

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNITED WAY OF SALT LAKE**

ARTICLE I

NAME

The name of the Corporation is United Way of Salt Lake.

ARTICLE II

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III

PURPOSES AND POWERS

A. Purposes. The Corporation is organized as a Utah nonprofit corporation to engage in any lawful act for which a nonprofit corporation may be organized under the Act and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") (or under the corresponding provision of any future United States Internal Revenue law). The specific purposes and objectives of the Corporation shall include, but not be limited to, the following:

1. United Way of Salt Lake's mission is to improve lives and build strong communities by uniting individuals and organizations with the will, passion, expertise and resources needed to solve problems.
2. United Way of Salt Lake has made a promise to the community to change the odds so all children and their families have the same chance to succeed in school and in life. United Way of Salt Lake advances the education, income stability and health of our neighborhoods and communities, to ensure every child succeeds, every step of the way, from cradle to career.
3. United Way of Salt Lake has adopted a Collective Impact approach to community problem-solving. Collective Impact work is focused in neighborhoods where community challenges are the greatest. Collective Impact requires that all segments of the community work together in a partnership among businesses, cities, government, schools, churches,

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foundations, parents and nonprofit organizations, to find new and innovative ways to address challenges and develop lasting community-level solutions.

4. United Way of Salt Lake serves as the backbone organization to ensure that all elements are in place to achieve success by providing organizational and staff support to assist and work alongside partners to simplify complexity, extend and improve partner relationships, connect dots, provide, analyze and use data, develop and implement plans, facilitate continuous improvement and communicate the work of the partnerships.
5. United Way of Salt Lake works with various partners to create a vision and set goals; measure success by tracking and sharing data and modifying programs to ensure results; align all programs, activities and strategies to mutually reinforce each other; and create an environment of continuous communication.
6. ..United Way of Salt Lake provides leadership, financial grants, technical assistance, coaching, staff support, data tools and evaluation, and other assistance to neighborhoods and communities in collaboration with a variety of partners to ensure that the goals and objectives of each partnership are moving forward and achieving results.
7. United Way of Salt Lake ensures that there is strong financial commitment and support from a broad array of stakeholders by developing and implementing innovative resource development strategies that provide sufficient resources to support the achievement of United Way of Salt Lake's vision, mission, and goals.
8. United Way of Salt Lake also provides financial grants to nonprofit organizations that provide basic needs services of food, shelter, health and safety.
- 9.. United Way of Salt Lake advocates at the local, state, regional and national levels on issues that affect its mission. Public policy advocacy is an essential component of United Way's mission. United Way understands government entities are critical decision-makers and partners in providing education, income, health, and basic needs services.
10. United Way of Salt Lake is the lead organization for United Way 2-1-1, the information and referral service system for the State of Utah. 2-1-1 is an easy-to-remember telephone number that connects people with vital health and human services.. It also provides critical assistance in the event of a disaster.

11. United Way of Salt Lake partners with other local nonprofits, organizations, and schools to provide meaningful volunteer opportunities for corporations, church groups, individuals, etc.

12. United Way of Salt Lake is a catalyst for positive community change.

B. Powers. The Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of the state of Utah and may do everything necessary 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. Limitations. The foregoing purposes and powers shall be subject to the following limitations:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the Corporation by any employee, or any other person or Corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no director or officer of the Corporation, or any private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in Section 501(h) of the Code. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
2. Upon dissolution of the Corporation, all of its assets shall be paid over or transferred to one or more exempt organizations of the kind described in Section 501(c)(3) of the Code as determined by the Corporation's Board of Directors.
3. 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 which is tax exempt under the provisions of Section 501(c)(3) of the Code.

ARTICLE IV

MEMBERS

The Corporation shall have no voting members and all business affairs of the Corporation shall be managed by its Board of Directors.

ARTICLE V

PRINCIPAL ADDRESS, REGISTERED OFFICE AND AGENT

The principal place of business and business office of the Corporation shall be maintained in the City and County of Salt Lake, State of Utah, at 257 East 200 South, Suite 300, Salt Lake City, Utah 84111. The registered agent for the Corporation is Bill Crim. The address of the registered agent of the Corporation is 257 East 200 South, Suite 300, Salt Lake City, Utah 84111.

ARTICLE VI

AMENDMENTS

These Articles may be amended or repealed, in whole or in part, by a majority of the Directors present at a regular or special meeting unless the act of a greater number is required by law.

ARTICLE VII

INDEMNIFICATION

If any director or officer of the Corporation is made a party to or is involved in any proceeding because such person is or was a Director or Officer of the Corporation, the Corporation shall indemnify such person in accordance with the bylaws of the Corporation.

ARTICLE VIII

LIMITATION ON LIABILITY

No Director or Officer of the Corporation shall be personally liable to the Corporation for civil claims arising from acts or omissions made in the performance of such person's duties as a Director or Officer, unless the acts or omissions are the result of such person's intentional misconduct.

ARTICLE IX

BYLAWS

The Corporation's bylaws shall be as adopted by the governing Board of Directors. Such Board shall have power to alter, amend or repeal the bylaws from time to time and adopt new bylaws. The Corporation's 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, as these Articles may from time to time be amended. No bylaw, however, at any time in effect, and no amendment to these Articles, shall have the effect of giving any director or officer of the Corporation any proprietary interest in its property or assets, whether during the term of its existence or as an incident to its dissolution.

IN WITNESS WHEREOF, these Articles of Amendment and Restatement are hereby executed, effective as of the 3rd day of September, 2015.

Adopted by the Board of Directors, United Way of Salt Lake, this 3rd day of September, 2015.



Scott C. Ulbrich
Chair, Board of Directors