

City of Delta
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Delta UT 84624-9440
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Certificate of Resolution Passage

STATE OF UTAH)
COUNTY OF MILLARD } §
CITY OF DELTA)

I, GREGORY J. SCHAFER, as the duly appointed, sworn and acting Delta City Recorder, do hereby certify that the attached, numbered as City of Delta Resolution Number 06-304 was duly adopted by the necessary quorum of the Delta City Council on February 16, 2006.

IN WITNESS WHEREOF, I have hereunto subscribed my official signature and impressed hereon the corporate seal of said City.



GREGORY J. SCHAFER, CMC
Delta City Recorder



RESOLUTION NO. 06-304

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF DELTA, UTAH AUTHORIZING DELTA CITY TO BECOME A PARTY TO BUILDING THE DELTA CITY CIVIC CENTER, ESTABLISHING THE DELTA CITY CIVIC CENTER FOUNDATION, AND AUTHORIZING EXECUTION OF DOCUMENTS ON BEHALF OF DELTA CITY TO CARRY OUT SUCH PURPOSE.

RECITALS

The City Council of the City of Delta, Utah, referred to herein as the "City Council," recites the following as the basis for adopting this resolution:

A. Delta City and members of the community have determined there is a need for a civic center in Delta City. In furtherance of building a new civic center, Delta City has purchased property upon which to build the civic center.

B. To provide an entity through which the civic center can be built and administered, the parties have determined it will be necessary to form the Delta City Civic Center Foundation, a Utah nonprofit corporation, to obtain funds and administer the purchase of the property and construction of buildings thereon and to maintain and administer the affairs of civic center thereafter.

C. In order to form a Utah nonprofit corporation, the Delta City Civic Center Foundation is required by the laws of the State of Utah to file Articles of Incorporation with the Utah Department of Commerce.

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Delta, Utah:

Section 1. Authorization to Form the Delta City Civic Center Foundation and File Articles of Incorporation therefor. Authorization is hereby given for Delta City to form the Delta City Civic Center Foundation for the purpose of constructing, maintaining and administering a civic center. In furtherance of this purpose, the Delta City Mayor and Recorder are authorized to file the attached Articles of Incorporation for the Delta City Civic Center Foundation as a nonprofit corporation with the Utah Department of Commerce. A copy of said Articles of Incorporation are attached hereto and incorporated herein by reference. The Mayor and Recorder are also hereby authorized to enter into the necessary negotiations and contracts necessary to build and administer the Delta City Civic Center.

Section 2 Effective Date. This resolution shall become effective immediately upon adoption. The agreement approved hereby shall become effective in accordance with its terms.

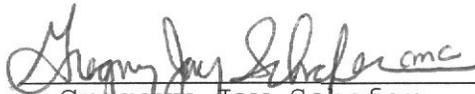
Section 3. Severability. In the event that any provision of this resolution or said Articles of Incorporation are deemed or held invalid by a court of competent jurisdiction, such portion

shall be deemed severable and shall, to the extent possible, be construed separately and independent of any other provision of this resolution and Articles of Incorporation and all other portions not held to be invalid shall continue in full force and effect, to the extent practicable.

Section 4. Conflicting Actions. To the extent that this resolution conflicts with any prior resolution or other act of the Delta City Council of equal or lesser dignity, such other action shall be deemed amended to conform to and be made in accordance with the provisions of this resolution.

ADOPTED AND APPROVED this 16th day of February, 2006.


Gayle Bunker, Mayor

ATTEST: 
Gregory Jay Schafer
City Recorder



ARTICLES OF INCORPORATION OF
THE DELTA CITY CIVIC CENTER FOUNDATION

ARTICLE I
NAME

The name of this Corporation shall be THE DELTA CITY CIVIC CENTER FOUNDATION.

ARTICLE II
DURATION

This Corporation shall be perpetual, unless sooner dissolved in the manner provided by law.

ARTICLE III
PURPOSES AND POWERS

Section 1. Purposes. The corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The corporation may, but not in limitation of the foregoing purposes, receive, hold, own, manage, use, purchase, mortgage, pledge and dispose of property of all kinds, real, personal and intangible, whether held absolutely or in trust, or by way of agency or otherwise, for the benefit of Delta City Civic Center Foundation and the educational, scientific and charitable activities and any or all of them that may be conducted by the Delta City Civic Center Foundation. In particular, the Delta City Civic Center Foundation is organized to collect funds and assets to help build, maintain and operate the Delta City Civic Center.

