

ARTICLES OF INCORPORATION

OF

A.V.A.H.A., INC.

A NON-PROFIT CORPORATION

ARTICLE I

Corporate Name

The name of this corporation is the A.V.A.H.A., Inc.

ARTICLE II

Period of Corporate Existence

The corporation shall continue in existence perpetually unless sooner dissolved according to law.

ARTICLE III

Purpose of the Corporation

This corporation is organized as a non-profit corporation. The purposes for its organization are:

(1) To support financially the Ashley Valley Amateur Hockey Association and other organizations contributing to hockey programs in Uintah County, State of Utah;

(2) The organization is organized exclusively for charitable, religious, educational and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code,

(3) To engage in any and all other lawful purposes, whether similar or dissimilar to the foregoing, and to engage in any lawful act for which a non-profit corporation is permitted under §16-6a of the Utah Code.

ARTICLE IV

Principal place of Business

The street address of the non-profit corporations principal place of business is 863 East 500 North, Vernal, Utah 84078.

ARTICLE V

Incorporator

The name and address of the incorporator of the corporation is:

Denim Simper  
863 East 500 North  
Vernal, UT 84078

ARTICLE VI

Membership and Stock

The corporation shall not have voting members. The corporation shall not issue shares of stock.

ARTICLE VII

Registered Office and Agent

The initial registered office of the Corporation is 863 East 500 North, Vernal, Utah 84078, and the name of the initial registered agent is Denim Simper.

I accept appointment as the  
initial registered agent of the  
Corporation.

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Denim Simper

## ARTICLE VIII

### Directors to Manage Corporation

The affairs of the corporation shall be managed by a board of directors of a number set forth in the Bylaws of the company. The initial board of directors shall be appointed by the incorporator and the board of directors shall appoint future directors. The name and address of the person who is to serve as the director until the first annual meeting of Members and until his successors are duly elected and qualified is:

#### Name

Denim Simper

#### Address

863 East 500 North  
Vernal UT 84078

## ARTICLE IX

### Bylaws

The incorporator shall adopt Bylaws which are not inconsistent with law or these Articles for the regulation and management of the affairs of the Corporation.

## ARTICLE X

### Distribution of Assets on Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section 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.

#### ARTICLE XI

##### Director's/Officer's Liability

As authorized by Utah Code Annotated, Directors and Officers of the corporation shall not be personally liable to the corporation for civil claims arising from acts or omissions made in the performance of his or her duties as a Director or officer, unless the acts or omissions are the result of his or her intentional misconduct.

#### ARTICLE XII

##### No Political Activity

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons; except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this

document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code

Dated this \_\_\_\_\_ day of September, 2021.

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Denim Simper, Incorporator

BYLAWS

ARTICLE I

Corporate Name

The name of this corporation is A.V.A.H.A., Inc.

ARTICLE II

Objectives

The objectives of A.V.A.H.A., Inc. will be as follows:

1. To support financially the Uintah High School Hockey Team and any other organizations contributing to hockey programs in Uintah County, State of Utah;
2. The organization is organized exclusively for charitable, religious, educational and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code,
3. To engage in any and all other lawful purposes, whether similar or dissimilar to the foregoing, and to engage in any lawful act for which a non-profit corporation is permitted under §16-6a of the Utah Code.

ARTICLE III

Board of Directors

The affairs of the corporation shall be managed by a board of directors of a number set forth in the Bylaws of the company. The initial board of directors shall be appointed by the incorporator and the board of directors shall appoint future directors.

Each Director shall serve until his or her successor is duly elected and qualified. Each Director shall be elected to serve a one (1) year term.

The Board of Directors, in its discretion, may elect a chairman of the Board of Directors, who when present shall preside at all meetings of the Board of Directors and who shall have such other powers as the Board prescribes.

#### ARTICLE IV

##### Powers of Directors

The Board of Directors shall have the entire management of the business of the corporation. In the management and control of the property, business and affairs of the corporation, the Board of Directors is hereby vested with all the powers possessed by the corporation itself, so far as its delegation of authority is not inconsistent with the laws of the State of Utah, with the Articles of Incorporation, or with these Bylaws.

