 1991, personally appeared before me John M. Schumann, who, being by me first duly sworn, declared that he signed the foregoing Articles of Incorporation as Registered Agent of The Downtown Alliance.



My Commission Expires:

4/19/1992

  
NOTARY PUBLIC

Residing at: 1420 E. BRYAN AVE

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