

**ARTICLES OF INCORPORATION
OF SALT LAKE COMMUNITY NETWORK
AFTER MERGER WITH
SALT LAKE ASSOCIATION OF COMMUNITY COUNCILS**

The undersigned do hereby adopt the following Articles of Incorporation for the purpose of merging two existing Utah Non-profit Corporations: Whereas the Salt Lake Association of Community Councils was incorporated as a Utah non-profit corporation on June 16th, 1978, and has operated from that time forward under Utah Division of Corporations Entity number 699629-0140, and whereas Salt Lake Community Network was incorporated as a Utah non-profit corporation on August 20, 2009, and has operated ever since under Utah Division of Corporations entity number 7441917-0140, and whereas the two organizations deem it necessary and proper to merge their operations into a single non-profit Corporation, the following Articles of Organization replace in their entirety all previously filed Articles of Organization for both Salt Lake Association of Community Councils and Salt Lake Community Network, along with any amendments thereto, with an effective date of January 31, 2012.

**Article I
NAME**

The name of the surviving Corporation after the merger of Salt Lake Community Network and Salt Lake Association of Community Councils shall be Salt Lake Community Network.

**Article II
DURATION**

The period of duration of the Corporation shall be perpetual.

**Article III
PURPOSE**

The purpose of the Corporation is to carry forth and continue the original purpose(s) of each of the merging entities, Salt Lake Association of Community Councils and Salt Lake Community Network, which is to provide a forum for discussion to Salt Lake City community and neighborhood and citizen organizations; to promote the general well-being, health and safety of the residents of Salt Lake City on a variety of matters related to the betterment of the community as a whole; and to collect, solicit, engage in events and efforts to raise and/or receive monies from individuals, business and/or governmental entities to facilitate the purposes of the Corporation; to make donations to community, neighborhood and citizen organizations for the furtherance of the purposes of the Corporation; to act and operate as a charitable organization in lessening the burdens of government and promoting social welfare; 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; to engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing charitable purposes; therefore Salt Lake Community Network is hereby organized strictly as a non-profit corporation exclusively for exempt purposes as set forth in section 501(c)(3) of the Internal Revenue Service Code at present and as

may amended and supplemented, and as set forth in the Utah Nonprofit Corporation and Cooperation Association Act, including Section 16-6a-202 thereof and as may amended and supplemented, and all other legal purposes authorized by the State of Utah for charitable organizations; limited in that 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 , nor shall intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended; and limited in that 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)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

**Article IV
MEMBERS/STOCK**

The Corporation shall issue no stock, and shall not have any class of stock. Membership in the Corporation shall be governed by and in accordance with the By-Laws to be perpetuated by the Organization, including any amendments made thereto from time to time. The Corporation shall have voting members as specified in its By-Laws, comprised of its Trustees, and any other officially designated representatives of community councils or other community groups on the current list of active members of the Corporation as maintained by its Secretary or other designated record keeping individual.

**Article V
BY-LAWS**

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the Corporation's By-Laws.

**Article VI
DIRECTORS/TRUSTEES**

The number of directors/trustees of this Corporation shall be three (3), or more than three, as fixed from time to time by the By-Laws of the Corporation. The number of Trustees constituting the initial governance of the Corporation is three, and the names and addresses of the persons who are to serve as Trustees until their successors are elected are:

<u>NAME</u>	<u>ADDRESS</u>
Esther E. Hunter	1049 Norris Place Salt Lake City, Utah 84102
Polly Hart	355 N Quince Street Salt Lake City, Utah 84103
Michael Hughes	704 5 th Avenue Salt Lake City, Utah 84103

**Article VII
INCORPORATORS**

The name and address of the incorporators of this organization are:

Esther E. Hunter	1049 Norris Place Salt Lake City, Utah 84102
Polly Hart	355 N Quince Street Salt Lake City, Utah 84103
Michael Hughes	704 5 th Avenue Salt Lake City, Utah 84103

**Article VIII
REGISTERED OFFICE AND REGISTERED AGENT**

The location and street address of the official registered office of the Corporation shall be:

Salt Lake Community Network
606 Trolley Square
Salt Lake City, Utah 84102

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

The Registered Agent and address for the Registered Agent of the Corporation shall be:

Esther E. Hunter
1049 Norris Place
Salt Lake City, Utah 84102

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT:

Signature _____
Esther E. Hunter, Registered Agent

**ARTICLE IX
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be:

Salt Lake Community Network
606 Trolley Square
Salt Lake City, Utah 84102

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 Directors or Trustees shall determine.

