

APPROVED by the Division of Corporations  
and Commercial Code of the Utah State  
Department of Business Regulation

on the 4th day of March, A.D. 1988 AMENDED AND RESTATED ARTICLES OF INCORPORATION

Corporate Documents Examiner J.M.C.

Fees paid \$ 10.00

OF

THE CHILDREN'S CENTER

Pursuant to the provisions of the Utah Non-Profit Corporation and Cooperative Association Act, the undersigned corporation hereby adopts the following Amended and Restated Articles of Incorporation for and on behalf of The Children's Center, a Utah non-profit corporation.

ARTICLE I

The name by which the non-profit corporation shall be known is: THE CHILDREN'S CENTER.

ARTICLE II

The non-profit corporation is to have perpetual existence unless dissolved or terminated according to law.

ARTICLE III

The corporation exists exclusively for purposes for which a corporation may be formed under the Utah Non-Profit Corporation and Cooperative Association Act and not for pecuniary profit or financial gain. No part of the assets, income or profit of the corporation shall be distributable to, or inure to the benefit of, its Trustees or officers except to the extent permitted under the Non-Profit Corporation and Cooperative Association Act.

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STATE OF UTAH  
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#### ARTICLE IV

The purposes for which the corporation has been formed are:

To promote treatment of emotionally disturbed preschool and school age children, their parents, grandparents, foster parents, siblings and neighbors.

To train professionals in all areas of medicine, health, education and the behavioral sciences on the graduate, undergraduate and paraprofessional levels.

To operate as a voluntary, private non-profit agency with facilities to provide the above treatment and training.

To promote the cause of young children and an understanding of their emotional needs in the general public in an effort to prevent physical or emotional abuse of children.

To provide live-in or outpatient services for children in need of The Children's Center's services, to provide classes in parenting skills, to consult with day care centers and nursery schools, and to provide volunteer service opportunities for interested members of the public.

The foregoing recital of purposes may be changed from time to time by the Board of Trustees as it deems necessary in meeting the fundamental purpose of the corporation, which is to promote the emotional well-being of children. In carrying out these objectives and purposes, this non-profit corporation shall have all powers granted by statute for a non-profit corporation, including the power:

1. To acquire and possess by donation, gift, bequest, devise or purchase, and to hold and maintain property, real, personal and mixed; and to grant, sell, convey, rent or otherwise dispose of the same as may be necessary to carry on or promote the objects of the non-profit corporation.

2. To borrow money and to give written obligations therefor, and to secure the payment thereof by mortgage or other lien upon real or personal property, when necessary, to promote such objects.

3. To contract and be contracted with.

4. To sue and be sued.

5. to plead and be impleaded in all courts of justice.

6. To have and use a common seal by which all deeds and acts of such corporation may be authenticated; however, such seal is not necessary to so authenticate such deeds or acts.

In addition to the foregoing specific objectives, it is stated that the corporation is organized exclusively for charitable and educational purposes under the Internal Revenue Code of 1954 (or the corresponding provisions of any further United States Internal Revenue law) including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of said Code, and may engage in any other charitable or educational activity permitted to be carried on by said Code.



ARTICLE V

The corporation shall have no members.

ARTICLE VI

The corporation will not issue share certificates evidencing any interest in the corporation, and will have assets of at least \$1,000.00 before it transacts any activities permitted by law.

ARTICLE VII

The address of this corporation's principal office is as follows:

1855 Medical Circle  
Salt Lake City, Utah 84112

This corporation's agent for service of process is:

Kristina Hindert, M.D.  
1855 Medical Circle  
Salt Lake City, Utah 84112

ARTICLE VIII

The Board of Trustees shall consist of the variable number of three (3) to fifty-three (53) as the Board itself from time to time determines. The Board shall adopt such by-laws and resolutions as it may determine for the governance of the corporation and the Board's activities.

