

AMENDED AND RESTATED ARTICLES OF INCORPORATION

WASATCH CAMERA CLUB

ARTICLE I - Corporate Name

The name of the non-profit corporation is Wasatch Camera Club. The duration of the non-profit corporation shall be perpetual.

ARTICLE II - Address

The location and street address of the office of the principal place of business for the nonprofit corporation is 3346 EDWARD CIRCLE SALT LAKE CITY, UT 84124.

ARTICLE III - Corporation Purpose

The general purposes and objectives for which the nonprofit corporation is organized are:

- (a) To engage in any lawful act for which a nonprofit corporation may be organized under Utah law; and
- (b) To operate exclusively as a social and recreational club for the pleasure and recreation of its members and other non-profitable purposes within the meaning of §501 (c) (3) of the Internal Revenue Code of 1986, as amended. The specific and primary purpose for which the corporation is formed is for the enjoyment, mastery, and furtherance of photography through cooperation, effort, education, and good fellowship.

ARTICLE IV - Membership

Any person, eighteen years or older, interested in photography, may apply for membership. The qualifications, privileges, and responsibilities of members shall be as provide in the bylaws of the corporation. All members are non-voting members.

ARTICLE V – Principal Place of Business and Registered Agent

The name of the corporation's registered agent at the principal place of business is KEITH HILL.

ARTICLE VI – Directors

The affairs of the nonprofit corporation shall be managed by a governing Board of Directors consisting of not less than five members, the exact number of which may be set by the Board of Directors from time to time.

ARTICLE VII – Limitations on Liability

The private property of the directors and officers of the nonprofit corporation shall not be liable for the obligations of the corporation.

ARTICLE VIII - Finance

No part of the net income or net assets of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private person. However, the corporation is authorized to pay reasonable compensation for services actually rendered; for expenses necessary to conduct business affairs; and to make payments and distributions in furtherance of its tax exempt purpose.

ARTICLE IX - Dissolution

Upon the dissolution of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for the same or similar purposes and which has established its tax exempt status under §501 (c) (7) of the Internal Revenue Code.

ARTICLE X. Amendment

The corporation reserves the right to amend these Articles of Incorporation as provided in the By-laws or general corporate laws.