

ARTICLES OF INCORPORATION

for

XYZ DIVISION INC, A UTAH NON-PROFIT CORPORATION

The Articles will then proceed with a statement such as:

We, the undersigned natural persons all being of the age of twenty-one years or more, acting as incorporators under the state of Utah Non-Profit Corporation and Cooperative Association Act, adopt the following Articles of Incorporation for such Corporation:

The articles are then generally numbered and delineated as follows:

Article I

NAME

The name of the corporation is stated.

The Corporation is a non-profit corporation. The name of the non-profit corporation is XYZ DIVISION, INC.

Article II

DURATION

The period of duration of the corporation is stated. (A fixed number of years may be stated.)

The period of duration of this corporation is perpetual.

Article III

PURPOSE

The specific purpose for which the corporation has been formed is enumerated.

(a) The purpose for which the corporation is organized is exclusively for charitable and educational purposes authorized by the UTAH Non-Profit Corporation and section 501(c)(3) of the Internal Revenue Code as amended or supplemented, including for the development of and administering the sport of amateur fencing within the geographic area designated to the corporation and activities in furtherance of and incidental thereto including assisting and supporting such other organizations as may be reasonably related to the foregoing purposes, and for such other non-profit purposes as may be authorized by the UTAH Non-Profit Corporation and section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV

Address

The street address of its initial registered office 1234 Smith Rd., Smithtown, Utah, 89101 and the name of its initial registered agent at such address is Frank Jones.

Article V

Principal Place of Business

The place in this state where the principal place of business of the corporation is to be located is the city of Smithtown, Countyville County.

Article VI

Directors

A statement declaring whether or not the corporation will have "voting members." The number of directors constituting the initial governing board (at

least three (3)) and may list the name of each of those directors.

The number of directors of this Corporation shall be three (3), or more than three, as fixed from time to time by the By-Laws of the Corporation. The number of directors constituting the present Board of Directors of the Corporation is three, and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

John Doe
123 South North Temple
Temple
Salt Lake City, Utah 84222
84222

Bill Doe
321 North South

Salt Lake City, Utah

Mary Doe
123 North South Temple
Salt Lake City, Utah 84222

Article VII

Distribution declarations

Non-profit corporations that are tax-exempt must provide a declaration of distribution of corporate assets. The specific suggested language is as follows:

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

(ii) 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 or in opposition to any candidate for public office.

(iii) 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 501(c)(3) of the Internal Revenue Code, as amended or the corresponding provision of any future Federal Internal Revenue tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article VIII

DISSOLUTION

It is required that tax-exempt corporations provide in the articles of incorporation for the distribution of assets upon dissolution. The specific suggested language is as follows:

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 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.

Article IX
REGISTERED OFFICE AND INCORPORATOR

The address of the corporation's initial registered office, the name of the incorporator and his signature acknowledging acceptance as such must be included. The address must be a street address. A Post Office Box is not permitted.

The address of the corporation's initial registered office shall be:

321 South North Temple
Salt Lake City, Utah 84222

Such office may be changed at any time by the Board of Directors without amendment of these Articles of Incorporation.

The corporation's incorporator at such address shall be:

John Doe

I hereby acknowledge and accept appointment as incorporator:

Signature of agent

This section of your articles is MANDATORY and should closely follow the format shown here:

In Witness Whereof, We, John Doe, Mary Doe, Bill Doe, have executed these Articles of Incorporation in duplicate this __ day of _____, 20 __, and say:

That they are all incorporators herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.

John Doe

Mary Doe

Bill Doe