Section 2. Powers. Except as otherwise expressly provided in these Articles of Incorporation or in the Bylaws, the Corporation shall have and may exercise all the rights, powers, privileges and immunities provided by Section 16-6a-302, Utah Code Annotated (1953), as amended, the Utah Revised Nonprofit Corporation Act or any successor sections of the Utah Code.

Section 3. Exempt Status. This corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of, its directors, officers or other private persons

except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make payments and distributions in the furtherance of the purposes of the corporation and to the extent permitted under the Utah Revised Nonprofit Corporation Act. 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, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, (or the corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

ARTICLE IV DISTRIBUTIONS UPON 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, or the corresponding section of any future federal tax code, 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 a Court of Competent Jurisdiction 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.

ARTICLE V MEMBERS

This corporation shall not have members.

ARTICLE VI DIRECTORS

Section 1. Number. The corporation shall have a Board of Directors. The initial number of directors of the Corporation shall be five (5), which number may be increased or decreased, from time to time, by resolution of the Board of Directors of such Corporation; provided, however, that there shall be at no time more than ten (10) nor less than five (5) directors.

Section 2. Manner of Selection. The manner of selecting members of the Board of Directors of such Corporation and of filling vacancies on said Board shall be as follows:

- (a) Mayor. One of the directors shall be the Mayor of Delta City.
- (b) Council Representative. The Delta City Council shall select two directors from members of the City Council. One such director shall have an initial term of one year. One such director shall have an initial term of two years. The Delta City Council shall designate the term which director selected shall initially serve one year and which director selected shall serve two years.
- (c) Additional Directors. A majority of the aforesaid directors shall select from the general public two (2) or more additional directors, at least one (1) of whom shall be a City resident, to serve on the Board. One of the additional directors shall serve an initial term of one year, the other such directors shall serve an initial term of two years. The directors selecting the additional directors shall designate the initial term of office of the additional directors in accordance with the foregoing provision.

Section 3. Term. All directors, after their initial term shall serve for a period of two years, except the Mayor of Delta City, who shall serve during the tenure of his office.

All directors designated or elected shall serve until the expiration of their respective terms and until their respective successors are elected and qualified. Directors may be appointed or elected to successive terms.

Section 4. Vacancies. Vacancies for the unexpired term of any director selected from the general public may be filled by a majority vote of the directors in office. All other vacancies on the Board of Directors shall be filled in the same manner of selection or election as provided in Section 2 above.

Section 5. Incorporators and Initial Board of Directors. The incorporators shall constitute the initial Board of Directors. The names and addresses of said incorporators and directors and the expiration date of their respective initial terms of office as director of said corporation are as follows:

Name	Address	Exp. of Term
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ARTICLE VII
PRINCIPAL OFFICE

The principal office of this Corporation shall be 76 North 200 West, Delta, Millard County, Utah.

ARTICLE VIII
REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office shall be the same as herein provided as the principal office of the corporation and the name of the person appointed to serve as registered agent is the Delta City Recorder.

ARTICLE IX
AMENDMENT

The power to amend these Articles is hereby expressly conferred upon the Board of Directors of this Corporation, but this grant of power shall not exclude any other permissible method of amendment. No amendments to the Articles of Incorporation which would disqualify the Corporation as a nonprofit corporation under the Internal Revenue Code shall be made. Any amendments to the Articles of Incorporation or any duly adopted Bylaws which would disqualify the Corporation as a nonprofit corporation under the Internal Revenue Code shall be null and void and without force or effect.

ARTICLE X
BYLAWS

The power to make, alter, amend or repeal the Bylaws of this Corporation shall be vested in its Board of Directors, and the Bylaws may contain any provision for the regulation and management of the affairs of this Corporation not inconsistent with these Articles of Incorporation and the laws of the State of Utah.

DATED this _____ day of _____, 2006.

INCORPORATORS AND INITIAL BOARD OF DIRECTORS: