

ARTICLES OF INCORPORATION
OF
LOCAL BUILDING AUTHORITY OF WEBER SCHOOL DISTRICT, UTAH

We, the undersigned persons, acting as incorporators of a corporation under the Utah Revised Nonprofit Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation shall be: LOCAL BUILDING AUTHORITY OF WEBER SCHOOL DISTRICT, UTAH.

ARTICLE II

DURATION

The period of duration of the corporation shall be perpetual unless and until dissolved according to Article XIV hereof or by operation of law.

ARTICLE III

ORGANIZATION AS NONPROFIT CORPORATION

The corporation is organized as a nonprofit corporation pursuant to the provisions of the Utah Local Building Authority Act, Title 17D, Chapter 2 of the Utah Code Annotated 1953, as amended (the "*Building Authority Act*"), and in accordance with the procedures set forth in the Utah Revised Nonprofit Corporation Act, Title 16, Chapter 6a, Utah Code Annotated 1953, as amended (the "*Nonprofit Corporation Act*"). The corporation does not contemplate pecuniary gain or profit to the trustees or officers thereof and shall so conduct its affairs so that no profit or

income from the operation thereof shall inure to any trustee or officer of the corporation or to any private person or private corporation. No distribution shall ever be made of any of the properties, assets or income of the corporation to any trustee or officer thereof or to any private person or private corporation. Notwithstanding anything herein to the contrary, the corporation may be dissolved as provided in Article XIV hereof.

ARTICLE IV

PURPOSES AND POWERS

The purposes of organizing the corporation are:

(a) To accomplish the public purposes for which the Board of Education of Weber School District, Utah (the "*Board of Education*"), and Weber School District, Utah (the "*District*"), exist by acquiring, improving, or extending one or more projects consisting of improvements, facilities or properties and appurtenances to them that the Board of Education and the District are authorized or permitted by law to acquire, including, but not limited to, public buildings or other structures of every nature or any joint or partial interest in the same, which improvements, facilities, properties and appurtenances need not be situated within the boundaries of the District.

(b) To finance on behalf of the Board of Education and the District the costs of acquiring, improving, or extending such projects by issuing the corporation's bonds, notes or other evidences of indebtedness (collectively, the "*Obligations*") pursuant to the Building Authority Act at any time.

(c) To conduct its business and affairs so as to tender by gift, or otherwise to transfer, as provided by law, to the Board of Education or its successors after all of the

corporation's indebtedness has been paid or provision therefor has been made all rights, title and interest of the corporation in and to all of its properties, assets, and net earnings.

(d) Without limiting the generality of the foregoing, but subject to the limitations set forth in Article VIII hereof, the corporation shall have all the powers, privileges and rights necessary or convenient for carrying out the purposes for which the corporation is organized, and the incorporators hereby claim for the corporation all the benefits, privileges, rights and powers created, given, extended or conferred by the provisions of all applicable laws of the State of Utah, including, without limitation, the Building Authority Act and the Nonprofit Corporation Act, and any additions, amendments or supplements thereto.

ARTICLE V

MEMBERS

The corporation shall have no members and shall issue no shares of stock evidencing membership.

ARTICLE VI

BYLAWS

After approval of the form of Bylaws by the Board of Education, the Board of Trustees of the corporation (the "*Board of Trustees*") shall have the power to adopt Bylaws for the regulation and management of the affairs of the corporation not inconsistent with law or these Articles of Incorporation, and to amend or repeal any or all of such Bylaws, by the vote of a majority of the trustees present at any regular or special meeting of the Board of Trustees, as provided and subject to the limitations in the Bylaws; *provided* that no such amendment or repeal shall take effect until

a certified copy of a resolution or other proceeding of the Board of Education approving such amendment or repeal shall have been filed with the Secretary of the corporation.

ARTICLE VII

AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended or repealed in the manner provided by law; *provided, however*, that to the extent permitted by applicable law, after the issuance of any Obligations of the corporation and while any such Obligations may be outstanding, the provisions of Article III and Article IV(c) hereof may not be amended or repealed unless necessary to comply with the requirements of applicable law, and no articles of amendment shall be delivered to the Utah Division of Corporations and Commercial Code (and no amendment shall become effective) until a certified copy of a resolution or other proceeding of the Board of Education approving such amendment shall have been filed with the Secretary of the corporation.

