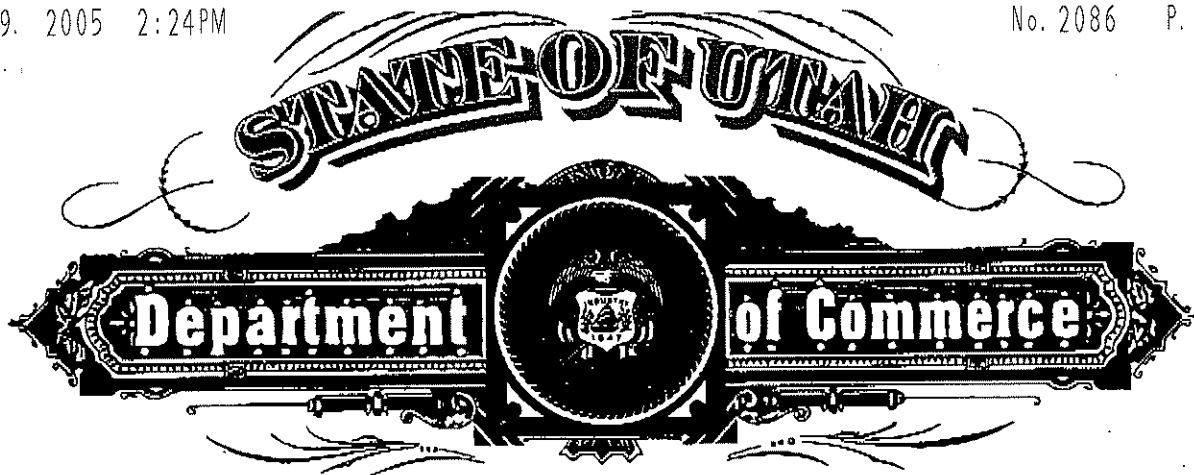




THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE HEREBY CERTIFIES THAT the attached is a true, correct, and complete copy of THE ARTICLES OF INCORPORATION AND AMENDMENTS

***CORPORATION OF THE PRESIDING BISHOP OF THE CHURCH
OF JESUS CHRIST OF LATTER-DAY SAINTS***

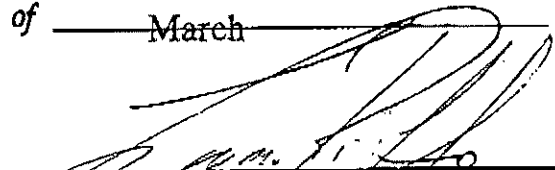
and the endorsements thereon, as the same is taken from and compared with the original filed in the office of the Division on *JULY 13, 1916*, and now remaining on file and of record therein.

AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.



Received Time Dec. 19. 1:15PM

Dated this 26TH day
of March, 19 99.


Lorena P. Rizzo
Division Director of
Corporations and Commercial Code

EXPEDITE

RECEIVED

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE CORPORATION OF THE PRESIDING BISHOP OF
THE CHURCH OF JESUS CHRIST OF LATTER-DAY SAINTS

FEB 27 1997

UTAH DIV. OF CORP. AND COMM. COD.

Pursuant to Utah Code Ann. § 16-7-14, the Corporation of the Presiding Bishop of The Church of Jesus Christ of Latter-day Saints amends and restates its Articles of Incorporation to read in their entirety as follows:

ARTICLES OF INCORPORATION:

First.

The name of the corporation shall be the "Corporation of the Presiding Bishop of The Church of Jesus Christ of Latter-day Saints."

Second.

The object of this Corporation shall be to acquire, hold, and dispose of such real and personal property as may be conveyed to said Corporation for religious and charitable purposes and public worship of The Church of Jesus Christ of Latter-day Saints, a religious society; consequently this Corporation has not been organized for the purpose of making a profit. Such real and personal property may be situated, either within the State of Utah, or elsewhere, and this Corporation shall have power, without any authority or authorization of the members of said Church or religious society, to grant, sell, convey, rent, mortgage, exchange, or otherwise dispose of the same, or any part thereof; however, this Corporation is prohibited from declaring or paying dividends, and in no case shall its income or assets be distributed directly or indirectly among the members of the Church.

Third.