#### ARTICLE V

##### Meetings of Directors

Regular meetings of the Board of Directors shall be held at such places and at such times as the board by vote may determine, and if so determined, no notice thereof need be given. Special meetings of the Board of Directors may be held at any time or place whenever called by the President, or Directors, notice thereof

being given to each Director by the officer or Director calling the meeting, or at any time without formal notice provided all the Directors are present or those not present shall at any time waive or have waived notice thereof. The Board of Directors meeting may be conducted through the use of any means of communication by which all Directors are able to participate and may hear each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at the meeting.

#### ARTICLE VI

##### Quorum of Directors

A two-thirds majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. A quorum must be present to decide questions requiring a vote, at which time a majority vote shall decide such questions, except as otherwise provided by law, the Articles of Incorporation, or these Bylaws.

#### ARTICLE VII

##### Officers

The officers of this corporation shall be a President, an Executive Vice-President, a Treasurer, a Secretary and as many Vice-Presidents as determined by the Board. The officers of the Corporation shall be elected annually by the Board of Directors after its annual meeting.



## ARTICLE VIII

### Additional Officers and Agents

The Board of Directors, at its discretion, may appoint such other officers or agents as it may deem advisable, and prescribe the duties thereof.

## ARTICLE IX

### Officers To Be Bonded

Each Officer shall give a good and sufficient bond. The amount of said bond shall be set annually by the Board of Directors at the annual meeting.

## ARTICLE X

### President

The President shall be the chief executive officer of the corporation, and when present, shall preside at all meetings of the stockholders. The President or Vice-President, unless some other person is specifically authorized by vote of the Board of Directors, shall sign all certificates of stock, bonds, deeds, mortgages, extension agreements, leases, checks and contracts of the corporation. He or she shall perform such other duties incident to his or her office and shall perform such other duties as the Board of Directors shall designate. However, the President is not required to follow the direction of the Board of Directors on matters which have not properly been decided, as required

herein. On any such matters, the President may request an authorizing vote from the stockholders.

#### ARTICLE XI

##### Vice-President

The Vice-President shall assist the President and shall perform such other duties and have such other powers as the Board of Directors shall designate.

#### ARTICLE XII

##### Treasurer

The treasurer shall be charged with the responsibility of the bookkeeping, shall balance the books monthly and submit a monthly report of the receipts and disbursements of his office, shall submit his annual report to the Board of Directors at least ten (10) days prior to the annual meeting of the stockholders, shall deposit all funds of the corporation and have such other duties as the Board of Directors shall from time to time designate.

#### ARTICLE XIII

##### Secretary

The secretary shall issue notice for all meetings, keep accurate minutes of all meetings of the stockholders and the Board of Directors, and shall have charge of the seal and corporate books of the company, shall perform all the duties incident to his or her office, and shall perform such other duties and have such other

powers as the Board of Directors shall designate. The secretary shall have power, together with the President or Vice-President, to sign all instruments requiring the Secretary's signature.

#### ARTICLE XIV

##### Resignation and Removals

Any officer or Director of the corporation may resign at any time by giving written notice to the corporation, the President or to the Board of Directors. Any such resignation shall take effect at the time specified therein, or if the time be not specified therein, upon its acceptance by the Board of Directors. Upon resignation, a Director shall continue to serve until a successor is duly elected and qualified.

The Board of Directors, by not less than a majority of the entire board, may remove from office any officer elected or appointed by it after having given the officer a proper hearing. The accused officer shall have ten (10) days written notice of such hearing. Said notice shall specify the charges against said officer, as well as the time and place of the hearing.

#### ARTICLE XV

##### Vacancies

If the office of any officer becomes vacant by reason of death, resignation, removal or otherwise, the Directors may by vote of a majority choose a successor who shall hold office for the

unexpired term. Vacancies in the Board of Directors may be filled for the unexpired term by the stockholders at a special meeting called for that purpose.

#### ARTICLE XVI

##### Political Activities

No substantial part of the 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 or in opposition to 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 Section 501(c)(3) 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 XVII

##### 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 organizations as said Court shall determine, which are organized and operated exclusively for such purposes.