

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32

ARTICLES OF INCORPORATION
OF
INTERMOUNTAIN SOCIETY OF INVENTORS AND DESIGNERS

We, the undersigned persons, acting as incorporators of a non-profit corporation under the Utah Non-Profit and Cooperative Association Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Corporate Name

The name of the corporation is INTERMOUNTAIN SOCIETY OF INVENTORS AND DESIGNERS.

ARTICLE II

Period of Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Purposes

The corporation is organized as a non-profit corporation and the purposes for which the corporation is organized are as follows: To foster, encourage and implement creative pursuits; foster creativity for the benefit of all people; provide a forum in which members may exchange information and ideas; foster fraternal association among inventors and designers; assist members and others in developing and utilizing inventions of all kinds and sorts for their benefit and the benefit of the economy of the intermountain area; promote ideals which will stimulate free enterprise, encourage individual effort and preserve the United States as a land of opportunity; and to do any and all things necessary or incident to the accomplishment of the foregoing; provided, however, that none of the funds, property or income of the corporation shall at any time be used in attempting to influence legislation or action by any public officer or the courts by the carrying on of propaganda, or for the private

1 benefit of any individual or corporation.

2 ARTICLE IV

3 Members

4 The corporation has one class of members consisting of all persons who
5 are members of the Intermountain Society of Inventors and Designers at the
6 date of incorporation and all persons who thereafter shall make written applica-
7 tion for membership, and be duly accepted by the board of directors as members.
8 Each member shall have one vote at any meeting of members.
9

10 ARTICLE V

11 Governing Board

12 The affairs of the corporation shall be managed by a governing board
13 designated a Board of Directors, consisting of not less than three (3) directors.
14 The initial board shall consist of nine (9) directors, who shall serve for a
15 period of one year, or until their successors are duly elected and qualified.
16 The number of directors may be increased or decreased from time to time by
17 amendment of the bylaws. Any vacancy occurring in the Board of Directors
18 may be filled by the affirmative vote of a majority of the remaining directors
19 though less than a quorum of the Board. Should any vacancy in the Board re-
20 main unfilled for a period of two (2) months, the members may, at a special
21 meeting of the members called for that purpose, elect a director to fill such
22 vacancy by a majority of the votes which members present at such meeting or
23 represented by proxy are entitled to cast. The Board of Directors may sell,
24 lease, exchange, mortgage, pledge or otherwise dispose of all or any of the
25 assets of the corporation without a vote of the members.
26
27

28 ARTICLE VI

29 Membership Meetings

30 An annual meeting of members of the corporation shall be held each
31 year at a time and place to be determined by the Board of Directors. Special
32

1 meetings of members may be called by the President, the Board of Directors,
2 or by members having the right to cast one-third of the votes entitled to be
3 cast at a meeting of members. Written or printed notice stating the place, day
4 and hour of all meetings of members and, in case of a special meeting, the
5 purpose or purposes for which the meeting is called shall be delivered to each
6 member not less than ten (10) days before the date of the meeting, either
7 personally or by mail. If mailed, such notice shall be deemed to be delivered
8 when deposited in the United States Mail addressed to the member at his address
9 as it appears on the records of the corporation, with postage thereon prepaid.
10

11 ARTICLE VII

12 Officers

13 The officers of the corporation shall be a President, Vice-President,
14 a Secretary and a Treasurer. The officers shall be appointed by the Board of
15 Directors and shall hold office at the pleasure of the Board.
16

17 ARTICLE VIII

18 Dissolution

19 Should this corporation be dissolved for any reason by the operation of
20 law or otherwise, none of its assets shall be distributed to any of its officers,
21 directors or members. Upon such dissolution, all assets shall be distributed
22 to the State Treasurer of the State of Utah for use by the Uniform School Fund
23 of the State of Utah, or should the State Treasurer be unable for any reason
24 to take such assets, then the same shall be distributed to one or more domestic
25 or foreign corporations, societies or organizations engaged in activities sub-
26 stantially similar to those of this corporation.
27

