

**ARTICLES OF INCORPORATION
OF THE
PRESBYTERY OF UTAH
A Utah Nonprofit Corporation**

ARTICLE I

Name

The name of the corporation shall be the Presbytery of Utah (the "Corporation"), a nonprofit corporation of the State of Utah.

ARTICLE II

Term of Existence

The period of existence and the duration of the life of the Corporation shall be perpetual, unless dissolved sooner according to law.

ARTICLE III

Corporation Purposes

The Corporation is organized as a nonprofit corporation for the following purposes:

(a) To promote the worship of Almighty God, and instruction in the Christian Religion, according to the Confession of Faith, Form of Government, Rules of Discipline, and Directory for Worship to the Service of God and to the sustaining of the Presbyterian Church (USA), as an ecclesiastical body in furtherance of the purposes set forth herein.

(b) To engage in religious and educational purposes and objectives, as that term is used in applicable federal and state legislation, including but not limited to the Internal Revenue Code of 1986.

© To do and perform all legal acts and deeds necessary or expedient to carry out the above-described purposes and to engage in any lawful activity or businesses the Board of Directors of the Corporation shall elect to pursue in carrying on the purposes of the Corporation.

(d) To do, perform and engage in all other lawful purposes not inconsistent with the provisions of Chapter 6a of Title 16 of the Utah Code Ann., the Utah Revised Nonprofit Corporation Act, as amended from time to time, and to do, perform and engage in all things necessary or incidental to the carrying on of each and all of the purposes and powers now conferred or that hereafter may be conferred by the laws of the State of Utah on non-profit organizations.

ARTICLE IV
General Powers

The Corporation shall have the power:

(a) To purchase, receive, sell, market, hypothecate, plead, lease, give or otherwise acquire or dispose of, and deal in, on its behalf and as agent or broker for others, any and all kinds of property, real, personal or mixed, and each and all kinds of rights and interests therein, and the power and control over such property, and while the owner of such property, to exercised any and all rights, powers and privileges of ownership, including in the case of stocks and shares, the right to vote;

(b) To make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises or income;

© To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(d) To conduct its affairs, transact its business, carry on its operations, and have offices and exercise the powers granted by the nonprofit corporation laws of the State of Utah in any state, territory, district or possession of the United States, or in any foreign country;

(e) To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation;

(f) To have and exercise all powers necessary or convenient to effect any and all of the purposes for which the Corporation is organized, including the right to raise funds by such means or methods as the Board of Directors may deem advisable, not inconsistent with law or the Corporation's Articles of Incorporation or Bylaws.

ARTICLE V
Directors

The Corporation shall be governed by a Board of Directors. The number of Directors of the Corporation shall be three (3) or more than three, as fixed from time to time, according to the Bylaws of the Corporation. All corporate powers are exercised by or under the authority of the Board of Directors and the rights and duties of Directors are set forth in the Bylaws.

ARTICLE VI
Membership

The Corporation shall have one class of Members (the “Members”) and the membership of this Corporation shall coincide with the membership of the Presbytery of Utah considered as an ecclesiastical body and the rules for such reception and dismissal of Members shall be the rules for such reception and dismissal as are set forth in applicable provisions of the **Book of Order** of the Presbyterian Church (USA) as they may be adopted and amended from time to time. The Members shall have such rights, privileges and obligations as shall be set forth in the Bylaws and as may be provided by law. Members shall have no rights in the assets, property, income or control of the Corporation, and shall not individually or personally be liable for the debts or obligations of the Corporation. The form and procedure for the calling of meetings of Members shall be as set forth in applicable provisions of the Bylaws as they may be adopted and amended from time to time.

ARTICLE VII
Adoption and Amendment of Bylaws

The Members of the Corporation may adopt and amend the Bylaws. The Bylaws. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation and rules and regulations pertaining to Members and memberships in the Corporation not inconsistent with law, the Book of Order of the Presbyterian Church (USA) as it may be amended from time to time, or these Articles of Incorporation. The Bylaws may be amended by a two-thirds majority vote at any regular or special meeting of the Members of the Corporation.

ARTICLE VIII
Principal Office

The location and address of the Corporation’s principal office shall be 699 East South Temple, Suite 305, Salt Lake City, UT 84102

ARTICLE IX
Registered Agent

The registered agent for the Corporation shall be:
Christine Humphrey
699 East South Temple #305
Salt Lake City, UT 84102

ARTICLE XI
Distribution and Dissolution

The Corporation shall not be organized for the pecuniary profit of its Directors or officers, nor may it issue stock or declare or distribute dividends. No part of the Corporation's net income shall inure to the benefit of any Director or officer. Upon dissolution, any balance of money or assets remaining after the full payment of all of the Corporation's obligations and expenses shall be devoted solely to charitable, educational or benevolent purposes.

ARTICLE XI
Indemnification and Liability of Directors and Officers

No Director or Officer of the Corporation shall have any liability to the Corporation or its Members for monetary damages for breach of fiduciary duty, except that this Article XI shall not eliminate or limit the liability of a Director or Officer (i) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (ii) for actions specified under Section 16-6a-902(4) of the Utah Revised Nonprofit Corporation Act or, (iii) for any transaction from which the Directors or Officers derived an improper personal benefit.

The Corporation shall, to the fullest extent permitted by Utah law, as the same may be amended and supplemented, indemnify all Directors, officers, employees and agents of the Corporation whom it shall have the power to indemnify thereunder from and against any and all of the expenses, liabilities or other matters referred to therein or covered thereby. The Corporation shall have the right to advance expenses to its Directors, officers, employees and agents to the full extent permitted by Utah law, as the same may be amended or supplemented. Such right to indemnification or advancement of expenses shall continue to a person who has ceased to be a Director, officer, employee or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such persons. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled under any bylaw, agreement, vote of Members or of disinterested Directors or otherwise. The Corporation shall have the right to purchase and maintain insurance on behalf of its Directors, officers, employees or agents to the full extent permitted by the Utah Revised Nonprofit Corporation Act, as the same may be amended or supplemented.

IN WITNESS WHEREOF, the undersigned Officers have executed the foregoing Restated Articles of Incorporation effective as of the 1st day of January, 2017;

Presbytery of Utah, a Utah Non-Profit Corporation

By: _____
Catherine Ptnam-Netto, President

ATTEST:

Candice Sweet, Secretary

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

On _____, personally appeared before me, Catherine Putnam-Netto and Candice Sweet, who, being by me duly sworn, did say that they are the President and Secretary, respectively, of the Presbytery of Utah, a Utah Nonprofit Corporation, and that said instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors and they acknowledged to me that said corporation executed the same.

Witness my hand and official seal.

Notary Public

My Commission expires: