

CO 115426

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JUL 19 2001

Utah Div. Of Corp. & Comm. Code

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
DOORWAYS ALLIANCE

(Hereafter UTAH PARENT CENTER, INC.)

JBB

Pursuant to the provisions of Sections 16-6-50, 16-6-51, 16-6-52 and 16-6-53 of the Utah Code Annotated, the undersigned nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

I.

The name of the corporation is

DOORWAYS ALLIANCE.

BGK
State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed
and approved on this 20 day of Aug, 2001
In this office of this Division and hereby issue
this Certificate thereof.
Examiner BGK Date 9-7-01

Kathy Berg
Kathy Berg
Division Director

07-19-01A09:52 RCVD

II.

A meeting of the Governing Board of said corporation was duly called, convened and held at 250 East 500 South, Salt Lake City, Utah, at 12:00 p.m. on the 14th day of February, 2001, in the manner prescribed by the Utah Nonprofit Corporation and Co-operative Association Act.

Date: 07/19/2001
Receipt Number: 365690
Amount Paid: \$15.00

08-23-01A01:59 RCVD

08-23-01A01:59 RCVD

08-23-01A01:59 RCVD

At said meeting, the following resolution amending the Articles of Incorporation was duly adopted:

RESOLVED: That the Articles of Incorporation of DOORWAYS ALLIANCE be and the same are hereby amended in their entirety to read as follows:

ARTICLE I

NAME

The name of this nonprofit corporation shall be:

UTAH PARENT CENTER, INC.

ARTICLE II

DURATION

The Corporation shall continue in existence perpetually unless dissolved pursuant to law.

ARTICLE III

PURPOSES

The Corporation is organized as a nonprofit corporation and shall be operated exclusively for charitable, scientific, literary and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. The Corporation is organized to solicit and receive and maintain a fund or funds of personal or real property, or both, and, subject to the restrictions and limitations hereafter set forth, shall use and apply the whole or any part of the income thereunder and the principal thereof exclusively for charitable, scientific, literary and/or educational purposes, either directly or by contributions to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations promulgated thereunder as they now exist or as they may hereafter be amended. The specific purpose for

which the Corporation is organized is to train and educate parents and others regarding individuals with disabilities and special needs concerning their rights and responsibilities in connection with appropriate educational, vocational and other programs.

ARTICLE IV

MEMBERS

The Corporation shall have no members.

ARTICLE V

POWERS

*A. **Powers in General.** Subject to the purposes declared in ARTICLE III and any other limitations herein expressed, the Corporation shall have the power to do any and all things which a nonprofit corporation may do under the laws of the State of Utah, including, but not limited to, the following:*

(1) To receive, acquire, hold, manage, administer, and expend property and funds for general charitable, scientific, and educational purposes, including the assistance and support of individuals, charitable institutions, associations, and undertakings;

(2) To take property and funds by will, gift, or otherwise, and with or without specification of any charitable, scientific, literary or educational purposes, but in case no such purpose is specified, the property or funds so received shall, nevertheless, be held upon the trust that the same shall be used for said purposes. The Corporation shall not have the power to take or hold property or funds for any purpose other than a charitable, scientific, literary or educational one;

(3) To hold, in its own name and right, real and personal property of every nature and description without limitation as to extent, character or amount, and with all the powers of control, management, investment, change, and disposal incident to the absolute ownership of property or funds by a private person, subject only to the terms of particular trusts and to

the general trust that all its properties and funds shall be held for charitable, scientific, literary and educational purposes;

(4) To borrow money either upon or without security, giving such promissory notes or other evidences of indebtedness and such pledges, mortgages, or other instruments of hypothecation as it may be advised;

(5) To appoint and pay officers and agents to conduct and administer the affairs of the Corporation;

(6) To adopt Bylaws prescribing the duties of the officers and agents of the Corporation, the details of the organization, the time and manner of its meetings, and any and all details incident to its organization and the efficient conduct and management of its affairs;

(7) To do any and all things which a natural person might do, necessary and desirable for the general purposes for which the Corporation is organized;

(8) To receive and use funds obtained from private donations, devises, and bequests, and from all lawful sources to be applied for charitable purposes in assisting the disability community, institutions and service centers and other charitable organizations operating with or assisted by the Corporation; and

(9) No recital, expression, or declaration of specific or special powers or purposes hereinabove enumerated shall be deemed exclusive, it being intended that the Corporation shall have any and all other powers necessary or incidental to the accomplishment of its purposes and each and all of the powers now conferred or that may hereafter be conferred by the laws of the State of Utah on nonprofit corporations.

B. Powers Relating to Specific Purposes. *The Corporation shall have the powers necessary or incidental to the carrying on of its purposes including but not restricted to the following: to discharge the intent and desires of its creators; to support charitable causes; and to contributing generally to the public welfare through the alleviation of human suffering, the advancement of science and education by means of operating, as aforesaid, exclusively for a charitable, scientific, literary and/or educational purposes.*

C. **Restrictions.** Notwithstanding any statement to the contrary in these Articles of Incorporation, the Corporation shall not have the power:

(1) To distribute its income at such time and in such manner as to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws;

(2) To engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws;

(3) To retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws;

(4) To make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; and

(5) To make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provision of any subsequent federal tax laws.