ARTICLE VIII

ISSUANCE OF OBLIGATIONS TO BE APPROVED

No Obligations of the corporation shall be issued until a certified copy of a resolution or other proceeding of the Board of Education approving the issuance of such Obligations and their terms shall have been filed with the Secretary of the corporation.

ARTICLE IX

TRUSTEES

The corporation shall be administered and under the responsibility of a Board of Trustees subject to the following:

(a) The number of trustees who shall constitute the Board of Trustees of the corporation shall be seven (7) or such other number as provided in the Bylaws of the corporation.

(b) The Board of Trustees of the corporation shall be composed of the members of the Board of Education and any change in the membership of the Board of Education shall automatically and without any action required hereunder operate to change the composition of the membership of the Board of Trustees of the corporation in the manner provided in the Bylaws of the corporation and in accordance with law.

(c) Members of the Board of Trustees of the corporation may be removed and replaced by the Board of Education at any time in its discretion to the extent provided by law.

ARTICLE X

INITIAL BOARD OF TRUSTEES

The number of trustees who shall constitute the initial Board of Trustees of the corporation shall be seven (7). The names and street addresses of the persons who are to serve as the initial trustees until their successors are appointed and qualified are:

NAME	STREET ADDRESS
Paul Widdison	4819 South 5900 West Hooper, Utah 84315
Jon Ritchie	3727 West 6050 South Roy, Utah 84067
Jan Burrell	1778 West 4450 South Roy, Utah 84067
Janis Christensen	1233 East 2250 North North Ogden, Utah 84414
Douglas Hurst	5529 South 150 West Ogden, Utah 84405

NAME	STREET ADDRESS
Bruce Jardine	4857 South Burch Creek Hollow Drive South Ogden, Utah 84403
Kelly Larson	4433 North 400 West Pleasant View, Utah 84414

ARTICLE XI
INCORPORATORS

The name and street address of each incorporator are as follows:

NAME	STREET ADDRESS
Paul Widdison	4819 South 5900 West Hooper, Utah 84315
Jon Ritchie	3727 West 6050 South Roy, Utah 84067
Jan Burrell	1778 West 4450 South Roy, Utah 84067
Janis Christensen	1233 East 2250 North North Ogden, Utah 84414
Douglas Hurst	5529 South 150 West Ogden, Utah 84405
Bruce Jardine	4857 South Burch Creek Hollow Drive South Ogden, Utah 84403
Kelly Larson	4433 North 400 West Pleasant View, Utah 84414

ARTICLE XII

INITIAL PRINCIPAL OFFICE AND REGISTERED OFFICE

The location and street address of the initial principal office and registered office of the corporation are as follows:

5320 Adams Avenue Parkway
Washington Terrace, Utah 84405

ARTICLE XIII
REGISTERED AGENT

The corporation hereby appoints as its initial registered agent Dr. Robert D. Petersen, an individual resident in the State of Utah. The location and street address of the registered office of such registered agent are as follows:

5320 Adams Avenue Parkway
Washington Terrace, Utah 84405

ARTICLE XIV
DISSOLUTION

The corporation may be dissolved in the manner provided in the Bylaws and as provided by law, including, without limitation, Title 17D, Chapter 2, Part 7, of the Utah Code Annotated 1953, as amended.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles this 3rd day of May, 2023.

Paul Widdison

Jon Ritchie

Jan Burrell

Janis Christensen

Douglas Hurst

Bruce Jardine

Kelly Larson

STATE OF UTAH)
)
COUNTY OF WEBER)

I, _____, a notary public, do hereby certify that on this ____ day of _____, 2023, personally appeared Paul Widdison, Jon Ritchie, Jan Burrell, Janis Christensen, Douglas Hurst, Bruce Jardine and Kelly Larson, who, being by me first duly sworn, severally declared that they are the persons who signed the within and foregoing Articles of Incorporation as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this __ day of _____, 2023.

NOTARY PUBLIC
Residing at: _____, Utah

[SEAL]

My Commission Expires: _____, _____.

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned hereby acknowledges and accepts appointment as the initial registered agent of the Local Building Authority of Weber School District, Utah, the Utah nonprofit corporation organized pursuant to the Articles of Incorporation to which this acknowledgment is attached.

IN WITNESS WHEREOF, the undersigned registered agent has hereunto set his hand this 3rd day of May, 2023.

Dr. Robert D Petersen