

**ARTICLES OF INCORPORATION OF  
THE UTAH SOCIETY FOR HISTOTECHNOLOGY**

We, the undersigned natural persons, all being of the age of eighteen years or more, acting as incorporators under the Utah Revised Non-Profit Corporation Act, adopt the following Articles of Incorporation for such Corporation. The Articles were adopted by the incorporators on October 31, 2017.

**ARTICLE I.  
NAME**

The name of the non-profit corporation is and shall be "The Utah Society for Histotechnology."

**ARTICLE II.  
DURATION**

The period of duration of this non-profit corporation is perpetual.

**ARTICLE III.  
PURPOSE**

Said organization is organized exclusively for charitable, religious, educational and scientific purpose, including, for such purpose, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE IV.  
MEMBERS/STOCK**

The corporation shall have members.

**ARTICLE V.  
BYLAWS**

Provision for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws.

**ARTICLE VI.  
DIRECTORS**

The number of directors of this corporation shall be three (3), or more than three, as fixed from time to time by the Bylaws of the corporation. The number of directors constituting the present Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

Sabra Powell  
691 North 340 West  
Orem, Utah 84057

Junelina Reed  
1265 East Sherman Avenue  
Salt Lake City, Utah 84105

Nathan Killpack  
33 South 800 East  
American Fork, Utah 84003

**ARTICLE VII.  
INCORPORATOR**

The name and address of the incorporator is:

Sabra Powell  
691 North 340 West  
Orem, Utah 84057

**ARTICLE VIII.  
REGISTERED OFFICE AND AGENT**

The registered office for the corporation shall be:

691 North 340 West Orem, Utah 84057

Such office may be changed at any time by the Board of Directors without amendment to these Articles of Incorporation.

The initial registered agent at the said address shall be:

Sabra Powell

I hereby acknowledge and accept appointment as corporate registered agent



signature

**ARTICLE IX.  
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation shall be 691 North 340 West Orem, Utah 84057. The business of this corporation may be conducted in all counties of the State of Utah and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Directors shall determine.

**ARTICLE X.  
DISTRIBUTIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial

activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation 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)(3) of the Internal Revenue Code of 1954, as amended or supplemented (or the corresponding provision of any future United State Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended or supplemented.

#### **ARTICLE XI. DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, 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.

IN WITNESS WHEREOF, I, Sabra Powell, have executed these Articles of Incorporation in duplicate this 31 day of October, 2017.

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

  
Sabra Powell, Incorporator