

**ARTICLES OF INCORPORATION  
OF  
SCHOOL NUTRITION ASSOCIATION OF UTAH**

We, the undersigned, for the purpose of forming a non-profit corporation Under the Utah Nonprofit Corporation and Co-operative Association Act, hereby certify as follows:

**Article 1. Name.** The name of the corporation is School Nutrition Association of Utah.

**Article 2. Duration.** The period of duration of the corporation is perpetual.

**Article 3. Purpose.** The purposes for which the corporation is formed are as follows:

(a) To function as a nonprofit corporation under the Utah Nonprofit Corporation and Co-operative Act;

(b) To promote the education of children by providing more nutritional school food service;

(c) To promote the education and better understanding of school food programs;  
and

(d) To function as and organization described in Section 50 1 (c)(3) and Section 170(b)(1) of the Internal Revenue Code of 1986, as amended

**Article 4. Limitations.**

(a) No part of the net earnings of the corporation shall inure to the benefit of any board member, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services actually rendered to or for the corporation effecting one or more of its purposes) and no board member, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

(b) The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described by Section 501(c)(3) or Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding or similar provision of the federal revenue laws that may hereafter be enacted.

**Article 5 Powers.** The corporation shall have the following powers in addition to any other powers granted by law, all of which powers shall be exercised solely as a means of accomplishing the foregoing purposes:

(a) To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, real and personal, of whatever kind, nature, or description, or wherever situated.

(b) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of, and such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

(c) To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporations for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon assignment of or agreement in regard to all or any part of

the property, right, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

(d) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as the Executive Board shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(e) In general, and subject to such limitations and conditions as are or may be prescribed by law and these Articles, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitations and conditions that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the purposes of the corporation, enumerated in Article 3, above, and as may be exercised by organizations of the types described by Section 501(c)(3) and Section 170(c)(2) of Internal Revenue Code of 1986, as amended, or corresponding provisions in any subsequent tax laws.

**Article 6. Type of Nonprofit Corporation.** The corporation shall have voting members but shall not issue shares of stock.

**Article 7. 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 corresponding section of any future federal tax code whose purposes are similar to those of the Corporation 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 by the district court of the county in which the principal office of the Corporation is then located, to one or more entities of the types described by Section 501(c)(3).

**Article 8. Indemnification of Board Members and Officers.** The Corporation shall indemnify any board member of the Corporation, or any person who may have served at its request, against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which the board member is made a party by reason of being or having been such board member, and shall incur not personal liability or legal responsibility, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be intentional conduct.

**Article 9. Directors.** The number of directors constituting the Executive Board (also known as the Board of Directors) and their election process shall be as provided for in the Bylaws. Board members shall serve until their successors are duly chosen, or until their prior death, incapacity or resignation. Vacancies may be filled and Board members may be removed and their successors chosen as provided for in the Bylaws.

**Article 10. Incorporator.** The name and street address of the incorporator is as follows:

Name: Kelly Orton

Address: 9514 Bright Meadow Circle, South Jordan, UT 84095

**Article 11. Registered Agent.** The principal office of the Corporation is located at 9514 Bright Meadow Circle, South Jordan, UT 84095. The initial registered agent of the Corporation at that address shall be Kelly Orton.