The estimated value of the property of which I hold the legal title for the purpose aforesaid, at the time of making these Articles of Incorporation, is \$16,000.00.

Fourth.

The title of the person making these Articles of Incorporation is "Presiding Bishop of The Church of Jesus Christ of Latter-day Saints."

Fifth.

The corporate seal shall contain the words, "Corporation of the Presiding Bishop of The Church of Jesus Christ of Latter-day Saints," and an impression thereof is hereto affixed.

Sixth.

In the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed among legal entities of similar objectives, that is, to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes

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and which has established its tax exempt status under § 501(c)(3) (or its successor) of the Internal Revenue Code.

IN WITNESS WHEREOF these AMENDED AND RESTATED ARTICLES OF INCORPORATION are adopted by the Corporation of the Presiding Bishop of The Church of Jesus Christ of Latter-day Saints this February 27th 1997

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and approved on the 27th day of Feb 1997
in the office of this Division and hereby issue
this Certificate thereof.

Examiner



Kurla E. Woods
KURLA E. WOODS
Notary Public
State of Utah

**CORPORATION OF THE PRESIDING
BISHOP OF THE CHURCH OF JESUS
CHRIST OF LATTER-DAY SAINTS**

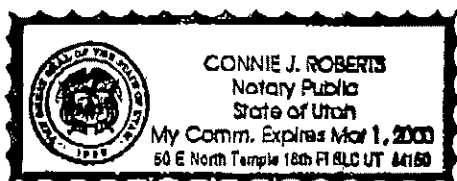
By:

H. David Burton Presiding Bishop and
Corporation Sole

STATE OF UTAH)
: ss
COUNTY OF SALT LAKE)

On the 27th day of February, 1997, personally appeared before me H. David Burton, who is known to me to be the Presiding Bishop of The Church of Jesus Christ of Latter-day Saints and successor to the original Presiding Bishop of said Church and the person whose name is subscribed to the foregoing instrument as such Presiding Bishop, and he duly acknowledged to me that he executed the same on behalf of the corporation sole as the lawful and proper successor in office to the original incorporator.

Connie J. Roberts
Notary Public
Residing in Salt Lake County



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AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE
 "CORPORATION OF THE PRESIDING BISHOP OF THE
 CHURCH OF JESUS CHRIST OF LATTER-DAY SAINTS."

UNITED STATES OF AMERICA,)
 :
 STATE OF UTAH, (SS.
 :
 COUNTY OF SALT LAKE)

FILED in the Office of the Lt. Governor
 of the State of Utah, on the 8th
 Feb 1979
 DAVID S. MONSON
 Lt. Gov/Sec. of State
 Ring Clerk *[Signature]* Fee \$1.00

Corporation of the Presiding Bishop of The Church of
 Jesus Christ of Latter-day Saints hereby amends the Second Article
 of its Articles of Incorporation to read as follows:

II.

The object of this corporation shall be to acquire, hold,
 and dispose of such real and personal property as may be conveyed
 to said corporation for the benefit of the members of the Church of
 Jesus Christ of Latter-day Saints, a religious society, for the
 benefit of religion, for works of charity and for public worship.
 Such real and personal property may be situated, either within the
 State of Utah, or elsewhere, and this corporation shall have power,
 without any authority or authorization from the members of said
 Church or religious society, to grant, sell, convey, rent, mortgage,
 exchange, or otherwise dispose of the same, or any part thereof;
 however, this corporation is prohibited from declaring or paying
 dividends.

CORPORATION OF THE PRESIDING BISHOP
 OF THE CHURCH OF JESUS CHRIST OF
 LATTER-DAY SAINTS

By

[Signature of Victor L. Brown]

VICTOR L. BROWN

Presiding Bishop of The Church of
 Jesus Christ of Latter-day Saints.

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

On this 4th day of October , A.D., 1978, before me, the
 undersigned, a Notary Public in and for said county, personally
 appeared Victor L. Brown, who is known to me to be the person whose
 name is subscribed to the foregoing instrument as Presiding Bishop
 of the Church of Jesus Christ of Latter-day Saints, and duly
 acknowledged to me that he executed the same as such Bishop.

[Signature of Graham Dodd]
 Graham Dodd, Notary Public

My Commission Expires
 May 13, 1980

Received Time Dec. 19. 1:15PM

ARTICLES OF INCORPORATION

of the

CORPORATION OF THE PRESIDING BISHOP OF THE
CHURCH OF JESUS CHRIST OF LATTER-DAY SAINTS.

UNITED STATES OF AMERICA,
State of Utah,
County of Salt Lake.

ss.

I, the undersigned, having been duly chosen and appointed
Presiding Bishop of the Church of Jesus Christ of Latter-day
Saints, in conformity with the rites, regulations and discipline
of said Church, being desirous of forming a corporation for the
purpose of acquiring, holding and disposing of Church or religious
society property, for the benefit of religion, for works of chari-
ty and for public worship, under and pursuant to the provisions
of Chapter 2, Title 14, of the Compiled Laws of Utah, 1907, on
"Churches and Religious Societies," and all acts amendatory there-
of and supplementary thereto, for that purpose do hereby make and
subscribe, in duplicate, the following

ARTICLES OF INCORPORATION:

First.

The name of this corporation shall be the "Corporation of the
Presiding Bishop of the Church of Jesus Christ of Latter-day Saints."

Second.

The object of this corporation shall be to acquire, hold and
dispose of such real and personal property as may be conveyed to
said corporation for the benefit of the members of the Church of
Jesus Christ of Latter-day Saints, a religious Society, for works
of charity and for public worship.

THIRD.

The estimated value of the property of which I hold the legal title for the purpose aforesaid, at the time of making these Articles of Incorporation, is Eighteen thousand Dollars.

FOURTH.

The title of the person making these Articles of Incorporation is "Presiding Bishop of the Church of Jesus Christ of Latter-day Saints."

FIFTH.

The corporate seal shall contain the words, "Corporation of the Presiding Bishop of the Church of Jesus Christ of Latter-day Saints," and an impression thereof is hereto affixed.

Charles W. Nibley
Presiding Bishop of the Church
of
Jesus Christ of Latter-day Saints.

STATE OF UTAH,)
) ss.
County of Salt Lake.)

On this 11th day of July, A. D. 1916, before me Arthur C. Carter, a notary public in and for said County, personally appeared Charles W. Nibley who is known to me to be the person whose name is subscribed to the foregoing instrument as Presiding Bishop of the Church of Jesus Christ of Latter-day Saints, and duly acknowledged to me that he executed the same as such Bishop.

Arthur C. Carter
Notary Public.

My commission expires Dec. 1, 1917.

AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE "CORPORATION OF
THE PRESIDING BISHOP OF THE CHURCH OF JESUS CHRIST OF LATTER-DAY SAINTS."

United States of America,

State of Utah,

County of Salt Lake.

ss.

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Corporation of the Presiding Bishop of the Church of Jesus
Christ of Latter-Day Saints hereby amends the Second Article of its
Articles of Incorporation, to read as follows:

Second.

The object of this corporation shall be to acquire, hold and
dispose of such real and personal property as may be conveyed to
said corporation for the benefit of the members of the Church of
Jesus Christ of Latter-Day Saints, a religious society, for the bene-
fit of religion, for works of charity and for public worship. Such
real and personal property may be situated, either within the State
of Utah, or elsewhere, and this corporation shall have power, with-
out any authority or authorization from the members of said church
or religious society, to grant, sell, convey, rent, mortgage, ex-
change, or otherwise dispose of the same, or any part thereof.

CORPORATION OF THE PRESIDING BISHOP OF THE
CHURCH OF JESUS CHRIST OF LATTER-DAY SAINTS.

By

Charles W. Nibley
Presiding Bishop of the Church of
Jesus Christ of Latter-Day Saints.

State of Utah,)

: ss.

County of Salt Lake.)

On this 29th day of May, A. D. 1917,
before me, the undersigned, a Notary Public in and for said county,
personally appeared Charles W. Nibley, who is known to me to be the
person whose name is subscribed to the foregoing instrument as Pre-
siding Bishop of the Church of Jesus Christ of Latter-Day Saints,
and duly acknowledged to me that he executed the same as such bishop.

W. H. Shepherd
Notary Public.

My commission expires: April 14, 1919.

