

ARTICLES OF INCORPORATION

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Utah Div. Of Corp. & Comm. Code

OF

DAYBREAK COMMUNITY COUNCIL, INC.

I, the undersigned, being of the age of eighteen years or more, acting as incorporator of a corporation under the Utah Revised Nonprofit Corporation and Cooperative Association Act, *Utah Code Ann. §16-6a-101, et seq.*, as it may be amended, do hereby adopt the following Articles of Incorporation for such corporation:

Article 1. Name. The name of the Corporation is the Daybreak Community Council, Inc. (the "Council").

Article 2. Principal Office. The address of the initial principal office of the Council and the initial mailing address of the Council is 5295 South 300 West, Suite 475, Murray, Utah 84107.

Article 3. Duration. The Corporation shall exist in perpetuity unless otherwise terminated or dissolved by law or in accordance with Article 13.

Article 4. Applicable Statute. The Corporation is a nonprofit corporation organized pursuant to the provisions of the Utah Revised Nonprofit Corporation Act, §16-6a-101, *et seq.* ("Code").

Article 5. Definitions. All capitalized terms used herein which are not defined shall have the meaning set forth in the Covenant for Community for Daybreak, recorded or to be recorded by Kennecott Land Company, a Delaware corporation ("Founder"), in the Office of the Recorder of Salt Lake County, Utah, as it may be amended from time to time (the "Covenant").

Article 6. Purposes. The purposes for which the Council is formed are:

(a) to be and constitute the Council to which reference is made in the Covenant, and to act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah;

(b) to generate, preserve, and enhance a true sense of "community" through the creation and sponsorship of programs, activities, and services to facilitate interaction, inclusiveness, involvement, community pride and responsibility, and the sharing of ideas, common interests, and resources in order to enhance the lifestyle within and contribute to the betterment of the community known as Daybreak and the surrounding area;

(c) to engage in activities for the common good and general welfare of the people of Daybreak and the greater Salt Lake Valley area and such other activities as are permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; and

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(d) to solicit and receive contributions, to purchase, own, and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity in furtherance of, incidental to, or connected with any of the other purposes.

Article 7. Powers. Subject to the following limitations, the Council shall have all of the common law and statutory powers conferred upon nonprofit corporations under Utah law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Council's By-Laws, and the Covenant.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other persons, except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered to the Council and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the Council's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Council shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Council shall not carry on any other activity not permitted to be carried on by a corporation exempt from Federal income tax under 501(c) of the Internal Revenue Code.

The Council shall make no distributions of income to its directors or officers.

Article 8. Membership. The Council shall have no members.

Article 9. Board of Directors. The Council's business and affairs shall be conducted, managed, and controlled by a Board of Directors ("**Board**") performing the same role as a board of directors under the Code. The Board may delegate its operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

The initial Board shall consist of three members, as provided in the By-Laws. The names and addresses of the initial directors, who shall hold office until their successors are elected and have qualified or until removed, are as follows:

John Taylor Potts
5295 South 300 West, Suite 475
Murray, Utah 84107

Keith Lee Morey
5295 South 300 West, Suite 475
Murray, Utah 84107

Marshall Bruce Snyder
5295 South 300 West, Suite 475
Murray, Utah 84107

The method of election, removal, and filling of vacancies, the term of office, and the number of directors shall be as set forth in the By-Laws.

Article 10. By-Laws. The By-Laws shall be adopted by the Board and may be altered, amended, or rescinded in the manner provided in the By-Laws. Provisions for the regulation of internal affairs of the Council shall be set forth in the By-Laws.

Article 11. Liability of Directors. To the fullest extent that the Code, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Council shall be personally liable to the Council for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Council for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 12. Amendments. These Articles of Incorporation may be amended only in accordance with the procedures set forth in the Code. In addition, amendments shall be subject to the approval of Founder so long as the Founder owns any property subject to the Covenant or which it may subject to the Covenant. No amendment may be in conflict with the Covenant.

Article 13. Merger and Dissolution. The Council may merge, consolidate, or dissolve only as provided in the By-Laws and by the laws of the State of Utah. In the event of dissolution of the Council, all assets of the Council shall be distributed to, or its assets shall be sold and the proceeds distributed to, one or more organizations organized and operating for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code, the corresponding section of any future federal tax code, or the federal, 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 Council 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 14. Registered Agent and Office. The initial registered office of the Council is Gateway Tower East, Suite 900, 10 East South Temple, Salt Lake City Utah, 84133. Such office may be changed at any time by the Board without amendment of these Articles of Incorporation.

The Council's initial registered agent at such address shall be:

Corporation Service Company

We hereby acknowledge and accept appointment as the registered agent:

JKP
Name: *Kurt Plender*
Its: *Assistant Vice-President*
Registered Agent

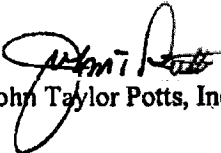
Article 15. Distribution. No part of the net earnings of the Council shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth Article 6 hereof. No substantial part of the activities of the Council shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Council shall not participate

in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Council shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under 501(c) of the Internal Revenue Code, as amended or supplemented; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

Article 16. Incorporator. The name of the incorporator of the Council is John Taylor Potts, and such incorporator's address is 5295 South 300 West, Suite 475, Murray, Utah 84107.

IN WITNESS WHEREOF, I, John Taylor Potts, the undersigned incorporator, have executed these Articles of Incorporation in duplicate this 14 day of APRIL 2004 2004, and say:

That I am the sole incorporator herein, that I have read the above and foregoing Articles of Incorporation and know the contents thereof, and that the same is true to the best of my knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.


John Taylor Potts, Incorporator

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Klare Bachman
Executive Director
Department of Commerce

Olene S. Walker
Governor
State of Utah

Kathy Berg
Director
Division of Corporations
& Commercial Code

STATE OF UTAH
DEPARTMENT OF COMMERCE
DIVISION OF CORPORATIONS & COMMERCIAL CODE
CERTIFICATE OF REGISTRATION

CORPORATION SERVICE COMPANY
DAYBREAK COMMUNITY COUNCIL, INC.
GATEWAY TOWER EAST STE 900
10 E SOUTH TEMPLE
SALT LAKE CITY UT 84133



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

CERTIFICATE OF REGISTRATION

Corporation - Domestic - Non-Profit

This certifies that **DAYBREAK COMMUNITY COUNCIL, INC.** has been filed and approved on **April 22, 2004** and has been issued the registration number **5629187-0140** in the office of the Division and hereby issues this Certification thereof.

KATHY BERG
Division Director