

**Restated Articles Of Incorporation
of
Utah Repertory Theater Company Inc.**

Article I: Name

The name of the Corporation is Utah Repertory Theater Company Inc.

Article II: Duration

The period of duration of this corporation is perpetual.

Article III: Purpose

(a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah by producing theater productions for the public.

(b) To act and operate exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3).

(b) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.

(c) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity in furtherance of, incidental to, or connected with any of the other purposes.

(d) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing purposes.

Article IV: Limitations

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other 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 herein.

(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 any candidate for public office.

(c) Notwithstanding any other provision of these articles, 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article V: Members and Stock

The corporation shall not have any class of members or 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: Directors

The number of directors of this Corporation shall be at least three, as fixed from time to time by the By-Laws of the Corporation.

Article VIII: 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, or the 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. 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 IX: Current Directors and Place of Business

At the time of this Restatement, the directors are Johnny Hebda, Lee Hollaar, and Cylie Hall. The registered agent is Lee Hollaar at 1367 E 100 S, Salt Lake City UT 84102-1822. Current information is filed with and available from the Utah Department of Commerce, Division of Corporations and Commercial Code.

Adopted by the Board of Directors on December 3, 2016.