

## Office of Secretary of State

### ARTICLES OF CONSOLIDATION OF TWO NON-PROFIT CORPORATIONS

I, DAVID S. MONSON, Lt. Governor/Secretary of State of the State of Utah, hereby certify that duplicate originals of Articles of Consolidation of PARK CITY CONVENTION AND VISITORS BUREAU, INC., and PARK CITY CHAMBER OF COMMERCE, both Utah corporations to form a new corporation to be known as PARK CITY AREA CHAMBER OF COMMERCE-CONVENTION AND VISITORS BUREAU, INC., duly signed and verified pursuant to the provision of the Utah Non-Profit Corporation and Cooperative Association Act, have been received in my office and are found to conform to law.

ACCORDINGLY, by virtue of the authority vested in me by law, I hereby issue this Certificate of Consolidation of PARK CITY AREA CHAMBER OF COMMERCE-CONVENTION AND VISITORS BUREAU, INC., and attach hereto a duplicate original of the Articles of Consolidation.

File #96251

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Utah at Salt Lake City, this 22nd day of January A.D. 1982.

DAVID S. MONSON  
LT./GOVERNOR SECRETARY OF STATE

*Janet C. [Signature]*  
AUTHORIZED PERSON

FILED in the office of the LA. Secy. of

State of Utah, on the

day of

RECEIVED

AD. 1981

# DAVID S. RONSON ARTICLES OF CONSOLIDATION OF

of PARK CITY CHAMBER OF COMMERCE -

# ~~88237~~ PARK CITY CONVENTION AND VISITORS BUREAU, INC.

Pursuant to the provisions of Section 16-6-57 of the Utah Non-Profit Corporation and Co-operative Association Act, the undersigned non-profit corporations adopt the following Articles of Consolidation:

FIRST: The Plan of Consolidation (the "Plan") is attached hereto as Exhibit "A" and by reference made a part hereof.

SECOND: A meeting of the members of the Park City Chamber of Commerce was held on the 29th day of October, 1981, at which time a quorum was present and the Plan received at least 2/3 of the votes which members present at such meeting were entitled to cast.

THIRD: A meeting of the members of the Park City Convention and Visitors Bureau, Inc., was held on the 29th day of October, 1981, at which time a quorum was present and the Plan received at least 2/3 of the votes which members present at such meeting were entitled to cast.

DATED this 1st day of December, 1981

PARK CITY CHAMBER OF COMMERCE

Attest:

*David Krajewski*  
Secretary

*William C. ...*  
President

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

I hereby certify that on the 1st day of December, 1981, personally appeared before me David Krajewski and

ARTICLES OF CONSOLIDATION OF  
PARK CITY CHAMBER OF COMMERCE -  
PARK CITY CONVENTION AND VISITORS BUREAU, INC., (CONT.)

William McComb, who being duly sworn by me severally  
declared that he, William McComb, is the person who  
signed the foregoing document as President of the Park City Chamber  
of Commerce, and that he, David Krajieski, is the  
person who signed the foregoing document as Secretary of the Park  
City Chamber of Commerce, and that the statements therein contained  
are true.

Arleta J. Torti  
Notary Public  
Residing at:  
Salt Lake City, Utah

My Commission Expires:  
July 20, 1984

DATED this 1st day of December, 1981

PARK CITY CONVENTION AND VISITORS BUREAU, INC.

Attest:

Jess Reid  
Secretary

Robert Wells  
President

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

I hereby certify that on the 1st day of December,  
1981, personally appeared before me Jess Reid and  
Robert Wells, who being duly sworn by me  
severally declared that he Robert Wells, is the person  
who signed the foregoing document as President of the Park City  
Convention and Visitors Bureau, Inc., and that he, Jess Reid,  
is the person who signed the foregoing document as Secretary of  
the Park City Convention and Visitors Bureau, Inc., and that the  
statements therein contained are true.

Arleta J. Torti  
Notary Public  
Residing at:  
Salt Lake City, Utah

My Commission expires:  
July 20, 1984

## PLAN OF CONSOLIDATION

AGREEMENT entered this 1st day of December, 1981, by and between PARK CITY CHAMBER OF COMMERCE (hereinafter called "Chamber") and PARK CITY CONVENTION AND VISITORS BUREAU, INC. (hereinafter called "Bureau").

The purpose of this Plan of Consolidation (hereinafter the "Plan") is to effect a statutory consolidation of the Chamber and Bureau, pursuant to the provisions of Utah Code Annotated 16-6-54 et seq., as amended (hereinafter the "Code").

The Chamber is a non-profit corporation organized under the laws of the State of Utah on February 7, 1975, and reinstated on March 14, 1974, having its principal place of business in Park City, Utah. Its purpose is to stimulate the business climate in Park City by providing information and support for business, tourists and conventions.

