

RECEIVED

I hereby certify that the foregoing has been filed
and approved on the 18th day of August, 1992
in the office of this Division and hereby issue
this Certificate thereof.

1992 AUG 18 PM 3:53

DIVISION OF CORPORATIONS
STATE OF UTAH

Examiner

Date 8/18/92



Gary R. Hansen

ARTICLES OF INCORPORATION

Gary R. Hansen
Division Director

OF

GREAT WESTERN TRAIL - OGDEN SECTION

The undersigned adult natural person, acting as incorporator, hereby establishes a nonprofit corporation pursuant to the Utah Nonprofit Corporation and Co-operative Association Act (the "Act") and adopts the following articles of incorporation:

BS

FIRST: Name. The name of the Corporation is Great Western Trail - Ogden Section.

SECOND: Duration. The Corporation shall have perpetual existence.

THIRD: (a) Purposes. The Corporation is organized as a nonprofit corporation and is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The specific purposes and objectives of the Corporation shall include but not be limited to the following:

(1) Doing everything necessary, proper, advisable, or convenient for the accomplishment and development of the Great Western Trail; and

(2) Promoting hiking and the enhanced enjoyment of the outdoors.

(b) Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in section (c) of this article, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon non-profit corporations organized under the laws of Utah and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

(c) Restrictions On Powers.

(1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any trustee or officer of the Corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the

20
21
22
23
24
25
26
27
28
29
30
31

Corporation affecting one or more of its purposes), and no trustee or officer of the Corporation, or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the Corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the Corporation has effectively elected to have such section apply, the Corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) On dissolution of the Corporation, all of the Corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property shall be designated by the Board of Trustees.

(4) Notwithstanding any other provision of these articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code or by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, during any period of time in which the Corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code:

(i) The Corporation shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941(a) of the Internal Revenue Code;

(ii) The Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942(a) of the Internal Revenue Code;

(iii) The Corporation shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943(a) of the Internal Revenue Code;

(iv) The Corporation shall not make any investments which would jeopardize the carrying out of any of the exempt purposes of the Corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944(a) of the Internal Revenue Code; and

(v) The Corporation shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945(a) of the Internal Revenue Code.

(5) All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

FOURTH: Initial Principal Office and Registered Agent. The address of the initial principal office of the Corporation is 718 So. Grand Oaks Road, Fruit Heights, Utah 84037. The Corporation's registered agent at such address is Tina M. Harding.

FIFTH: Members. The Corporation shall have such classes of nonvoting members as may from time to time be prescribed by its bylaws. The designation of each class and their manner of election or appointment, qualifications, tenure, terms of membership, rights, powers, privileges and immunities shall be as from time to time stated in the bylaws. Members shall have no voting powers. The Corporation shall have no capital stock. However, the Corporation may issue certificates evidencing membership therein.

SIXTH: Board of Trustees. The management of the affairs of the Corporation shall be vested in a Board of Trustees, except as otherwise provided in the Act, these articles of incorporation or the bylaws of the Corporation. The number of trustees, their classifications, if any, their terms of office and the manner of their election or appointment shall be determined according to the bylaws of the Corporation from time to time in force. Three (3) trustees shall constitute the initial Board of Trustees. Their names, addresses and initial terms of office are as follows:

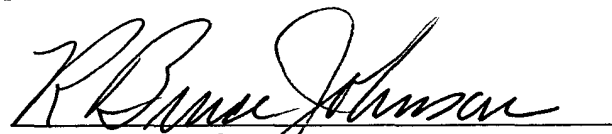
<u>Name</u>	<u>Address</u>	<u>Expiration of Initial Term</u>
Larry Shadow	2599 East 5700 South Ogden, UT 84403	1 year
Daniel B. Runyon	3197B Minute Man Ave. Hill Air Force Base, UT 84056	1 year
Tina M. Harding	718 So. Grand Oaks Road Fruit Heights, UT 84037	1 year

SEVENTH: Bylaws. The initial bylaws of the Corporation shall be as adopted by the Board of Trustees. Such board shall have power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws. Such bylaws may contain any provisions for the regulation or management of the affairs of the Corporation which are not inconsistent with law or these articles of incorporation, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any trustee or officer of this Corporation any proprietary interest in the Corporation's property or assets, whether during the term of the Corporation's existence or as an incident to its dissolution.

EIGHTH: Incorporator. The name and address of the incorporator is:

R. Bruce Johnson
Holme Roberts & Owen
111 East Broadway, Suite 1100
Salt Lake City, Utah 84111

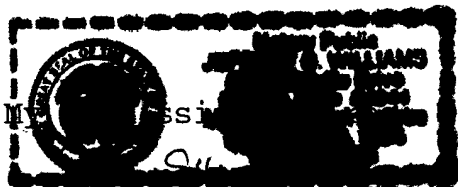
Dated: Aug 17, 1992


R. Bruce Johnson
Incorporator

VERIFICATION OF INCORPORATOR

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

I, Jeffrey C Williams a notary public, hereby certify that on the 17th day of August, 1992, personally appeared before me R. Bruce Johnson, who being by me first duly sworn declared that he was the person who signed the foregoing document as incorporator and that the statements therein contained are true.



Jeffrey C Williams
Notary Public
Residing at:
Magna, UT

ACKNOWLEDGEMENT AND ACCEPTANCE
OF REGISTERED AGENT

I, Tina M. Harding, accept the appointment as the initial Registered Agent for the Corporation and acknowledge that my address is correctly identified in the FOURTH paragraph.

Dated: 11 Aug 92

Tina Harding
Tina M. Harding
Registered Agent