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Utah Div. Of Corp. & Comm. Code

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code

I hereby certified that the foregoing has been filed  
And appeared on this 15 day of Sept 2003  
in the office of this Division and hereby issued  
this Certificate thereof.

Examiner [Signature] Date 9.16.03



[Signature]  
Kathy Berg  
Division Director

ARTICLES OF INCORPORATION

Of

RIVERSIDE TECHNOLOGY HIGH SCHOOL

A Nonprofit Corporation

Riverside Technology High School, a Nonprofit Corporation duly formed pursuant to the Utah Nonprofit Act, hereby adopts the following Articles of Incorporation.

Article I.  
Name

The name of the corporation is Riverside Technology High School.

Article II.  
Period of Duration

The period of duration of the Corporation is perpetual unless sooner dissolved according to law.

Article III.  
Purpose

The purposes for which the Corporation is organized are:

**Section 1:** The Corporation is organized exclusively for charitable, educational, technical and scientific purposes in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of the future United States Internal Revenue law).

The initial purpose of the Corporation is to manage, operate, guide, direct and to promote Riverside Technology High School, hereafter, referred to as RTHS, and appropriate other activities as the Board of Directors may define from time to time. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Utah Nonprofit Corporation Act.

**Section 2:** To engage in such other activities as may be permitted to a nonprofit corporation under the applicable laws of the State of Utah, it being the specific purpose of the Corporation that it is organized and shall be operated not for pecuniary profit.

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**Section 3:** Notwithstanding any of the above statements of purposes and powers, this Corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in Section 1 of the Article III.

**Article IV.  
Internal Revenue Designation**

The corporation is organized and operated exclusively to manage, operate, guide, direct and promote RTHS, and to educate students, within the meaning of Internal Revenue Code Section 501(c)(3).

**Article V.  
Membership**

There shall be no members of the corporation

**Article VI.  
Stock**

No shares of stock of the Corporation evidencing membership or interest therein shall be authorized or issued by the Corporation and the Corporation shall have no authority to issue stock, and no dividends or pecuniary profits shall be paid thereon.

**Article VII.  
Contracts with Directors or Officers**

**Section 1:** No officer, managing agent, employee, board member or other person shall derive a principal economic benefit from the operation of the Corporation. However, any person, including an officer or board member of the Corporation may deal or contract with the Corporation, provided that no person or entity shall be paid any fee, salary, rent or other payment of any kind in excess of the fair market value for the service rendered, goods furnished or facilities or equipment rented; provided further, that at a meeting of the board or a committee thereof having authority in the premises to authorize or confirm such contract or transaction, the interest of such officer, board member, or other person or entity is disclosed or made known and there shall be present a quorum of the board or such committee and such contract or transaction shall be approved by a majority of such quorum consisting of board members or committee members not so interested.

**Section 2:** No member of the Board or officer shall be liable to account to the Corporation for any transaction or contract of the Corporation ratified or approved as herein provided, and they are relieved from any liability that might otherwise exist with respect to such transactions or contracts.

**Article VIII.  
Indemnification of Officers and Board Members**

The corporation shall indemnify any and all persons who may serve or who have served at any time as board members or officers or who at the request of the Board of the Corporation may serve

or at any time have served as board member or officers of another corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid in settlement (before or after suit is commenced), actually and necessarily by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made parties or a party, or which may be asserted against them or officers or board member or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such board member or officer or former board member or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, or otherwise.

**Article IX.  
Board of Directors**

A Board of Directors of at least seven (7) but not more than twenty-one (21) Directors shall govern the Corporation, each of who shall be a voting Board Member of the Corporation. In addition, the following Board Members shall hold office in the initial Board, until their successors shall have been elected pursuant to the Corporation Bylaws:

Scott Brown 1680 E. Fern Dr. Ogden, UT 84403	Rick Johnson 5233 S Ridgedale Dr. Ogden, UT 84403	Lisa Larsen 1811 E. Shadow Valley Dr. Ogden, UT 84403
Julie Steele 1865 E. Choctaw Ogden, UT 84403	Eric Stroup 475 W. 13 <sup>th</sup> St. Ogden, UT 84404	Keith Hanchett 6121 S 2900 E Ogden, UT 84403
Lisa Nichols 670 28 <sup>th</sup> St. Ogden, UT 84401	Iain Hueton 1804 Ross Dr. Ogden, UT 84403	Alan Hall 2475 Washington Blvd. Ogden, UT 84402
Dan Earley PO Box 3091 Ogden, UT 84409	Russ LeBarron 5155 Ridgedale Dr., Ogden, UT 84403	Catina Martinez-Hadley 1033 27 <sup>th</sup> St. Ogden, UT 84403
Glen Olpin 519 Madison Avenue Ogden, UT 84404		

**Resignation, Removal, Appointment of Successor Board Members** The By-laws of the Corporation shall set forth the requirements for the resignation and removal of Board Members and the appointment of Successor Board Members.

**Article X.  
Incorporators**

**The following are the incorporators of the Corporation:**

Scott Brown  
1680 East Fern  
Ogden Utah, 84403

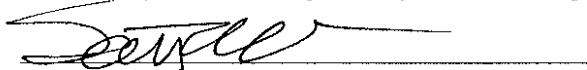
Rick Johnson  
5233 South Ridgewood Dr.  
Ogden Utah, 84403

Julie Steele  
1865 East Choctaw  
Ogden Utah, 84403

**Article XI.  
Registered Office and Agent**

The initial registered office of the Corporation shall be 1680 East Fern, Ogden, Utah 84403 and the initial registered agent at such address is Scott Brown.

Pursuant to the provisions of Section 16-6-25.1 of the Utah Code Annotated, Scott Brown, herewith acknowledges and accepts his appointment as the registered agent for Riverside Technology High School, a Nonprofit Corporation. This acknowledgment and acceptance of appointment as registered agent is freely and voluntarily made and given by the undersigned.



Scott Brown  
Registered Agent

**Article XII.  
Earnings and Activities**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its board members, 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 IX 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 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 (a) by a corporation exempt from Federal income tax under Section 501 ( c ) ( 3 ) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

**Article XIII.  
Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, and after properly disposing of assets held by the Corporation upon condition requiring return, transferor conveyance upon such event of dissolution as required by Utah law, transfer and convey all remaining assets and benefits of the Corporation to a transferee designated by the Board of Directors for advancement of the purposes of such transferee provided such transferee then qualifies under Section 501 ( c ) ( 3 ) of the Internal Revenue Code or its future equivalent. If the transferee or its successor shall fail to so qualify, than all remaining assets and benefits of the Corporation shall be disposed of by the District Court for 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 most nearly approximate the purposes for which the Corporation was organized.

**Article XIV.  
Administration of Corporation**

**Compliance.** At all times, the Corporation will not conduct any activity which would not be permitted to be conducted by an organization exempt from taxation under Section 501 ( c ) ( 3 ) of the Code and to which donations are deductible under Sections 170 ( a ) ( 1 ), 2005 and 2522 of the Code.

**Article XV.**

In the event that the purposes for which this Corporation has been created cannot, at any time, be carried out, the Board of Directors is to administer the Corporation for other purposes which are as similar to the original purposes as is reasonably possible and which are consistent with federal laws governing the administration of 501 ( c ) ( 3 ) tax exempt organizations.

**Article XVI.**

**Effective Date**

The foregoing Article of Incorporation shall be effective when filed.

Dated this 15 day of September, 2003

Incorporators:

Scott Brown  
1680 East Fern  
Ogden Utah, 84403

Rick Johnson  
5233 South Ridgewood Dr.  
Ogden Utah, 84403

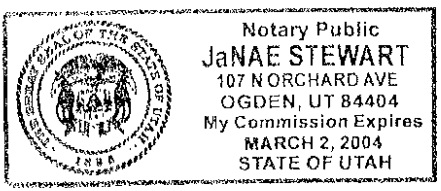
Julie Steele  
1865 East Choctaw  
Ogden Utah, 84403

The foregoing instrument was acknowledged before me this 15 day of September, 2003, Scott Brown, incorporator, Riverside Technology High School, a Utah non-profit corporation, who affirmed to me, under penalties of perjury, that the contents of the foregoing instrument are true and correct in all respects.

*Scott Brown*

*JaNAE STEWART*  
NOTARY PUBLIC

STATE OF UTAH )  
 : SS  
COUNTY OF WEBER )

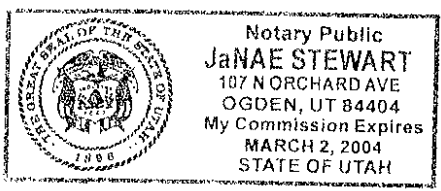


The foregoing instrument was acknowledged before me this 15 day of September, 2003, Rick Johnson, incorporator, of the Riverside Technology High School, a Utah non-profit corporation, who affirmed to me, under penalties of perjury, that the contents of the foregoing instrument are true and correct in all respects.

*Rick Johnson*

*JaNAE STEWART*  
NOTARY PUBLIC

STATE OF UTAH )  
 : SS  
COUNTY OF WEBER )

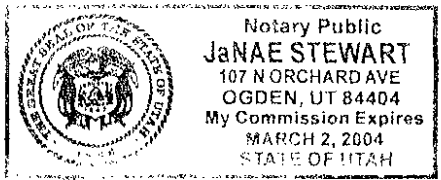


The foregoing instrument was acknowledged before me this 15 day of September, 2003, Julie Steele, incorporator, of the Riverside Technology High School, a Utah (non-profit corporation, who affirmed to me, under penalties of perjury, that the contents of the foregoing instrument are true and correct in all respects.

*Julie Steele*

*JaNAE STEWART*  
NOTARY PUBLIC

STATE OF UTAH )



: ss

COUNTY OF WEBER )  
**ACKNOWLEDGEMENT**

The undersigned, Scott Brown, hereby acknowledges that he/she has been named as registered agent of the, a Utah nonprofit corporation Riverside Technology High School to be formed pursuant to Articles of Incorporation to which Acknowledgement is attached, and hereby agrees to act as registered agent of said corporation.

Scott Brown, hereby acknowledges and affirms, under penalties of perjury, to the below name Notary Public, that (I) he/she appeared before such Notary Public, and (II) he/she executed this Acknowledgement before such Notary Public or admitted, in the Notary's presence, having voluntarily signed and acknowledgment for said stated purpose.

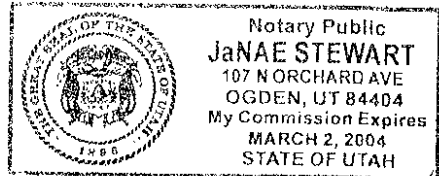
STATE OF UTAH )

NOTARY PUBLIC

*[Handwritten signature]*  
*[Handwritten signature]*

: ss.

COUNTY OF WEBER )



The foregoing instrument was acknowledged before me this 15 day of September, 2003, by Scott Brown, Registered Agent, of Riverside Technology High School a Utah non-profit corporation, who affirmed to me, under penalties of perjury, that the contents of the foregoing instrument are true and correct in all respects.

STATE OF UTAH )

NOTARY PUBLIC

*[Handwritten signature]*  
*[Handwritten signature]*

: ss

COUNTY OF WEBER )

