

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE CHILDREN'S CENTER**



RECEIVED
JUL 01 2021

Utah Div. of Corp. & Comm. Code

(Entity # 585043-0140)

The Children's Center, a Utah nonprofit corporation (the "**Corporation**") hereby amends and restates its Articles of Incorporation in accordance with Section 16-6a-1006 of the Utah Revised Nonprofit Corporation Act (the "**Act**") and replaces the former Articles of Incorporation with the following:

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation is The Children's Center Utah.

**ARTICLE II
PURPOSES AND POWERS**

(a) The Corporation is organized as a Utah nonprofit corporation exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and the corresponding provisions of any subsequent federal tax law (the "**Code**"). Subject to the foregoing, the specific purposes and objectives of the Corporation include but are not limited to (i) providing comprehensive mental health care to enhance the emotional well-being of infants, toddlers, preschoolers, and their families, including with respect to childhood trauma; (ii) providing outpatient child, family and group therapy and therapeutic preschool services for infants, toddlers, preschoolers, and their families; and (iii) promoting public awareness of early childhood mental health, access and funding for, and improving the quality of care with respect to, mental health services to enhance the emotional well-being of infants, toddlers, preschoolers, and their families, including through training and educational programs of professionals and paraprofessionals.

(b) The Corporation shall have all powers necessary and incidental under the Act to carry out the purposes for which the Corporation is formed.

**ARTICLE III
LIMITATIONS**

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual 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 II hereof.

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed
and approved on this 1 day of JUL 2021
In this office of this Division and hereby issued
This Certificate thereof.

Examiner _____

AVA

Date

07/06/21



L. Veillette
Leigh Veillette
Division Director

(b) 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.

(c) Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization (i) exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV **VOTING MEMBERS AND STOCK**

The Corporation shall not have any voting members, nor shall the Corporation issue or have outstanding any shares of stock.

ARTICLE V **BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed under the direction of a Board of Directors. The number of directors constituting the Board of Directors shall not be less than three (3), with the exact number of directors to be determined as set forth in the Bylaws of the Corporation. The rights, privileges and duties of the directors and the manner of their appointment and removal shall be as set forth in the Bylaws.

ARTICLE VI **LIMITATIONS UPON LIABILITY OF DIRECTORS**

There shall be no personal liability, either direct or indirect, of any director of the Corporation to the Corporation for monetary damages for any action taken or any failure to take action as a director; except that this provision shall not eliminate the liability of a director to the Corporation for monetary damages for any breach, act, omission or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the Corporation. No amendment or repeal of this Article VI, no adoption of any provision in these Articles of Incorporation inconsistent with this Article VI and no repeal or modification of any provision of the Act which permits the elimination of liability of directors described in this Article shall eliminate or reduce the effect of this Article VI with respect to any matter occurring prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VII **DISTRIBUTION OF ASSETS UPON 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 Code or shall be distributed to a state or local governmental entity for public purposes, provided that any such distribution shall

be in furtherance, in the sole discretion of the Board of Directors, of one or more of the specific purposes and objectives of the Corporation set forth in Article II hereof. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

ARTICLE VIII
REGISTERED AGENT AND ADDRESS

The name and address of the registered agent of the Corporation are:

Mark Cotter
Ray Quinney & Nebeker P.C.
36 So. State St. #1400
Salt Lake City, UT 84111

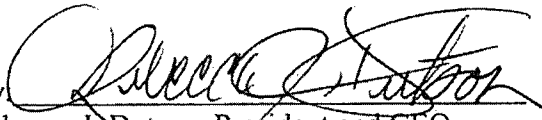
ARTICLE IX
AMENDMENT

These Articles may be amended upon the affirmative vote of a majority of the Board of Directors of the Corporation.

The foregoing amendments and restatement of the Corporation's Articles of Incorporation were adopted by resolution of the Board of Directors in a meeting on June 16, 2021. The Corporation does not have voting members and thus no member approval was required.

IN WITNESS WHEREOF, the foregoing Amended and Restated Articles of Incorporation of The Children's Center, having been adopted in accordance with law, have been executed effective the 16th day of June, 2021.

THE CHILDREN'S CENTER
(now known as The Children's Center Utah)

By 
Rebecca J. Dutson, President and CEO

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