



State of Utah
 Department of Commerce
 Division of Corporations & Commercial Code
 Articles/Statement of Conversion

This form cannot be hand written: 05/04/2017

Receipt Number: 6871701

Amount Paid: \$37.00



Non-Refundable Processing Fee: \$37.00

RECEIVED

MAY 04 2017

1. The Articles/Statement of Conversion shall state:

Entity Number: 8876854-0151

Utah Div. of Corp. & Comm. Code

First: The name and entity type of the company immediately prior to the filing of the conversion:

Name: Lyrical Opera Theater

Entity Type (Corp, LLC, LP, Partnership, DBA, etc.): DBA

Second: The date and state where the company was first created and, if it has changed, its jurisdiction immediately prior to its conversion;

12/6/2013
 Date of formation

Utah
 State / Jurisdiction

Third: The name and entity type of the company as set forth in its converted entity filing;

Name: Lyrical Opera Theater

Entity Type: Non-profit Corp.

Utah
 State / Jurisdiction

Registered Agent address or mailing address for service of process if not qualified as a foreign entity in Utah

Fourth: The future effective date of the conversion to the new entity if it is not to be effective upon the filing of the conversion;

Fifth: Under penalties of perjury, I declare that the Articles/Statement of Conversion have been duly approved by the owners of the entity.

Name: Lyrical Opera Products, Inc.

Signature: [Handwritten Signature]

Title: President

Date: 5/4/2017

2. Additional filing requirements: The non-refundable processing fee of \$37.00 payable to the State of Utah, and application for new entity must accompany this form. No additional fee for the new application.

Under GRAMA {63-2-201}, all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.

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State of Utah This form must be type written or computer generated.
 Department of Commerce
 Division of Corporations & Commercial Code
 Articles of Incorporation (Nonprofit)

Important: Read instructions before completing form Non-Refundable Processing Fee: \$30.00

1. Name of Corporation:	Lyrical Opera Theater		
2. Purpose:	Arts education		
3. Who/What is the name of the Registered Agent (Individual or Business Entity or Commercial Registered Agent)? Lynnette Owens			
The address must be listed if you have a non-commercial registered agent. What is a commercial registered agent? Address of the Registered Agent: 7903 S. Palladium Dr. Utah Street Address Required, PO Boxes can be listed after the Street Address			
City: West Jordan		State UT	Zip: 84088
4. Name, Signature and Address of Incorporator <small>(attach additional page if there is more than 1 incorporator)</small>	Lynnette Owens		
	Name	7903 S. Palladium Dr., West Jordan Utah 84088	
	Address	City	State Zip
	Signature:	Date:	
5. Voting Members: The nonprofit corporation <input type="radio"/> will <input checked="" type="radio"/> will not have voting members.			
6. Shares: The nonprofit corporation <input type="radio"/> will <input checked="" type="radio"/> will not issue shares evidencing membership or interests in water or other property rights. The aggregate number of shares that the nonprofit corporation has authority to issue shall be <input type="text"/> The shares <input type="text"/> will <input type="text"/> will not be divided up in to classes. Type 1 <input type="text"/> Number of Shares: <input type="text"/> Statement: <input type="text"/> Type 2 <input type="text"/> Number of Shares: <input type="text"/> Statement: <input type="text"/>			
7. Assets: Upon dissolution assets of the corporation will be distributed in a manner consistent with law.			
8. Principal Address:		7903 S. Palladium Dr., West Jordan UT 84088 <small>Address City State Zip</small>	
9. Name and Address of Directors: <small>(attach an additional page if there are more than 3 directors)</small>	1. Lynnette Owens		Director
	Name	Position	
	7903 S. Palladium Dr., West Jordan, UT 84088		
	Address	City	State Zip
	2. Jessica Pugmire		Director
	Name	Position	
	7903 S. Palladium Dr., West Jordan UT 84088		
	Address	City	State Zip
	3. Christopher Arbizu		Director
Name	Position		
7903 S. Palladium Dr., West Jordan, UT 84088			
Address	City	State Zip	
Under GRAMA {63-2-201}, all registration information maintained by the Division is classified as public record.			
Optional Inclusion of Ownership Information: This information is not required.			
Is this a female owned business?		<input checked="" type="radio"/> Yes <input type="radio"/> No	
Is this a minority owned business?		<input type="radio"/> Yes <input checked="" type="radio"/> No	
If yes, please specify:		<input type="text" value="Select/Type the race of the owner here"/>	

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**Articles of Incorporation
for
Lyrical Opera Theater
A Utah Nonprofit Corporation**

WE, THE UNDERSIGNED, being Principal Officers of Lyrical Opera Theater, a Utah nonprofit corporation organized and existing by virtue of the laws of the State of Utah, and acting pursuant to the provisions of the Utah Revised Nonprofit Corporation Act, Title 16, Chapter 6a, Utah Code Annotated 1953, as amended (the "Act"), who have been duly authorized by the Board of Directors (as herein defined) of the Corporation to execute this document on behalf of the Corporation, hereby certify that, by resolution at a meeting of the Board of Directors held on May 3, 2017 the following Articles of Incorporation were adopted by the unanimous affirmative vote of the Board of Directors of the Corporation.

