

Articles of Incorporation
For
Utah G.O.T.H.I.C.S.

We the undersigned, hereby associate ourselves for the purposes of forming a corporation under the Non-Profit Corporation Code of the State of Utah, and we hereby adopt the following Articles of Incorporation and certify as follows.

ARTICLE I

CORPORATE NAME: The name of the corporation is Utah G.O.T.H.I.C.S.

ARTICLE II

DURATION: The Corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III

PURPOSE OF ORGANIZATION: The purposes for which this Non-Profit Corporation are as follows:

a. to bring about positive change in our community at large by engaging in projects to help various needy groups and spaces within our community;

b. to promote a positive and life-affirming image for our otherwise poorly-received social group by presenting themselves in a mature and dignified manner as they donate their time and efforts to the community, others will notice that they are a positive, caring, and worthwhile group of people who are interested in maintaining and adding to their community; and

c. to provide members of local youth subcultures, specifically the Gothic and Industrial subculture, with positive avenues to aid and benefit their community.

ARTICLE IV

POWERS: The corporation shall have all powers and rights conferred upon corporation by the Non-Profit Corporation Code of the State of Utah.

ARTICLE V

MEMBERS AND STOCK: Membership shall be set forth in the By-Laws. The Corporation shall not have any stock.

ARTICLE VI

BY-LAWS: Provisions for the regulation of the internal affairs of the corporation shall be set forth in the By-Laws.

ARTICLE VII

NON-PROFIT: The income and earnings of the corporation shall be used for activities that will benefit needy groups and spaces within our community and help to improve the overall image of Gothics in Utah and beyond. Upon dissolution or winding up of the affairs of the corporation, subject to applicable law, the individuals possessions which have been temporarily or permanently loaned to the corporation may be returned to such individuals or turned over to another non-profit corporation. Other possessions of the corporation may be turned over to another non-profit corporation with similar goals.

ARTICLE VIII

DISPOSITION OF PROPERTY: The sale, lease, exchange, mortgage, pledge, or other disposition of all, or any part of, the property and assets of the corporation may be made upon such terms and

conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, as shall be determined by the trustees of the corporation or one of the trustees authorized to act in such a manner.

ARTICLE IX

TRUSTEES:

The number of trustees of this Corporation shall be three, or more than three, as fixed from time to time in the By-Laws. The number of trustees constituting the present Board of Trustees of the Corporation shall be three, and the names and addresses of the persons who serve as trustees until their successors are elected and shall qualify are:

Madelyn Boudreaux 752 East 300 South Salt Lake City, UT 84102

Alicia Porter 806 South 800 East Salt Lake City, UT 84102

Anthony Best 706 East 300 South Salt Lake City, UT 84102

ARTICLE X

INCORPORATORS:

The names and addresses of the incorporators are:

Madelyn Boudreaux 752 East 300 South Salt Lake City, UT 84102

Alicia Porter 806 South 800 East Salt Lake City, UT 84102

Anthony Best 706 East 300 South Salt Lake City, UT 84102

ARTICLE XI

REGISTERED
OFFICE AND
AGENT:

The location and street address of the corporation's initial registered office shall be:
752 East 300 South
Salt Lake City, UT 84102

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

The initial registered agent at such address shall be
Madelyn Boudreaux.

ARTICLE XII

PRINCIPAL PLACE
OF BUSINESS:

The principal place of business shall be 752 East 300 South Salt Lake City, UT 84102. 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 Trustees shall determine.

ARTICLE XIII

DISTRIBUTIONS:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, officers, or 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. 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 XIV

The private property of the directors, incorporators, and members of the corporation shall not be liable or responsible for the debts or obligations of the corporation.

IN WITNESS WHEREOF, we have hereunto executed the foregoing Articles this 21st day of May, 1998 which are agreed upon by the Trustees of the Corporation by two-thirds majority.

Subscribed and sworn to me on this _____ day of June, 1998.

Notary Public

By-Laws
for
Utah G.O.T.H.I.C.S.

The following represent the by-laws of Utah G.O.T.H.I.C.S. as agreed upon by the officers.

ARTICLE I

NAME: The name of the corporation is Utah G.O.T.H.I.C.S.

ARTICLE II

PURPOSE OF ORGANIZATION: The purposes for which this Non-Profit Corporation are 1) to bring about positive change in our community at large by engaging in projects to help various needy groups and spaces within our community; 2) to promote a positive and life-affirming image for our otherwise poorly-received social group by presenting themselves in a mature and dignified manner as they donate their time and efforts to the community, others will notice that they are a positive, caring, and worthwhile group of people who are interested in maintaining and adding to their community; and 3) to provide members of local youth subcultures, specifically the Gothic and Industrial subculture, with positive avenues to aid and benefit their community.

ARTICLE III

LOCATION: The address and location of the organization shall be 752 East 300 South, Salt Lake City, Utah, 84102.

ARTICLE IV

MEMBERSHIP: SECTION 1: The corporation shall have two classes of members: Directors, who will be actively involved in administering the affairs of the corporation, and Members, who shall assist in the activities of the corporation.

SECTION 2: Voting members will be those officially registered members and directors who attend at least 75% of meetings and activities from their registration time, and who have been actively involved in the planning and implementing of charitable and social activities of the corporation. Registered members will complete a registration form to declare their membership status.

ARTICLE V

OFFICERS: SECTION 1: The officers shall consist of three directors and one treasurer.

SECTION 2: The officers shall be elected by ballot and electronic voting, and shall serve for a term of one year. Officers may serve as many terms as they are elected.

SECTION 3: A Director may resign by providing a Letter of Resignation to the other Directors. Removal of a Director shall only occur annually during regular elections.

ARTICLE VI

ELECTIONS AND VOTING SECTION 1: Elections shall be held annually.

SECTION 2: Nominations for candidates will be taken electronically via email to the Directors, by postal mail, or by verbal or written nomination at any time after nominations are opened. Nominations will remain open for 1 week, and at least 1 week must pass between opening of nominations and a meeting for voting to take place, to allow all members eligible to vote to cast their vote.

SECTION 3: Elections will be by ballot and by electronic vote; votes will be taken for a set period of exactly one week after nominations have closed.

SECTION 4: In the case of removal by death, resignation, or other vacancy, an interim officer shall be elected in the next meeting.

ARTICLE VII

COMMITTEES

SECTION 1: Committees may be formed as deemed necessary by the officers, and may be disbanded at the completion of projects or as deemed necessary by the officers. Members may also petition to create a committee. Committees shall generally be formed on a per-project basis.

SECTION 2: Committee chairs shall be appointed by officers.

ARTICLE VIII

MEETINGS

SECTION 1: The Directors shall meet, physically or via electronic means as often as necessary, but no less than 3 times a year. Directors' meetings shall occur only when all three Directors are present. Minutes shall be taken and made available to members as per 21st Century Robert's Rules of Order.

SECTION 2: Meetings of Directors, members, prospective members, and invited guests will be held at least quarterly at the approximate time agreed upon at previous meetings. Members may be informed of meetings by direct communication, telephone, postal mail, or email. Minutes shall be taken and made available to all members as per 21st Century Robert's Rules of Order.

SECTION 3: Any director may waive notice of any meeting by personally attending, unless such attendance is for the express purpose of objecting to the legality of the meeting.

ARTICLE IX

QUORUM

Quorum shall be set at 60% of active members. If quorum is not met, a majority of directors present shall adjourn the meeting.

ARTICLE X

ELECTRONIC MAIL
AND POSTAL MAIL

SECTION 1: Members shall be allowed to conduct business, including nominations, voting, and communications via postal mail (First Class) and electronic mail.

SECTION 2: Postal mail business must be sent First Class. If the business conducted via postal mail is time-sensitive, such as voting, the letter must bear a postmark within the dates of the set time limit.

SECTION 3: Electronic mail must be received from a verifiable electronic mail address previously registered to the member with the directors. If the business conducted via electronic mail is time-sensitive, it must be sent by all directors, and must be received by at least one of them within the dates of the set time limit.

ARTICLE XI

AMENDMENTS TO
THESE BYLAWS

These By-Laws may be amended by a majority vote of the directors after the amendment has been considered at two meetings (including Directors' Meetings).

FISCAL YEAR:

ARTICLE XII

This organization shall operate on the Fiscal year beginning on April 1 and ending on the following March 31.