28 ARTICLE IX

29 Initial Governing Board

30 The names and street addresses of the persons who are to serve as
31 the initial governing board are as follows:
32

| | <u>Name</u> | <u>Address</u> |
|----|----------------------|----------------------------|
| 1 | | |
| 2 | Gary B. Lyman | 3437 Millbert Drive |
| 3 | Edward E. Rabiger | Salt Lake City, Utah 84106 |
| 4 | Lucile E. Hinmon | 5770 Minden Drive |
| 5 | Rulon A. Williams | Salt Lake City, Utah 84121 |
| 6 | Earl A. Miller | 1919 Imperial |
| 7 | Paul G. Young | Salt Lake City, Utah 84103 |
| 8 | Kenneth L. Searcy | 324 "D" Street |
| 9 | Melvin Hipwell | Salt Lake City, Utah 84105 |
| 10 | Ferrell S. Henderson | 1270 East 2000 North |
| 11 | | Provo, Utah 84601 |
| 12 | | 3463 North 1000 West |
| 13 | | Ogden, Utah 84404 |
| 14 | | 928 Serpentine Way |
| 15 | | Sandy, Utah 84070 |
| 16 | | 2340 Quincy |
| 17 | | Ogden, Utah 84401 |
| 18 | | 1318 East 8125 South |
| 19 | | Sandy, Utah 84070 |

The term of office of the directors designated above shall expire at the first annual meeting of members after these Articles of Incorporation become effective.

ARTICLE X

Incorporators

The name and street address of each incorporator is as follows:

| | <u>Name</u> | <u>Address</u> |
|----|----------------------|----------------------------|
| 20 | | |
| 21 | Gary B. Lyman | 3437 Millbert Drive |
| 22 | Edward E. Rabiger | Salt Lake City, Utah 84106 |
| 23 | Lucile E. Hinmon | 5770 Minden Drive |
| 24 | Rulon A. Williams | Salt Lake City, Utah 84121 |
| 25 | Earl A. Miller | 1919 Imperial |
| 26 | Paul G. Young | Salt Lake City, Utah 84105 |
| 27 | Kenneth L. Searcy | 324 "D" Street |
| 28 | Melvin Hipwell | Salt Lake City, Utah 84103 |
| 29 | Ferrell S. Henderson | 1270 East 2000 North |
| 30 | | Provo, Utah 84601 |
| 31 | | 3463 North 1000 West |
| 32 | | Ogden, Utah 84404 |
| | | 928 Serpentine Way |
| | | Sandy, Utah 84070 |
| | | 2340 Quincy |
| | | Ogden, Utah 84401 |
| | | 1318 East 8125 South |
| | | Sandy, Utah 84070 |

1 incorporators, and that the statements therein contained are true.

2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32

Charles R. [Signature]
Notary Public, residing in
Wald Lake, Colorado

My Commission Expires:
May 28, 1942



THE STATE OF UTAH
STATE TAX COMMISSION

SALT LAKE CITY, UTAH 84114 September 24, 1970

Intermountain Society of Inventors and Designers
3437 Millbert Drive
Salt Lake City, Utah

IN REPLY REFER TO:

DIVISION:
Auditing

ATTENTION:
James M. Haran

Gentlemen:


Re: #50878 Corporation Franchise Tax Exemption

Articles of Incorporation filed by the above named corporation with the Utah Secretary of State have been examined by an Assistant Attorney General, and that office has issued an opinion that this corporation is exempt from filing Utah corporation franchise tax returns, under the provisions of Section 59-13-4 Utah Code Annotated 1953, provided activities are confined to the powers set forth in such Articles. However, in the event that activities deviate from the powers granted by such Articles of Incorporation, we will expect you to file returns and pay the tax shown thereon to be due each year.

Respectfully yours,

STATE TAX COMMISSION

By


James M. Haran
Corporation Collections
Auditing Division

#1760: