

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code  
I hereby certify that the foregoing has been filed  
and approved on this 17th day of Jan 20 13  
in this office of this Division and hereby issued  
This Certificate thereof.



Date 1/23/13  
*Kathy Berg*  
Kathy Berg  
Division Director

# ARTICLES OF INCORPORATION OF WEBER STATE UNIVERSITY CHARTER ACADEMY

(a Utah nonprofit corporation)

RECEIVED  
JAN 17 2013  
Utah Div. Of Corp. & Comm. Code



01-17-13A10:35 RCVD

The undersigned, for the purpose of forming a nonprofit corporation under the Utah Revised Nonprofit Corporation Act (the "Nonprofit Act"), hereby adopts the following Articles of Incorporation and certifies as follows:

## ARTICLE 1 CORPORATE NAME; DURATION

The name of the corporation is **WEBER STATE UNIVERSITY CHARTER ACADEMY**. The duration of the corporation is perpetual.

## ARTICLE 2 PURPOSES AND POWERS

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. Without limiting the generality of the foregoing, the corporation is organized for the purpose of creating, operating and maintaining a charter academy with the following goals:

- To maintain a focus on children and families through educational, co-curricular, and extra-curricular programs;
- To provide training in research-informed practices for Weber State University pre-service teachers through observation and mentored teaching opportunities; and
- To provide a research center with opportunities for Weber State University faculty and students and for Weber State University Charter Academy faculty to study various educational aspects.

The corporation shall have all powers necessary and incidental to carrying out the purposes for which the corporation is formed.

Specifically, this organization is organized as a 509(a)(3) supporting organization and is operated exclusively for the benefit of, to perform the functions of, or to carry out the charitable and educational 501(c)(3) purposes of Weber State University.

Notwithstanding any other provision in this document or the corporation's Bylaws, the purposes will be limited exclusively to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Notwithstanding any other provision of this document or the corporation's Bylaws, the organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Date: 01/17/2013  
Receipt Number: 5087739  
Amount Paid: \$30.00

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Notwithstanding any other provisions of this document or the corporation's Bylaws, the organization shall not make any distributions that are not used for 501(c)(3) purposes and/or activities.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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.

### **ARTICLE 3 DISTRIBUTION OF ASSETS UPON 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 of 1986, or corresponding section of any future federal tax code, 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 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.

### **ARTICLE 4 MEMBERS**

The corporation shall have no members. No certificates of membership shall be issued.

### **ARTICLE 5 DIRECTORS**

The affairs of the corporation shall be managed by the Board of Directors, initially consisting of four (4) directors. The number of directors will increase to ten (10) on or before August 1, 2013. The rights, privileges and duties of the directors and the manner of their election, term of office, and removal shall be as set forth in the bylaws.

### **ARTICLE 6 LIMITATIONS ON POWERS OF DIRECTORS**

Notwithstanding any other provisions of these Articles or the Bylaws, the majority of the Board of Directors will be elected or appointed by the corporation's supported organization, Weber State University. At all times, all decisions made will be made by a Board that is comprised of a majority of the persons that were appointed or elected by Weber State University. In any reference to a quorum, all quorums will be made up of a majority of persons that were appointed or elected by Weber State University. In any reference to a majority, a majority will consist of a minimum of fifty-one (51%) percent of unrelated parties and shall not include disqualified persons, within the meaning of the IRS Code. The Corporation shall be operated, supervised, or controlled by the University as a 509(a)(3) Type 1 organization per Section 1.509(a)-4(g) of the Income Tax Regulations.

**ARTICLE 7  
LIMITATIONS UPON LIABILITY OF DIRECTORS AND OFFICERS**

The directors and officers of the corporation shall not be individually or personally liable for the debts or obligations of the corporation, except as required by Section 16-6a-823(1)(b) and Section 16-6a-824 of the Nonprofit Act, as amended.

**ARTICLE 8  
INDEMNIFICATION**

The corporation shall indemnify any directors or officers of the corporation in accordance with the terms and conditions set forth in the Utah Governmental Immunity Act, Section 63G-7-101 et. seq., Utah Code Ann. (1953, as amended).

**ARTICLE 9  
AMENDMENT**

These Articles of Incorporation may be amended upon the affirmative vote of those persons comprising a quorum of the Board of Directors at a meeting duly called for such purpose.

**ARTICLE 10  
INCORPORATORS**

The names and street addresses of the incorporators are as follows:

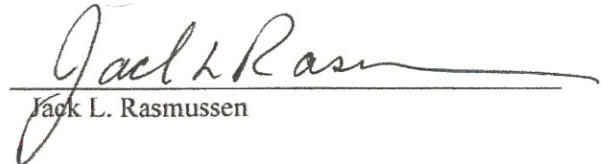
<u>Name</u>	<u>Address</u>
Jack L. Rasmussen	1305 University Circle, Moyes College of Education, Weber State University, Ogden, UT 84408-1305

**ARTICLE 11  
REGISTERED AGENT, REGISTERED OFFICE**

The registered office of the corporation shall be initially located at 1305 University Circle, Moyes College of Education, Weber State University. The initial registered agent of the corporation at that address shall be Jack L. Rasmussen.

**IN WITNESS WHEREOF**, the undersigned hereby states that he has read the foregoing Articles of Incorporation, is familiar with the contents thereof, and verifies and affirms the truthfulness thereof.

Executed as of the 16th day of January, 2013.

  
\_\_\_\_\_  
Jack L. Rasmussen



GARY R. HERBERT  
Governor

GREG BELL  
Lieutenant Governor

# State of Utah Department of Commerce

FRANCINE A. GIANI  
Executive Director

THAD LEVAR  
Deputy Director

TRACI A. GUNDERSEN  
Director, Division of Consumer Protection

January 17, 2013

1305 UNIVERSITY CIRCLE  
MOYES COLLEGE OF EDUCATION  
WEBER STATE UNIVERSITY  
OGDEN UT 84408-1305

**COPY**

Re: **“WEBER STATE UNIVERSITY CHAPTER ACADEMY”**

To Whom It May Concern,

Based on the representation made to the Division of Consumer Protection, the Division pursuant to U.C.A. §§ 16-6a-401, 16-10a-401, 16-11-16, 42-2-6.6, 48-2a-102, or 48-2c-106, hereby awards its written consent to use the above referenced name, subject to its availability and approval by the Division of Corporations & Commercial Code.

A copy of this letter should be filed with the Utah Department of Commerce, Division of Corporations & Commercial Code at the time documents are filed to organize the company. A copy should also be retained for future renewal filings.

Should you have any questions, please contact me.

Sincerely,

Liz Blaylock-INVESTIGATOR  
Utah Division of Consumer Protection  
E-mail [egaleria@utah.gov](mailto:egaleria@utah.gov)