No part of the net earnings of the Corporation shall inure to the benefit of any individual; no substantial part of the activities of the Corporation shall be in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The Corporation shall not carry on, otherwise than as an insubstantial part of its activities, activities which are not in furtherance of one or more of the aforementioned purposes for which the Corporation is organized. Notwithstanding anything contained herein to the contrary, the Corporation shall not carry on any activities not permitted to be carried on by the Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

Under no circumstances shall the Corporation accomplish or do, nor shall it have the power to accomplish or do any of the things hereinafter defined as a "prohibited transaction;" further, the Governing Board of the Corporation shall not accomplish or do

anything which is hereinafter defined as a "prohibited transaction." For purposes of this subparagraph C of ARTICLE V of these Articles of Incorporation, the term "prohibited transaction," is defined as, and shall mean any transaction in which the Corporation:

(1) lends any part of its income, capital or assets, without the receipt of adequate security and a reasonable rate of interest, to;

(2) pays any compensation in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to;

(3) makes any part of its services available on a preferential basis, to;

(4) makes any substantial purchase of securities or any other property, for more than adequate consideration, in money or money's worth, from;

(5) sells any substantial part of its securities or other property, for less than an adequate consideration in money or money's worth, to; or

(6) engages in any other transaction which results in a substantial diversion of its income or corpus to -

a person who has made a substantial contribution to the Corporation; a member of the family (as defined in Section 267 (c)(4) of the Internal Revenue Code of 1986, as may be amended) of an individual who has made a substantial contribution to the Corporation; or a corporation controlled by such person through the ownership, directly or indirectly, of fifty percent (50%), or more, of the total combined voting power of all classes of stock entitled to vote, or fifty percent (50%), or more, of the total value of shares of all classes of stock of the corporation.

Provided, further, that under no circumstances shall the Corporation accomplish or do, nor shall it have the power to accomplish or do any act or thing which is defined as a "prohibited transaction" within the meaning of Section 503(b) of the Internal Revenue Code of 1986, and any amendment or successor to such section.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be at 2290 East 4500 South, Suite 110, Salt Lake City, County of Salt Lake, State of Utah. Branch places of business may be established and business conducted at other places in the State of Utah or elsewhere as the Trustees may from time to time provide.

ARTICLE VII

REGISTERED AGENT

The registered office of the Corporation shall be 2290 East 4500 South, Suite 110, Salt Lake City, Utah 84117, and the agent of the Corporation at such address shall be Helen W. Post. Such office or agent may be changed at any time by the Governing Board without amendment of these Articles of Incorporation.

ARTICLE VIII

TRUSTEES

The affairs of the Corporation shall be managed by a Governing Board of Trustees. The number of Trustees shall be as prescribed by the Bylaws, but shall not be less than three (3).

ARTICLE IX

LIMITATIONS ON LIABILITY

The private property of the Trustees and Officers of the Corporation shall not be liable for the obligations of the Corporation.

ARTICLE X

BYLAWS

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

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION

These Article of Incorporation may be amended by a majority of the Board at any time in any manner which is permissible under the laws of the State of Utah; provided, however, that these Articles of Incorporation shall in no event be amended in any manner so as to change the Corporation from a non-profit corporation to a corporation organized and operated for profit; nor shall the Articles of Incorporation be amended so as to make the purposes of the Corporation inconsistent whatsoever with the purpose as specified in ARTICLE III hereof.

ARTICLE XII

DISSOLUTION

The Corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and it is organized solely for nonprofit purposes. Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable, scientific, literary and/or educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections 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. If the Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the district court of the county in which the Corporation's principal office is located, upon petition therefor by the Attorney General of the State of Utah or by any person concerned in the liquidation.

At said meeting, the following resolution was duly adopted:

RESOLVED: That the Articles of Incorporation of DOORWAYS ALLIANCE, as hereinabove amended in their entirety, be restated and filed with the Division of Corporations and Commercial Code of the Utah Department.


III.

This corporation has no members. The foregoing Articles of Amendment to the Articles of Incorporation were adopted by the favorable vote of not less than two-thirds (2/3) of the members of the Governing Board.

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of


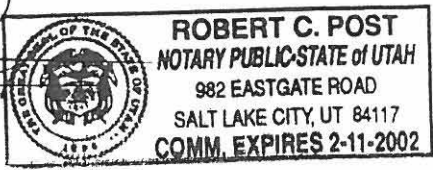
Incorporation have been executed this 10 day of July, 2001.

DOORWAYS ALLIANCE


Michelle Brozowski, Chairperson

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me this 10th day of July, 2001, by MICHELLE BROZOWSKI, the Chairperson, respectively, of DOORWAYS ALLIANCE, a Utah non-profit corporation.

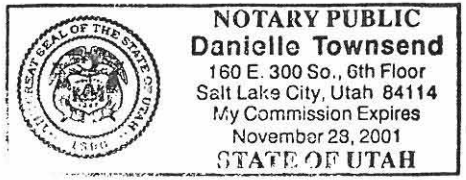

Notary Signature and Seal 

Attest:


Susan Barnum, Secretary

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me this 10th day of July, 2001, by SUSAN BARNUM, the Secretary, respectively, of DOORWAYS ALLIANCE, a Utah non-profit corporation.




Notary Signature and Seal