Article I - NAME

The name of the corporation shall be Lyrical Opera Theater.

Article II - DURATION

The term of existence for the Corporation shall be perpetual, subject to dissolution as authorized by law.

Article III - PURPOSES

The Corporation is organized exclusively for (a) charitable and educational purposes, including for such purposes, as the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"); (b) solicitation and receipt of contributions, (c) maintaining an opera for the State of Utah which shall give regular operatic, concert and educational outreach programs; (d) developing, insofar as is consistent with regard to business efficiency and artistic performance, musical talent and related resources; (e) any other purpose as may be permitted to a nonprofit corporation under the applicable laws of the State of Utah, it being the specific purpose of the Corporation that it is organized and shall be operated not for pecuniary profit; and (f) engaging in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the forgoing purposes.

Article IV - MEMBERS

The Corporation shall have no members. However, the Corporation may recognize donors to the Corporation in its various communications with the public and elsewhere, and may adopt by resolution of its Board of Directors or as a part of its Bylaws, if any, provisions pertaining to the classification of donors; provided, however, that no donor shall have any voting rights merely by virtue of said donor's status as a donor.

Article V - NONSTOCK

The Corporation is organized upon a nonstock basis and shall not have the power to issue shares of stock evidencing membership in the Corporation or interests in or other rights to any of its property, whether real or personal.

Article VI – DIRECTORS

Number, Qualification and Responsibility: Except as otherwise provided in the Act, these Articles of Incorporation or the Bylaws of the Corporation, the management and affairs of the Corporation shall be vested in and exercised by the Board of Directors. Qualifications of the Directors, the number of Directors, their terms of office and the manner of their election or appointment shall be determined according to the Bylaws of the Corporation from time to time in force; provided, however, that no Bylaw of the Corporation shall ever be so construed as to enlarge the responsibility or liability imposed upon a Director by the laws of the State of Utah.

1. Immunity and Indemnification: Directors shall enjoy all of the immunities from liability permitted by the laws of the State of Utah, and shall have the right to indemnification consistent with the laws of the State of Utah for suits, claims, actions, proceedings, and other losses or liabilities of whatever nature arising or which might be claimed to have arisen out of a Director's service as a Director, officer, or agent of the Corporation, and no resolution or Bylaw of the Corporation shall ever be deemed to restrict a Director's right to such indemnification. This right to indemnification shall not be deemed to be exclusive of any other rights to which a trustee may be entitled under any law, rule, regulation, Bylaw, resolution, vote, agreement, or otherwise.
2. Director Personal Liability: Within the meaning of and in accordance with applicable Utah law, no Director of the Corporation, whether a current or past member of the Board of Directors, shall be personally liable to the Corporation for monetary damages for breach of his or her fiduciary duty as a Director or for any other monetary damages for any action taken or failure to take any action as a Director; provided, however, that this paragraph shall not be deemed to limit or eliminate the liability of a Director to the extent that liability is imposed upon a Director by applicable law for: (i) any breach of the Director's duty of loyalty to the Corporation; (ii) any act or omission not in good faith, or which involves intentional misconduct or knowing violation of the law; or (iii) any transaction from which the trustee derived an improper personal benefit. The limitation of liability provided herein shall continue after a Director has ceased to occupy such position as to acts or omissions occurring during such person's term or terms of office. Any repeal or modification of this section shall not adversely affect any right or protection of a trustee of the corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.
3. Committees: The Board of Directors may, in accordance with Section 16 6a 817 of the Act, designate pursuant to the Bylaws or a resolution adopted by a majority of the Directors then in office, one or more committees, each of which may consist of at least one Director and which shall have and may exercise the full authority of the Board of Directors in the management of the Corporation to the extent that such authority is provided in the enabling Bylaw or resolution; provided, however, that no such committee or committees shall be permitted to exercise any power prohibited to a committee under these Articles of Incorporation, the Act or the Bylaws of the Corporation. Except as otherwise provided in the Act, these Articles of Incorporation, the terms, conditions and powers of any committee of the Board of Directors shall be determined according to the Bylaws of the Corporation from time to time in force.

The name(s) and address(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are: Their names and addresses are as follows:

1. Lynnette Owens, 7903 Palladium Drive, West Jordan, UT 84088
2. Jessica Pugmire, 7903 Palladium Drive, West Jordan, UT 84088
3. Christopher Arbizu, 7903 Palladium Drive, West Jordan, UT 84088

Article VII – POWERS

The Corporation shall have all of the powers permitted to such corporations by the laws of the State of Utah which are useful or convenient in the furtherance of the purposes of the Corporation as set forth in Article III above.

