

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MOUNTAIN WEST MOTHER’S MILK BANK
A Utah Nonprofit Corporation

The undersigned, acting as representative of the Board of Directors under the Utah Revised Nonprofit Corporation Act (the “Act”), Section 16-6a-1006, adopts the following Amended and Restated Articles of Incorporation without member action since the Corporation has no members:

ARTICLE 1

The name of the corporation is **MOUNTAIN WEST MOTHER’S MILK BANK** (the “Corporation”).

ARTICLE 2
Type

The Corporation is a Utah nonprofit corporation.

ARTICLE 3
No Members

The Corporation will not have members.

ARTICLE 4
Purposes and Powers

4.1 **Primary Purpose.** The Primary purposes for which this Corporation is formed are:

- (a) To oversee and facilitate the collection, pasteurization, and distribution for human donor milk;
- (b) To provide training and education for health care providers and community members about the health importance of human milk for neonates and infants; and
- (c) To conduct research relative to advance the science of human milk banking.

4.2 **General Purpose.** The Corporation is organized and must be operated exclusively for charitable, scientific, testing for public safety, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

4.3 **Net Earnings.** No part of the Corporation’s net earnings may inure to the benefit of or be distributed to any director, officer, or other individual.

4.4 **Influencing Legislation.** No substantial part of the Corporation’s activities may consist of carrying on propaganda, or otherwise attempting, to influence legislation.

4.5 **Political Campaigns.** The Corporation may 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.

4.6 **Athletic Facilities or Equipment.** No part of the Corporation's activities may involve the provision of athletic facilities or equipment.

ARTICLE 5 Liability of Directors and Officers

The personal liability of a director or officer to the Corporation for monetary damages for any action taken or any failure to take any action as a director or officer is eliminated to the fullest extent permitted by Section 16-6a-823 of the Act.

ARTICLE 6 Indemnification

6.1 **Indemnification.** The Corporation shall indemnify an individual made a party to a proceeding because the individual is or was a director or officer of the Corporation against liability incurred in any proceeding to the fullest extent permitted by the Act.

6.2 **Advance of Expenses.** The Corporation will pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of the proceeding to the fullest extent permitted by the Act.

ARTICLE 7 Distribution of Assets on Dissolution

Upon dissolution, the Corporation must distribute all of its assets to an organization organized for a public or charitable purpose, a religious corporation, the United States, a State, or a person which is recognized as exempt under Section 501(c)(3) or related provisions of the Internal Revenue Code.

ARTICLE 8 Registered Office and Registered Agent

The street address of the Corporation's initial registered office and the name of its initial registered agent at that location is:

Elizabeth Smith, Board Chair
2995 S West Temple Suite C
SLC UT 84115

ARTICLE 9 Mailing Address for Notices


The mailing address to which notices may be mailed is:

Board Chair
2995 S West Temple Suite C
SLC UT 84115

ARTICLE 10 Effective Date

These amended and restated articles of incorporation will become effective on the date of filing with the Secretary of State of the State of Utah.

DATED: September 7, 2019

By: 

Elizabeth Smith
Chairperson of the Board of Directors