

ARTICLES OF INCORPORATION
OF
MUNICIPAL BUILDING AUTHORITY
OF
DUCHESNE SCHOOL DISTRICT, UTAH

We, the undersigned citizens of the State of Utah and of the United States as elected officials of the Board of Education of Duchesne County School District, Utah, have associated ourselves together with the purpose of reincorporating as a nonprofit corporation under the Utah Revise Nonprofit Corporation Act, Chapter 6a, Title 16, Utah Code Annotated, 1953, as amended, the Utah Local Building Authority Act, Title 17D, Chapter 2, Utah Code Annotated 1953, as amended (the “*Acts*”), and the Constitution and other laws of the State of Utah, and do hereby execute, adopt and acknowledge in duplicate originals the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation created hereunder shall be the “Municipal Building Authority of Duchesne School District, Utah” (the “*Authority*”).

ARTICLE II

PLACE OF BUSINESS

The principal place of business of the Authority shall be located in Roosevelt, Utah and the initial principal office of the Authority shall be located at the Duchesne County School District Offices, 1010 East 200 North, Roosevelt, Utah 84066.

ARTICLE III

PERIOD OF DURATION

The Authority is hereby declared to have a perpetual duration.

ARTICLE IV

OBJECT, PURPOSES AND POWERS

The objects and purposes for which the Authority is founded and incorporated are to acquire, improve or extend one or more projects and to finance their costs on behalf of the Board of Education (the "*Board of Education*") of Duchesne County School District, Utah (the "*District*") in accordance with the procedures and subject to the limitations of the Utah Local Building Authority Act, Title 17D, Chapter 2, Utah Code Annotated, 1953, as amended, in order to accomplish the public purposes for which the Board of Education and the District exist.

In furtherance thereof, the Authority shall have all of the powers set forth in the Acts and the Constitution and other laws of the State of Utah. The Authority shall not, however, undertake any of the activities set forth in the preceding paragraph without prior authorization therefor by the Board of Education.

The purpose and essence of the Authority shall be purely civic, benevolent, charitable and philanthropic. The Authority shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that would prevent it at any time for qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1953, as amended, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification. It is hereby expressly declared that this Authority has been organized not for gain, and that no loans, dividends or other distributions, except for the payment of reasonable compensation for services rendered or reimbursement for reasonable expenses, shall ever be declared or paid to any of its trustees or officers.

The Authority shall have no members and shall not issue shares of stock and none of its property, real or personal, shall ever be used or expended except in carrying into effect the legitimate ends and aims of the Authority.

At no time shall the Authority engage in any activities which are unlawful under the laws of the United States of America, the State of Utah, or any other jurisdiction wherein it conducts its activities. No substantial part of the activities of the Authority shall include the carrying on of propaganda, or otherwise attempting to influence legislation and the Authority shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE V

GOVERNING BOARD

The Governing Body of the Authority shall be a Board of Directors (the “*Board of Directors*”). The initial membership of the Board of Directors shall be comprised of five directors. The names and addresses of the persons who are to serve as the initial members of the Board are:

NAME	STREET ADDRESS
Tony Smith	1010 East 200 North Roosevelt, Utah 84066
Mark Thacker	1010 East 200 North Roosevelt, Utah 84066
Kim Harding	1010 East 200 North Roosevelt, Utah 84066
Gary R. Nelson	1010 East 200 North Roosevelt, Utah 84066
Brandon Bench	1010 East 200 North Roosevelt, Utah 84066

The Board of Directors shall be comprised of all members of the Board of Education as may from time to time serve on such board. Members of the Board may be removed and replaced by the Board of Education at any time in its discretion.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The address of the Authority’s initial registered office shall be 1010 East 200 North, Roosevelt, Utah 84066. Such office may be changed at any time by the Board of Directors without amendment of these Articles of Incorporation. The initial registered agent at such address shall be the person acting in the capacity of the Business Administrator of District, acting as Secretary/Treasurer of the Authority.

ARTICLE VII

DISPOSITION OF PROPERTY

The Board of Directors shall not sell, transfer, mortgage, convey or otherwise dispose of all or any major part of the property and assets of the Authority, nor shall the Authority be dissolved, merged or consolidated with any other corporation or other legal entity, except on an affirmative

vote of a majority of the Board of Directors and the approval of the Board of Education.

The Board of Education, having previously authorized and directed the creation of the Authority, shall at all times during the existence of the Authority have a beneficial interest in the Authority and its assets, properties and moneys. Whenever notes, bonds or other evidences of indebtedness issued by the Authority on behalf of the Board of Education are satisfied, discharged and retired, title to all real and personal property financed with the proceeds of such notes, bonds or other evidences of indebtedness shall be forthwith transferred to the Board of Education.

No part of the net earnings of the Authority shall insure to the benefit or be distributable to its trustees, officers or other persons, except that the Authority shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE VIII

BYLAWS

The Board of Directors shall have the power to make such prudent bylaws not inconsistent with the Constitution and laws of the State of Utah and these Articles of Incorporation as it may deem necessary or proper for the management of the business and affairs of the Authority; *provided, however*, that all bylaws and any amendments thereto must be approved by the Board of Education.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended on approval of a majority vote of the Board of Directors and a majority vote of the Board of Education.

ARTICLE X

DISSOLUTION

Upon the dissolution of the Authority, and after paying or making provisions for the payment of all of its liabilities, the Authority shall convey any of its remaining assets to Board of Education; *provided, however*, that the Authority may not be dissolved unless all outstanding bonds and other obligations of the Authority are paid in full as to principal, interest, and redemption premiums, if any, or unless provision for the payment of the same when due has been made.

ARTICLE XI

INCORPORATORS

The names and addresses of the incorporators of the Authority are:

NAME	STREET ADDRESS
Tony Smith	1010 East 200 North Roosevelt, Utah 84066
Mark Thacker	1010 East 200 North Roosevelt, Utah 84066
Kim Harding	1010 East 200 North Roosevelt, Utah 84066
Gary R. Nelson	1010 East 200 North Roosevelt, Utah 84066
Brandon Bench	1010 East 200 North Roosevelt, Utah 84066

ARTICLE XII

LIABILITIES FOR DEBTS

The members of the Board of Directors and officers of the Authority shall not be personally liable for the debts or any other obligations of the Authority.

ARTICLE XII

NO MEMBERS OR STOCK

The Authority shall not have any voting members and shall not issue any shares evidencing membership in the Authority or interests in water or other property rights.

ARTICLE XIII

SUCCESSOR IN INTEREST

For all purposes under the [Revise Nonprofit Corporation Act, Chapter 6a, Title 16, Utah Code Annotated, 1953, as amended](#), the Authority shall be considered the successor in interest to all assets, obligations, rights and the name of the nonprofit corporation previously known as the “Municipal Building Authority of Duchesne School District” (Entity Number 1083461-0140).

(Signature page follows.)

In Witness Whereof, we, Tony Smith, Mark Thacker, Kim Harding, Gary R. Nelson and Brandon Bench, have executed these Articles of Incorporation in duplicate this 28th day of April, 2022, 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 we believe to be true.

Tony Smith
(Incorporator)

Mark Thacker
(Incorporator)

Kim Harding
(Incorporator)

Gary R. Nelson
(Incorporator)

Brandon Bench
(Incorporator)