1. Restrictions on Powers:

- a. Notwithstanding any other provision of these Articles of Incorporation, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or other 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 its exempt purposes.
- b. Except as otherwise provided by Section 501(b) of the Code, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Corporation shall 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 except as authorized under the Code.
- c. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on d(a) by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which, are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.
- d. All references in these Articles of Incorporation to the provisions of the Code are the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

Article VIII – CONTRACTS WITH DIRECTORS OR OFFICERS

No Director, officer, managing agent, employee or other person shall derive a principal economic benefit from the operation of the Corporation. However, any person, including an officer or Director of the Corporation may deal or contract with the Corporation, provided that no person or entity shall be paid any fee, salary, rent or other payment of any kind in excess of the fair market value for the service rendered, goods furnished or facilities or equipment rented; provided further, that at a meeting of the Board of Directors or a committee thereof having authority in the premises to authorize or confirm such contract or transaction, the interest of such officer, Director, or other person or entity is disclosed or made known and there shall be present a quorum of the Board of Directors or such committee and such contract or transaction shall be approved by a majority of such quorum consisting of the Board of Directors or committee members not so interested.

No member of the Board of Directors and no officer shall be liable to the Corporation for any transaction or contract of the Corporation ratified or approved as herein provided, and they are relieved from any liability that might otherwise exist with respect to such transactions or contracts; provided however, that such indemnification shall not apply to contracts or transactions with the Corporation for which any Director or officer may be party to in an individual capacity and not as a Director or officer of the Corporation, as the case may be.

Article IX – INCORPORATORS

The names and street addresses of the incorporators of the Corporation are:

- Lynnette Owens 7903 Palladium Drive
 West Jordan, UT 84088
- Jessica Pugmire 7903 Palladium Drive
 West Jordan, UT 84088
- Christopher Arbizu 7903 Palladium Drive
 West Jordan, UT 84088

Article X – INITIAL OFFICE AND REGISTERED AGENT

The location and street address of the initial principal office of the Corporation, and the name and address of the initial registered agent for the Corporation under these Articles of Incorporation, which principal office and registered agent may be changed by the Board of Directors of the Corporation without amending these Articles of Incorporation, shall be:

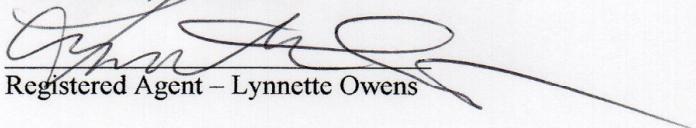
INITIAL PRINCIPAL OFFICE:

7903 Palladium Drive,
West Jordan, UT 84088

INITIAL REGISTERED AGENT:

Pursuant to the provisions of Section 16 6a 202(1)(d) of the Utah Code An noted, Lynnette Owens herewith acknowledges and accepts her appointment as the registered agent for the Corporation. This acknowledgment and acceptance of appointment as registered agent is freely and voluntarily made and given by the undersigned.

The street and mailing address of the Registered Office and Registered Agent is 7903 Palladium Drive, West Jordan, UT 84088.


Registered Agent – Lynnette Owens

Article XI – LIMITED LIABILITY

Directors and officers of the Corporation shall not be individually or personally liable for the debts or obligations of the Corporation.

Article XII – DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute, dispose of or transfer all of the assets of the Corporation in such manner, or to such organization or organizations which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code, or in any other manner consistent with applicable law, as the Board of Directors shall, in its sole discretion, determine. No Director, or officer of the Corporation or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

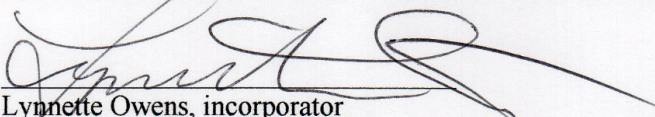
Article XIII – AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of two-thirds of the Directors then in office, or by such other number of Directors then in office or in such other manner as might be permitted or required from time to time by the laws of the State of Utah. Each provision hereof shall be so construed as to make same compatible with the then-current provisions of the governing laws, rules, and regulations of the United States of America and of the State of Utah, it being the intent of the incorporators and of the Board of Directors that each and every provision hereof be and remain in accord with all applicable laws, rules, and regulations.

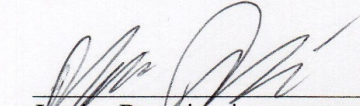
Article XIV – OFFICERS

Officers and agents of the Corporation shall be elected or appointed in accordance with the laws of the State of Utah and pursuant to the provisions of the Bylaws of the Corporation. Officers and agents shall have such authority and perform such duties as may be permitted by the laws of the State of Utah, as limited by and specified in the Bylaws of the Corporation and the resolutions of the Corporation's Board of Directors. Officers shall enjoy the same immunity from liability and the same right of indemnification as that provided for Directors pursuant to Article VI above.

IN WITNESS WHEREOF, we, the undersigned have duly executed this document pursuant to the authority granted to us by the Board of Directors of the said corporation as of May 4, 2017



Lynnette Owens, incorporator
President of the Board of Directors, Treasurer



Jessica Pugmire, incorporator
Vice-President of the Board of Directors

Christopher Arbizu
Christopher Arbizu, incorporator
Secretary of the Board of Directors