

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

SALT LAKE EDUCATION FOUNDATION

Salt Lake Education Foundation, a Utah nonprofit corporation, hereby amends and restates its Articles of Incorporation in their entirety in accordance with Section 16-6a-1006 of the Utah Revised Nonprofit Corporation Act (the “Act”) and replaces the former Articles of Incorporation with the following:

ARTICLE I
CORPORATE NAME

The name of the corporation is Salt Lake Education Foundation.

ARTICLE II
PURPOSES AND POWERS

The corporation is organized exclusively for charitable, educational or 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 of 1986, as amended, or the corresponding section of any future federal tax code (the “Code”), and including without limitation, supporting the Salt Lake City School District and carrying out activities in furtherance of the objectives of the Salt Lake City School District, as determined by the corporation’s board of directors, as well as to carrying out any and all activities ancillary and related to the foregoing. The corporation shall be deemed to have been established by the Salt Lake City School District pursuant to Section 53A-4-205 of the Utah Code, as amended.

The corporation shall have all powers necessary and incidental to carrying out the purposes for which the corporation is formed.

ARTICLE III
LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. 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, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE IV **MEMBERS**

The corporation shall not have voting members.

ARTICLE V **DISTRIBUTION OF ASSETS 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 Code, or shall be distributed to the Salt Lake City School District. 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.

ARTICLE VI **LIMITATIONS UPON LIABILITY OF DIRECTORS AND OFFICERS**

The directors and officers of the corporation shall not be individually or personally liable for the debts or obligations of the corporation to the fullest extent permitted by law.

ARTICLE VII **AMENDMENT**

These Articles and the corporation's bylaws may be amended upon the affirmative vote of a majority of the Board of Directors of the corporation.

The foregoing amendments and restatement of the corporation's Articles of Incorporation were adopted by the board of directors of the corporation at a duly-called meeting of the board of directors on _____, 2013. The corporation had no members; member action was therefore not required.

IN WITNESS WHEREOF, the foregoing Amended and Restated Articles of Incorporation of Salt Lake Education Foundation, having been adopted in accordance with law, have been executed as of the ____ day of _____, 2013.

SALT LAKE EDUCATION FOUNDATION

By: Michael Williams
Its: Executive Director

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