

ARTICLES OF INCORPORATION
OF
HENRY RAMPTON FAMILY ASSOCIATION, INC.

I the undersigned, over the age of twenty-one years, acting as incorporator of a nonprofit corporation under the Utah Revised Nonprofit Corporation Act, Section 16-6a of Utah Code, as amended, adopt the following Articles of Incorporation for such Corporation:

FIRST: The name of the Corporation shall be:

HENRY RAMPTON FAMILY ASSOCIATION, INC.

SECOND: The period of its duration shall be perpetual unless sooner terminated by law, or by two-thirds vote of its members attending the annual meeting.

THIRD: Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The charitable, religious, educational, and scientific purposes are as follows:

- (1) To cement ties of fellowship and kinship between living members of the Association by frequent association in a social way.
- (2) To educate the members and others who desire in genealogical research.
- (3) To do all temple ordinances in behalf of Henry Rampton's ancestors and relatives in the temples of the Church of Jesus Christ of Latter-day Saints.
- (4) To engage in scientific genealogical research.
- (5) To unite the resources and efforts of members so that a history and genealogy of Henry Rampton and his wives' ancestors may be made available to all interested persons.
- (6) To receive and maintain a fund or funds of real or personal property, or both, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the receipts exclusively for the above enumerated charitable, religious, educational, and scientific purposes either directly or by contributions to organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

FOURTH: 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 private persons except that the Corporation shall be authorized to make payments and distributions in furtherance of the proposed set forth in Article THIRD 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding sections of any future federal tax code

Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, educational, or scientific organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

FIFTH: As a means of accomplishing the foregoing purposes in the preceding, the Articles of Corporation shall have the following enumerated powers in addition to the general powers detailed in Section 16-6a-302 Utah Code as amended:

- (1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order of decree, or otherwise, for any of its objects and purposes, and property, both real and personal, of whatever kind, nature, or description and wherever situated.
- (2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.
- (3) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.
- (4) To invest and reinvest its funds in such stock, common or preferred bonds, debentures, mortgages, or in such other securities and property as its Governing Board shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
- (5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by contributions which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

SIXTH: Membership. The membership of the Association shall be composed of the descendants of Henry Rampton (1829) and Frances Dinwoodey Rampton and Ada Alice MacDuff Rampton and the husband or wife of any of these descendants. Persons under eighteen shall be registered as Junior Members. Junior Members are exempt from payment of dues and are not permitted to vote or hold office. The membership also

includes other persons who are not descendants of Henry Rampton, but who are interested in the genealogy of his or his wives' ancestors or descendants.

SEVENTH: Officers and Governing Board. The authority for guiding this Association shall be vested in the Governing Board of the Association. This board will consist of the following: The Executive Committee, Assistant Genealogists, Assistant Historians, Standing Committee Chairpersons, Family Representatives, and Association Advisors.

- (A) The elected officers of this organization shall be called the Executive Committee and consist of the following positions: President, First Vice-President, Second Vice-President, Secretary, Treasurer, Genealogist, Historian, Finance Chairperson, and Association Advisors. Their duties shall be those usually devolving upon such officers and as specified by the Governing Board.
- (B) It shall be the duty of the President and Vice-Presidents to give general direction to the Standing Committees as shall be appointed and to see that said committees are organized and functioning. The President shall call meetings of the Governing Board not less than once annually.
- (C) All elective officers shall be elected for a term of one year, or until their successors are duly elected. In the event that for any reason a member of the Presidency becomes unable to act, the other two members shall move up to fill the vacancy as required and a majority of the Governing Board shall appoint a second vice-president to act until the next election.
- (D) Additional Assistant Genealogists shall be filled by appointment by the Governing Board on the basis of aptitude and inclination to serve in these offices. Their terms of office shall be continuous until events create a necessity of change.
- (E) All elective officers shall be elected by a method deemed by a majority of the Governing Board to be advisable, and ratified at the next meeting of the General Association Membership.
- (F) If any elected officer is unable to fulfill his duties for any reason, the President can appoint said elected officer with approval of the majority of the Governing Board, either present at a meeting called for the purpose of organization, or by a personal contact to the Governing Board members by whatever means available.
- (G) The initial Governing Board consists of seven (7) Trustees who shall serve until their successors have been duly elected, appointed and qualified. The names and addresses of the initial Governing Board of Trustees are:

Roland Nelson	President
Helen Reader	1 st Vice President
Kathie McMillen	2 nd Vice President
Jean Nelson	Secretary
Jay Rampton	Treasurer
LaRaye Sheridan	Genealogist
Rich Smuin	Historian

All current and past Governing Board members will be posted in the HRFA (Henry Rampton Family Association) Administration document.

