

JUN 29 2006

Utah Div. Of Corp. & Comm. Code

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

THE UTAH COUNCIL OF LAND SURVEYORS

The Utah Council of Land Surveyors, a Utah nonprofit corporation, hereby amends and restates its Articles of Incorporation in their entirety in accordance with Section 16-6a-1006 of the Utah Revised Nonprofit Corporation Act (the "Nonprofit Act") and replaces its former Articles of Incorporation with the following:

ARTICLE I
CORPORATE NAME

The name of the corporation is **The Utah Council of Land Surveyors.**

ARTICLE II
DURATION

The duration of the corporation is perpetual.

ARTICLE III
PURPOSES AND POWERS

The purposes for which the corporation is organized are as follows:

(a) To promote the common interests of those entities and persons involved in the land surveying industry within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws (the "Code");

(b) To conduct a social and protective organization for the benefit of entities and persons involved in the land surveying industry; to promote the common interests of those entities and persons; to provide a forum where education and networking can take place; to cooperate in securing rational legislation concerning the practices used in the land surveying industry; to protect the rights and interests of members against unjust and unreasonable litigation; to furnish advice, information and assistance of all kinds to such entities and persons and to maintain offices for the purpose of collecting and disseminating such information and rendering such services;

(c) To carry on any other business connected with or incidental to the foregoing objects and purposes, and to have and exercise all the powers conferred by law of the State of Utah upon corporations formed under the Nonprofit Act;

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(d) To create and maintain a fund or funds to be used to provide scholarships, grants and/or other benefits to individuals pursuing a course of study that pertains to the land surveying industry, as determined by the corporation's board of directors; and

(e) To pursue other educational, charitable, literary, scientific or religious purposes and objects within the meaning of Section 501(c)(3) of the Code. In connection therewith, the corporation is empowered to create and maintain a fund or funds to be used solely for such educational, charitable, literary, scientific or religious purposes.

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

ARTICLE IV **LIMITATIONS**

Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Code. 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 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.

In the event the corporation establishes a fund or funds to be used in pursuit of charitable, educational, literary, scientific or religious purposes within the meaning of Section 501(c)(3) of the Code, such fund or funds shall be used and applied solely for activities that are permitted for the promotion of such charitable, etc. purposes.

ARTICLE V **MEMBERS**

The corporation shall have a single class of voting members whose rights, privileges and duties are more fully set forth in the bylaws of the corporation. Other class(es) of nonvoting members may be established as set forth in the bylaws of the corporation. Each member (whether voting or nonvoting, in the event the voting members choose to create a nonvoting class of members) shall be subject to the fees, dues and assessments, if any, as provided in the bylaws.

ARTICLE VI **DIRECTORS**

The number of directors constituting the Board of Directors shall not be less than three (3), with the exact number of directors to be set from time to time by resolution of the Board of Directors. The rights, privileges and duties of the directors and the manner of their election and removal shall be as set forth in the bylaws.

ARTICLE VII
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.

ARTICLE VIII
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for the common business interests of its members or to organizations which are exempt from Federal income tax under Section 501(c)(6) of the Code.

If the corporation has created a fund for purposes of promoting charitable, education, literary, scientific or religious purposes within the meaning of Section 501(c)(3) of the Code, the assets of such a fund shall be distributed to an organization that qualifies as an exempt organization under Section 501(c)(3) of the 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.

The foregoing amendments and restatement of the corporation's Articles of Incorporation were duly approved effective as of June 10, 2006, by the voting members of the corporation acting by written ballot. The number of votes cast in favor of the foregoing amendments and restatement by the voting members was sufficient for approval.

IN WITNESS WHEREOF, the foregoing Amended and Restated Articles of Incorporation of The Utah Council of Land Surveyors, having been adopted in accordance with law, have been executed this 10th day of June, 2006.

THE UTAH COUNCIL OF LAND SURVEYORS

State of Utah, County of Salt Lake
Subscribed and sworn to before me
on this 26 day of June, 2006

John W. Christopherson
Notary Public

Lenard J. Burney
Print Name: Lenard J. Burney
Title: Chair-Elect

