

RESOLUTION NO. 2022-1

A RESOLUTION AUTHORIZING THE REINCORPORATION OF THE MUNICIPAL BUILDING AUTHORITY OF DUCHESNE SCHOOL DISTRICT, UTAH (THE “*AUTHORITY*”) AS A NONPROFIT CORPORATION; PROVIDING FOR THE RUNNING OF A CONTEST PERIOD; AND PROVIDING FOR RELATED MATTERS.

WHEREAS, in 1990 the Board of Education of Duchesne County School District, Utah (the “*Board of Education*”) authorized the creation of the Municipal Building Authority of Duchesne School District (the “*Authority*”) pursuant to the then existing provisions of the Utah Municipal Building Authority Act, Title 17A, Chapter 3, Sections 901-918, inclusive, of (currently, the Local Building Authority Act, Title 17D, Chapter 2) (the “*Building Authority Act*”) of the Utah Code Annotated 1953, as amended (the “*Utah Code*”);

WHEREAS, pursuant to such authorization and the Building Authority Act, the Authority was (a) incorporated as a nonprofit corporation under the then existing provisions of the Utah Nonprofit Corporation and Co-operative Association Act, Article 2, Chapter 6, Title 16 (currently the Utah Revised Nonprofit Corporation Act, Title 16, Chapter 6a), Utah Code (the “*Nonprofit Corporation Act*” and, collectively with the Building Authority Act, the “*Acts*”), and (b) created as a public entity and instrumentality of the State of Utah (the “*State*”) and a limited purpose entity (collectively, a “*Governmental Entity*”) under the Building Authority Act;

WHEREAS, it has come to the attention of the Authority, that the Authority’s status as a nonprofit corporation (but not its status as a Governmental Entity) has been administratively dissolved by the State;

WHEREAS, in order to satisfy the provisions of the Building Authority Act, the Authority, in its continuing existence as a Governmental Entity, desires now to reincorporate as a nonprofit corporation using the Articles of Incorporation attached hereto as *Exhibit A* (the “*Articles of Incorporation*”) and to use the same name and seal for the nonprofit corporation as was previously used;

WHEREAS, in connection with its reincorporation as a nonprofit corporation, the Authority will not require a new organizational meeting, but desires now to approve the Bylaws attached hereto as *Exhibit B* for the Authority; and

WHEREAS, pursuant to Section 17D-2-601 of the Act, the Authority desires to provide for the publication of this Resolution, which publication will start a 30-day period in which any person in interest may file an action contesting the Resolution;

NOW, THEREFORE, it is hereby resolved by the Board of Directors of the Municipal Building Authority of Duchesne School District, Utah, as follows:

Section 1. Terms defined in the foregoing recitals hereto shall have the same meaning when used in this Resolution.

Section 2. The reincorporation of the Authority as a nonprofit corporation is hereby authorized and approved. It is the intent of the Authority that the reincorporation as a nonprofit corporation shall in no way adversely affect the Authority's ongoing status as a Governmental Entity.

Section 3. The Articles of Incorporation attached hereto as *Exhibit A* are in all respects approved, authorized and confirmed and each member of the Board of Directors of the Authority, each of whom are also a member of the Board of Education, is authorized and directed to act as an incorporator for the nonprofit corporation and to sign and deliver the Articles of Incorporation.

Section 4. The Bylaws of the Authority attached hereto as *Exhibit B* are in all respects approved, authorized and confirmed and the Secretary/Treasurer of the Authority is hereby authorized and directed to certify such Bylaws of the Authority.

Section 5. The Authority, as the nonprofit corporation that previously used the name of "Municipal Building Authority of Duchesne School District" hereby permits the use of the name "Municipal Building Authority of Duchesne School District" by the reincorporated nonprofit corporation. The seal used by the Authority prior to the date of the reincorporation of the nonprofit entity shall remain the seal of the Authority after the reincorporation of the nonprofit entity.

Section 6. In accordance with Section 17D-2-602 of the Building Authority Act, the Authority shall publish a copy of this Resolution and shall cause a copy of this Resolution (together with all exhibits hereto) to be kept on file in the office of the Secretary/Treasurer in Roosevelt, Utah, for public examination during the regular business hours of the Authority until at least thirty (30) days from and after the date of publication thereof. The Resolution shall be (A) published once in the *Uintah Basin Standard*, a newspaper of general circulation within Duchesne County, Utah and (B) published on the public legal notice described in Section 45-1-101 Utah Code Annotated 1953.

For a period of thirty (30) days from and after the date of the publication of this Resolution any person in interest shall have the right to contest the legality of the Resolution, the Articles of Incorporation, the Bylaws or the reincorporation of the nonprofit corporation and after such time, no one shall have any cause of action to contest the regularity, formality or legality thereof for any cause whatsoever.

Section 7. All resolutions or parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed and this Resolution shall be in full force and effect immediately upon its approval and adoption.

Section 8. All proceedings, resolutions and actions of the Authority and its officers or the Board of Education and its officers on behalf of the Authority taken in connection with the matters described herein are hereby ratified, confirmed and approved.

APPROVED AND ADOPTED this 28th day of April, 2022.

MUNICIPAL BUILDING AUTHORITY OF DUCHESNE
SCHOOL DISTRICT, UTAH

By _____
President

ATTEST AND COUNTERSIGN:

By: _____
Secretary/Treasurer

[SEAL]

EXHIBIT A

[ATTACH COPY OF ARTICLES OF INCORPORATION]

EXHIBIT B

[ATTACH COPY OF BYLAWS]