EIGHTH: Family Representatives. The Family Representatives will be comprised of no more than seventeen (17) members appointed by the Governing Board from the descendants of the following children of Henry Rampton, Frances Dinwoodey, and Ada Alice MacDuff.

(a) Families:

<u>Dinwoodey</u>	<u>MacDuff</u>
(1) Henry James Rampton	(9) George Albert Rampton
(2) William Rampton	(10) John R. Rampton
(3) Charles Hyrum Rampton	(11) Jane Rampton Hinman
(4) James Rampton	(12) Thomas Rampton
(5) Arthur Rampton	(13) Nellie Rampton Barlow
(6) Walter Rampton	(14) Malcolm MacDuff Rampton
(7) Catherine Rampton Pace	(15) Elizabeth Rampton Rollins Barlow
(8) Frederick Irving Rampton	(16) Sarah Anna Rampton Holbrook
	(17) Laura Olive Rampton

The descendants of the children of Henry Rampton, Frances Dinwoodey Rampton, and Ada Alice Mcduff Rampton shall be designated as families and numbered and named as above. The Family Representatives act as Advisors to the Governing Board in matters singularly pertaining to the Henry Rampton Family Association, and must be members in good standing within the respective families they represent.

- (b) Each family shall be entitled to nominate a member as a Family Representative, whose terms of office shall be continuous until events create a necessity of change. Such member shall be elected at the annual meeting in the year of vacancy.
- (c) If this is not done the President can appoint said Family Representative member with approval of the majority of the Governing Board, either present at a meeting called for the purpose of organization, or by a personal contact to the Governing Board members by whatever means available.

NINTH: Standing Committees. The Governing Board shall appoint members of the Board and others, based on aptitude and inclination to serve, to serve on the following standing committees.

- (1) Membership
- (2) Program
- (3) Finance
- (4) Hospitality
- (5) Media Specialists @ Website Webmasters
- (6) Reunion
- (7) Association Advisors

(A) Standing Committee Chairpersons and members are assigned duties which are limited to the scope of their appointment through direction of the Governing Board.

(B) All committees shall work under the general direction of the President and the Governing Board.

TENTH: There shall be no capital stock issued.

ELEVENTH: Initially, the registered office and registered agent shall be Roland Nelson, of Orem, Utah 84097, but may be moved anywhere as the Governing Board shall determine without amending the articles.

TWELFTH: For tax purposes, the Corporation will be classified as a private foundation and will comply with the provisions of Section 508(e) of the Internal Revenue Code which requires a private foundation to do the following.:

- (a) To require its income for each taxable year to be distributed at such time and in such manner as not to subject the foundation to tax under section 4942.
- (b) To prohibit the foundation from engaging in any act of self-dealing(as defined in Section 4941(d)), from making any investments in such manner as to subject the foundation to tax under section 4944, and from making any table expenditures (as defined in section 4945(d)).

Also the Corporation will comply with the provision of 16(6a)(116) of the Utah Code which state the following:

Except as otherwise specified in the Articles of incorporations or as provided by a court of competent jurisdiction, a nonprofit corporation that is a private foundation as defined in Section 509(a), Internal Revenue Code:

- (1) Shall make distributions for each taxable year at the time and in the manner as not to subject the nonprofit corporation to tax under Section 4942, Internal Revenue Code;
- (2) May not engage in any act of self-dealing as defined in Section 4941(d), Internal Revenue Code;
- (3) May not retain any excess business holdings as defined in Section 4943(d), Internal Revenue Code;
- (4) May not make any investments that would subject the nonprofit corporation to taxation under Section 4944, Internal Revenue Code; and
- (5) May not make any taxable expenditures as defined in Section 4945(d), Internal Revenue Code.