The initial Board of Trustees consists of the following members:

Susan Warshaw  
955 East 900 South  
Salt Lake City, Utah 84105

Robert Youngblood  
3920 South 1100 East, No. 110  
Salt Lake City, Utah 84124

Colleen Bangerter  
(Honorary Member)  
603 East South Temple  
Salt Lake City, Utah 84102

Norma Matheson  
(Honorary Member)  
2253 Hubbard Avenue  
Salt Lake City, Utah 84108

Kathy Wilson  
(Honorary Member)  
587 Perry's Hollow Road  
Salt Lake City, Utah 84103

#### ARTICLE IX

The initial incorporator of this organization was: Mrs.  
Noland Schneider.

#### ARTICLE X

Members of the Board, officers and staff, and those to whom the corporation's services are extended, shall not be restricted on the basis of race, sex, age, religion, national origin or handicap.

#### ARTICLE XI

No part of the net earnings of the corporation shall be distributable to any 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 herein. 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. Notwithstanding any other provision of these Amended and Restated 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 of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

#### ARTICLE XII

Upon dissolution of this corporation, its assets shall not be distributed to any private individuals but shall be distributed in accordance with law for a charitable or educational purpose.

#### ARTICLE XIII

The corporation shall indemnify any trustee or officer or former trustee or officer of the corporation, or any person who may have served at its request as a trustee, director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by such trustee or officer in connection with the defense of any



action, suit or proceeding in which he or she is made a party by reason of being or having been such trustee, director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of duty.

#### ARTICLE XIV

No trustee shall be personally liable to the corporation for monetary damages for a breach of fiduciary duty except for any breach of the trustee's duty of loyalty to the corporation, acts or omissions of the trustee not in good faith or which involve intentional misconduct or a knowing violation of the law or any transaction by the trustee from which he or she derived an improper personal benefit.

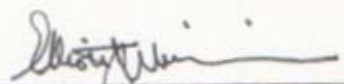
#### ARTICLE XV

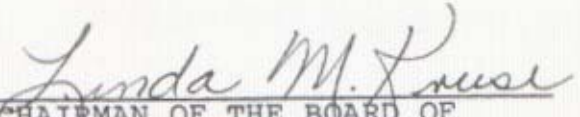
These Amended and Restated Articles of Incorporation were adopted at a regular meeting of the Board of Trustees, duly constituted, at which a quorum was present, by the vote of two thirds (2/3) of all trustees present, on the 23rd day of March, 1988.

DATED this 27th day of April, 1988.

THE CHILDREN'S CENTER  
A Utah non-profit corporation

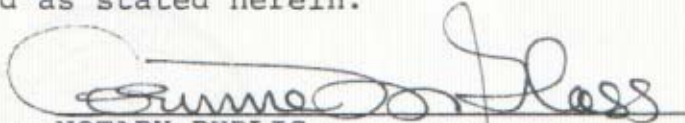
ATTEST:

  
\_\_\_\_\_  
SECRETARY

BY   
\_\_\_\_\_  
CHAIRMAN OF THE BOARD OF  
TRUSTEES

STATE OF UTAH )  
 : ss.  
COUNTY OF SALT LAKE )

I, CORINNE M. GLASS, a notary public, do hereby certify that on the 27th day of April, 1988, personally appeared before me LINDA M. KRUSE and ELLIOTT J. WILLIAMS, who, being by me first duly sworn, declared that they are the Chairman of the Board of Trustees and the Secretary of the Board of Trustees of The Children's Center, respectively, that they signed the foregoing document in that capacity and for and on behalf of The Children's Center, and that the within Amended and Restated Articles of Incorporation were duly adopted as stated herein.

  
NOTARY PUBLIC  
Residing in Salt Lake County, Utah


My Commission Expires:

June 14, 1991

I hereby accept appointment as the Registered Agent of The Children's Center.

  
KRISTINA HINDERT, M.D.

SUBSCRIBED AND SWORN TO before me this 27th day of April, 1988.

  
NOTARY PUBLIC  
Residing in Salt Lake County, Utah

My Commission Expires:

June 14, 1991