The Bureau is a non-profit corporation organized under the laws of the State of Utah on August 22, 1979, having its principal place of business in Park City, Utah. Its purpose is to promote Park City as a year round destination resort and convention center.

The Board of Directors of the Chamber and the Board of Trustees of the Bureau deem it desirable and in the best interest of both corporations and their members that the Chamber and Bureau consolidate, and the corporations, respectively desire that they so consolidate pursuant to the laws of the State of Utah.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of such consolidation, the parties agree as follows:

ARTICLE I  
CONSOLIDATION

Pursuant to the laws of the State of Utah, the constituent non-profit corporations shall be consolidated into a single non-profit corporation to be formed by means of such consolidation, the name of which shall be Park City Area Chamber of Commerce - Convention and Visitors Bureau, Inc.

ARTICLE II  
ARTICLES OF INCORPORATION

The facts required to be set forth in the Articles of Incorporation of a non-profit corporation organized under the laws of the State of Utah which can be stated in the case of the consolidation provided for in this agreement are as follows:

1. The name of the corporation shall be Park City Area Chamber of Commerce - Convention and Visitors Bureau, Inc.

2. The principal office of the corporation is  
1647 Shortline Road, P. O. Box 758, Park City, Utah 84060.

*The registered agent shall be Margaret Billings*

3. The purposes of the consolidated corporation are:

(a) To promote the Park City area as a year round destination resort and convention center, to encourage business and community growth in the Park City area, and

(b) To have, exercise and enjoy each and every power which a Utah non-profit corporation may lawfully have, exercise and enjoy; and to enter into any lawful transaction which may be necessary incidental or convenient in connection with the purpose of the non-profit corporation.

(c) To sell membership, charge dues or otherwise make assessments, solicit and accept donations or contributions and make contract with the Summit County Travel Council, cities, towns, counties, State of Utah, the United States of America, or any other organization for the performance of any duties not inconsistent with law or this Article.

4. The non-profit corporation is to have perpetual existence, unless it is dissolved in accordance with law.

5. The non-profit corporation is to have members, each entitled to one vote.

ARTICLE III

OFFICERS AND DIRECTORS

The names of the first Directors and Officers of the Park City Area Chamber of Commerce - Convention and Visitors Bureau, Inc. who shall hold office until their successors are chosen or appointed pursuant to the Bylaws, and their respective addresses, are as follows:

<u>Directors</u>	<u>Address</u>
Bill Coleman	P. O. Box 1800, Park City, UT 84060
Dean Berrett	P. O. Box 84, Park City, UT 84060
Pete Park	P. O. Box 1598, Park City, UT 84060
Mark Stedman	P. O. Box 502, Park City, UT 84060
Ed Erie	P. O. Box 905, Park City, UT 84060
Bob Wells	P. O. Box 1807, Park City, UT 84060
Russ Abell	P. O. Box 1698, Park City, UT 84060
Diane Reed	P. O. Box 7, Park City, UT 84060
Garth Pymm	P. O. Box 1846, Park City, UT 84060
Teri Gomes	P. O. Box 2541, Park City, UT 84060
Jan Wyland	688 Kennicott Building Salt Lake City, UT 84111
Nan Ball	P. O. Box 1360, Park City, UT 84060
Jess Reid	P. O. Box 755, Park City, UT 84060 P. O. Box 939, Park City, UT 84060
Jere Calmes	
Susan Stillman	P. O. Box 1840, Park City, UT 84060
Tom Hansen	P. O. Box 1898, Park City, UT 84060
Laura Thomas	P. O. Box 39, Park City, UT 84060
Colleen Kelly	P. O. Box 889, Park City, UT 84060
Dave Hanna	P. O. Box 3000, Park City, UT 84060
Edna Schettler	P. O. Box 1828, Park City, UT 84060
David Krajewski	P. O. Box 1180, Park City, UT 84060
Dale Wallberg	P. O. Box 1238, Park City, UT 84060

after approval thereof by the members of either Chamber or Bureau, but after any such member approval, no amendment shall be made which substantially and adversely changes the terms hereof as to any party without further approval of the members of such party. This Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

ARTICLE VIII

TERMINATION

This Agreement may be terminated and the transactions contemplated hereby may be abandoned by mutual consent of the Board of Directors of Chamber and/or the Board of Trustees of Bureau at any time before the Effective Date.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Consolidation to be signed and executed as of the date and year first above written.

PARK CITY CHAMBER OF COMMERCE

Attest:

David Krajcski  
Secretary

William McComb  
President

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

I hereby certify that on the 1st day of December, 1981, personally appeared before me David Krajcski and William McComb, who being duly sworn by me severally declared that he, William McComb, is the person who signed the foregoing document as President of the Park City Chamber of Commerce, and that he, David Krajcski, is the person who signed the foregoing document as Secretary of the Park City Chamber of Commerce, and that the statements therein contained are true.

