

**ARTICLES OF INCORPORATION
OF
UTAH PARTNERSHIP FOR HEALTHY WEIGHT**

We, the undersigned natural persons all being of the age of eighteen years or more, acting as incorporators under the Utah Nonprofit Corporation and Cooperative Association Act, adopt the following Articles of Incorporation for such Corporation:

**Article I
NAME**

The name of the Corporation is Utah Partnership for Healthy Weight.

**Article II
DURATION**

The period of duration of this Corporation is perpetual.

**Article III
PURPOSE**

- (a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah; and to coordinate, promote and support efforts to combat obesity in Utah; and to develop and implement anti-obesity education and strategies for the benefit of both Utahans and others.
- (b) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.
- (c) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperative Association Act, as amended and supplemented.
- (d) To solicit and receive contributions, purchase, own and sell real and personal property, to enter into and duly execute contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to

- (e) engage in any activity in furtherance of, incidental to, or connected with any of the other purposes.
- (i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein;
- (ii) 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 any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended;
- (iii) 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 of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law.

Article IV MEMBERS

The Corporation may or may not have members as specified in the bylaws of the Corporation.

Article V BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

Article VI DIRECTORS

The number of directors of this Corporation shall be three (3), or more than three, as fixed from time to time by the Bylaws of the Corporation. The number of directors constituting the present Board of Directors of the Corporation is eight, and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

Stanley B. Parrish, Co-Chair

David Sundwall, MD, Co-Chair

Richard Bullough

Rose Defa

Charles Harpe, MD

Lynda Jeppesen

LaDene Larsen

Mike Sibbett

**Article VII
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the State of Utah.

**Article VIII
INCORPORATORS**

The names and addresses of the incorporators are:

Stanley B. Parrish

Rose Defa

Richard Bullough

**Article IX
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation shall be:

1477 S. 700 West
Salt Lake City, UT 84104

Such office may be changed at any time by the Board of Directors without amendment of these Articles of Incorporation.

The initial registered agent of the Corporation at such address shall be:

Stanley B. Parrish

I hereby acknowledge and accept appointment as corporate registered agent:

Stanley B. Parrish

**Article X
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be 1477 S. 700 West, Salt Lake City, UT 84104. The business of this Corporation may be conducted in all counties of the State of Utah and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Directors shall determine.

**Article XI
DISTRIBUTIONS**

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 III 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 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, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

**Article XII
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, as amended or supplemented, or shall be distributed to the Federal government or to the State of Utah or a local government within the State of Utah for a public purpose. 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.

In witness whereof, we, the undersigned Stanley B. Parrish, Rose Defa and Richard Bullough,

have executed these Articles of Incorporation in duplicate this _____ day
of _____, 2007, and say:

That we are all incorporators herein; that we have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of our knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters we believe to be true.

Stanley B. Parrish

Rose Defa

Richard Bullough