**ARTICLE X
LIABILITY FOR DEBTS OF THE CORPORATION**

Members and Trustees of the Salt Lake Community Network shall not be individually or personally liable for the debts or obligations of the Corporation.

**ARTICLE XI
DISTRIBUTIONS**

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. The Corporation shall be authorized to make donations or may fund activities in furtherance of the purposes set forth herein, which may be made to community, neighborhood or citizen groups who are members of the Corporation.

**ARTICLE XII
PROVISION FOR AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by the approval and adoption of a resolution by the Officers and the vote or written consent of two-thirds of a quorum of the members of the Corporation. Written consent of such members may be obtained either before or after the adoption of such resolution by the Officers.

**Article XIII
DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed 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 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, Esther E. Hunter, Polly Hart and Michael Hughes as Incorporators have executed these Articles of Incorporation in duplicate this 26th day of January, 2012 and say: That we are all incorporators herein; that we have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of our knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.

Dated this 26th day of January, 2012.

(signed) _____
Esther E Hunter

(signed) _____
Polly Hart

(signed) _____
Michael Hughes

STATE OF UTAH

County of Salt Lake

Subscribed and sworn to before me this 26th day of January, 2012 by Esther E. Hunter, Polly Hart, and Michael Hughes, who are known to me or who have provided sufficient evidence to me of their identity, and who have acknowledged to me that they are the Incorporators and Trustees of Salt Lake Community Network, and their signatures are made hereon freely and knowingly for the purpose of incorporating the Salt Lake Community Network.

(signed) _____

printed name _____

Utah Notary Public

My Commission Expires:



State of Utah
 DEPARTMENT OF COMMERCE
 Division of Corporations & Commercial Code
 Articles of Amendment to Articles of Incorporation (Non-Profit)

619

RECEIVED
 MAR 23 2010
 Utah Div. of Corp. & Comm. Code

File Number: 699629-0140

Non-Refundable Processing Fee: \$17.00

This form must be type written or computer generated.

Pursuant to UCA §16-6a part 10, the individual named below causes this Amendment to the Articles of Incorporation to be delivered to the Utah Division of Corporations for filing, and states as follows:

1. The name of the corporation is: Salt Lake Association of Community Councils (SLACC)
2. The date the following amendment(s) was adopted: March 16, 2010
3. If changing the corporation name, the new name of the corporation is:

4. The text of each amendment adopted (include attachment if additional space needed):
 Please see attachment.

RECEIVED
 MAR 23 2010
 CITY RECORDER

03-23-10A11:39 RCVD

5. Indicate the manner in which the amendment(s) was adopted (mark only one):

The amendment was adopted by the board of directors or incorporators without member action and member action was not required.

The amendment was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group.

6. Delayed effective date (if not to be effective upon filing) March 16, 2010 (not to exceed 90 days)

Under penalties of perjury, I declare that this Amendment of Articles of Incorporation has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

By: [Signature] Title: Director/Trustee

Dated this 16th day of March, 2010

Under GRAMA {63-2-201}, all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.

Mailing/Faxing Information: www.corporations.utah.gov/contactus.html Division's Website: www.corporations.utah.gov

**Salt Lake Association of Community Councils ("SLACC")
ARTICLES OF AMENDMENT**

RECEIVED

MAR 23 2010

**Article II
MISSION AND PURPOSES- Added**

CITY RECORDER

The mission of SLACC shall be amended to include:

To benefit the greater community by promoting understanding, cooperation and mutual appreciation by the Community Organizations (CO) of Salt Lake through:

- (a) Enhancing communication among CO.
- (b) Identifying significant issues affecting multiple CO.
- (c) Coordinating education and action on those issues.
- (d) Providing a forum for the development of common goals, policies and procedures amongst CO.
- (e) Providing a forum for sharing and appreciation of divergent goals, policies and procedures amongst CO.
- (f) Providing a forum in which expertise in various councils may be pooled.
- (g) Coordination of resources available by membership go the CO's.