Prisca J. Torti  
Notary Public  
Residing at:  
Salt Lake City, Utah

My Commission Expires:  
July 30, 1984

PARK CITY CONVENTION AND VISITORS BUREAU, INC.

Attest:

Jess L. Reid  
Secretary

Robert Wells  
President

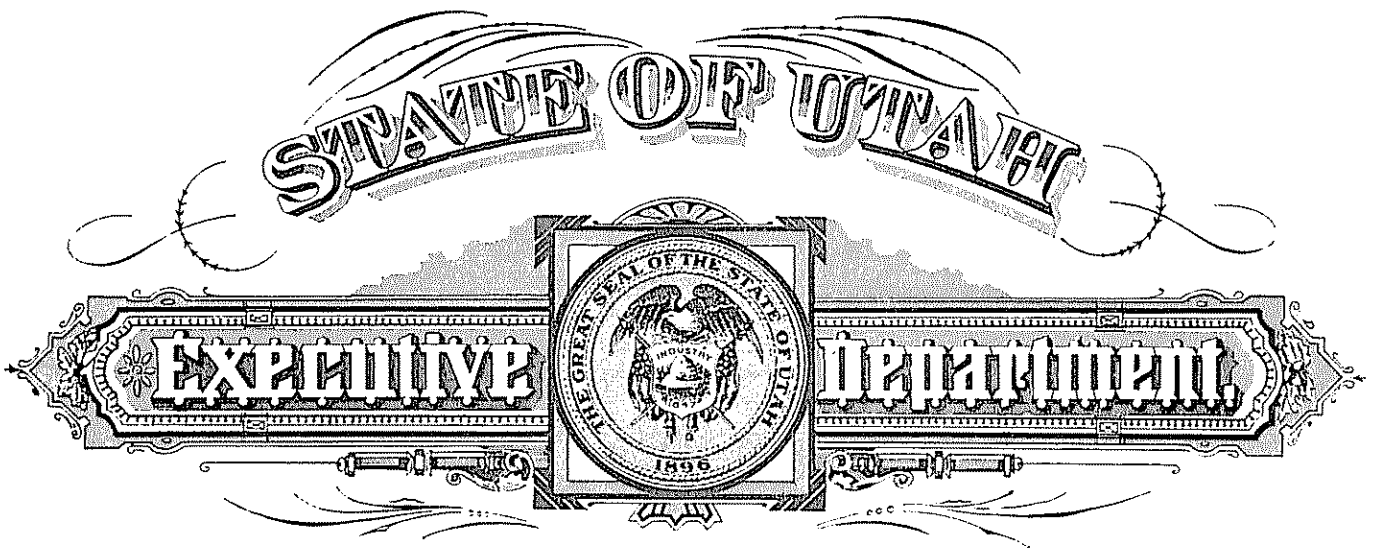
STATE OF UTAH )  
                  ) :ss.  
COUNTY OF SALT LAKE)

I hereby certify that on the 1st day of December, 1981, personally appeared before me Jess L. Reid and Robert Wells, who being duly sworn by me severally declared that he, Robert Wells, is the person who signed the foregoing document as President of the Park City Convention and Visitors Bureau, Inc., and that he, Jess L. Reid, is the person who signed the foregoing document as Secretary of the Park City Convention and Visitors Bureau, Inc., and that the statements therein contained are true.

Anita J. Torti  
Notary Public  
Residing at:  
Salt Lake City, Utah

My commission expires:  
July 20, 1984





## Office of Secretary of State

### ARTICLES OF CONSOLIDATION OF TWO NON-PROFIT CORPORATIONS

I, DAVID S. MONSON, Lt. Governor/Secretary of State of the State of Utah, hereby certify that duplicate originals of Articles of Consolidation of PARK CITY CONVENTION AND VISITORS BUREAU, INC., and PARK CITY CHAMBER OF COMMERCE, both Utah corporations to form a new corporation to be known as PARK CITY AREA CHAMBER OF COMMERCE-CONVENTION AND VISITORS BUREAU, INC., duly signed and verified pursuant to the provision of the Utah Non-Profit Corporation and Cooperative Association Act, have been received in my office and are found to conform to law.

ACCORDINGLY, by virtue of the authority vested in me by law, I hereby issue this Certificate of Consolidation of PARK CITY AREA CHAMBER OF COMMERCE-CONVENTION AND VISITORS BUREAU, INC., and attach hereto a duplicate original of the Articles of Consolidation.

File #96251

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Utah at Salt Lake City, this 22nd day of January A.D. 1982.

\_\_\_\_\_  
DAVID S. MONSON  
LT./GOVERNOR SECRETARY OF STATE

\_\_\_\_\_  
*Janet C. Kasey*  
AUTHORIZED PERSON