To promote and support the interest of SLCN and Community Organizations by:

- (a) Providing an additional recognized access and input point to governments and other entities.
- (b) Recommending policies and actions developed thru shared expertise.
- (c) Decreasing reaction time through shared information.

Delete:

Item 16 and 18.

Add:

Item 14. ...and Neighborhood Business Districts as they are organized.

**Article III
COMPOSITION- Deleted**

**Article III
MEMBERSHIP-Inserted**

SLACC membership shall be open to:

- (a) Any CO as recognized by SLACC, and
- (b) Individual activists engaged towards the benefit of the greater community as recognized by SLACC.

A CO is defined as Community Councils, Neighborhood Associations, Neighborhood Associations, Neighborhood Councils and Community Council District.

March 16, 2010

03-23-10A11:39 RCVD

Salt Lake Association of Community Councils ("SLACC")
ARTICLES OF AMENDMENT

No person shall be denied membership in the SLACC on the basis of race, color, religion, ancestry or national origin, sexual orientation, age, disability, lifestyle or gender.

Article IV
BOARD MEMBERSHIP- Deleted

Article IV
GOVERNANCE-Inserted

The governing board of the Salt Lake Association of Community Councils (SLACC) is comprised of the membership of the Salt Lake Community Network ("SLCN"). All powers of the SLACC are vested in the organization.

Article V
BOARD MEETINGS - Deleted

Article V
MEETING AND VOTING-Inserted

All deliberations of the SLACC are governed by Robert's Rules of Order (revised), unless otherwise specified in the standing rules. All meetings shall be held in compliance with the Open Meeting Laws of Salt Lake City, the State of Utah and the Americans with Disabilities Act.

Article VI
OFFICERS -Deleted

Article VI
GOVERNING BOARD, INTERIM TRUSTEES AND STEERING COMMITTEE -Inserted

SLACC shall designate Trustees and a Steering Committee who are authorized to:

- (a) Call special meetings of the SLACC.
- (b) Create committees and nominate chairs to those committees subject to the approval of the SLACC.
- (c) Represent SLACC as instructed by the SLACC.
- (d) Propose agenda items, organize and preside over meetings of the SLACC via rotation of the Director/Trustees.
- (e) Officiate in all administrative matters in behalf of SLACC.

Article VII
COMMITTEES-Deleted

Article VII
STANDING AND SPECIAL COMMITTEES-Inserted

Standing and special committees are established at the discretion of the SLACC (and or the Steering Committee) to address specific short or long term interests of the SLACC.

Committees are open to all members of the SLACC.

March 16, 2010

**Salt Lake Association of Community Councils ("SLACC")
ARTICLES OF AMENDMENT**

Article VIII
STAFF-Deleted

Article IX
INDEMNIFICATION-Deleted

Article X
FISCAL YEAR -Changed to Article VIII

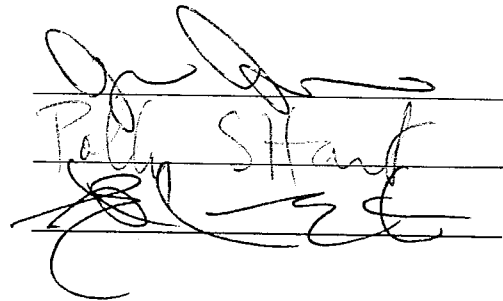
Article XI
RULES AND PROCEDURES-Deleted

Article XII
AMENDMENTS TO BYLAWS-Deleted

Article XIII
GRIEVANCE PROCEDURE- Deleted

Article IX
AMENDMENTS-Inserted

The SLACC shall be governed by the by-laws set forth here. Actions to amend the bylaws require a reading and discussion of the proposed changes to take place at a regularly scheduled SLACC Director meeting and must be affirmed by a three-fourths vote. The proposed changes shall be duly noted in the minutes for that meeting.



A handwritten signature in black ink, appearing to read "Robert Brown", is written over three horizontal lines. The signature is cursive and somewhat stylized.

ATTEST:

Robert Brown
3-17-10

Documents of Record:

On March 17, 2010, the trustees of the Salt Lake Association of Community Councils met to amend their Articles of Incorporation. Those present were the corporations Directors. The adoption of the Articles of Amendment passed 3-0.

March 16, 2010