TITLE 16. CHAPTER 7. UTAH CODE ANNOTATED. 1953.CORPORATION SOLE

16-7-1. RIGHT TO FORM--PURPOSES. Corporations sole may be formed for acquiring, holding or disposing of church or religious society property for the benefit of religion, for works of charity and for public worship, in the manner hereinafter provided.

16-7-2. ARTICLES OF INCORPORATION--EXECUTION--FILING. Any person being the archbishop, bishop, president, trustee-in-trust, president of stake, president of congregation, overseer, presiding elder or clergyman of any church or religious society who shall have been duly chosen, elected or appointed in conformity with the constitution, canons, rites, regulations or discipline of such church or religious society, and in whom shall be vested the legal title to its property, may make and subscribe articles of incorporation in duplicate, acknowledge the same before some officer authorized to take acknowledgements and file one copy of such articles in the office of the secretary of state; the other he shall retain in his possession.

16-7-3. CONTENTS OF ARTICLES OF INCORPORATION. The articles of Incorporation shall specify:

1. The name of the corporation by which it shall be known.
2. The object of the corporation.
3. The estimated value of the property at the time of the making of the Articles of Incorporation.
4. The title of the person making such articles.

16-7-4. CERTIFIED COPIES OF ARTICLES AS EVIDENCE. The Articles of Incorporation or a certified copy of those filed and recorded in the office of the Secretary of State shall be evidence of the existence of such corporation.

16-7-5. AMENDMENTS OF ARTICLES OF INCORPORATION. Any corporation so formed shall have power from time to time to alter or amend its Articles of Incorporation; such amendment shall be made by the corporation sole and executed by the same person who executed the original Articles of Incorporation or by his successor in office, and shall be filed in the same manner as is provided for the filing of the original Articles.

16-7-6. POWERS OF CORPORATIONS SOLE. Upon making and filing the Articles of Incorporation as herein provided, the person subscribing the same and his successor in office, by the name or title specified in the Articles, shall thereafter be deemed and is hereby created a body politic and a corporation sole, with perpetual succession, and shall have 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 corporation.

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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.

16-7-7. RIGHT TO ACT WITHOUT AUTHORIZATION FROM MEMBERS--SALE OF PROPERTY. Any corporation sole created under this chapter, and any such archbishop, bishop, president, trustee-in-trust, president of stake, president of congregation, overseer, presiding elder or clergyman of the state of Utah, who holds the title to trust property for the use and benefit of any church or religious society and who is not so incorporated, unless the Articles of Incorporation or deed under which such corporation or individual trustee holds such property provides otherwise, shall have power without any authority or authorization from the members of such church or religious society to mortgage, exchange, sell and convey the same; and any such corporation sole, or individual trustee residing within this state may hold title to property, real or personal, which is situated in any other state or jurisdiction; which holding shall be subject to the same conditions, limitations, powers and rights and with the same trusts, duties and obligations in regard to the property that like property is held for such purposes in this state.

16-7-8. EXECUTION OF CORPORATE INSTRUMENTS--SEAL--AUTHORITY OF AGENTS--REVOCATION OF AUTHORITY. All deeds and other instruments of writing shall be made in the name of the corporation, signed by the person representing the corporation in the official capacity designated in the Articles of Incorporation, or by a duly authorized agent or agents designated and named in a certificate filed by such corporation in the office of the Secretary of State, and sealed with the seal of the corporation; an impression of which seal shall be filed in the office of the Secretary of State. The authority of any agent or agents designated as herein provided shall continue until revoked. A corporation sole designating an agent or agents to sign deeds and instruments of writing by certificate may revoke such authority by filing a notice of revocation of authority in the office of the Secretary of State.

16-7-9. SUCCESSION IN EVENT OF DEATH, RESIGNATION OR REMOVAL OF INCUMBENT. In the event of the death or resignation of any such archbishop, bishop, president, trustee-in-trust, president of stake, president of congregation, overseer, presiding elder or clergyman, being at the time a corporation sole, or of his removal from office by the person or body having authority to remove him, his successor in office, as such corporation sole, shall be vested with the title to any and all property held by his predecessor as such corporation sole, with like power and authority over the same and subject to all the legal liabilities and obligations with reference thereto. Such successor shall file in the office of the county recorder of each county wherein any of such real property is situated a certified copy of his commission, certificate or letter of election or appointment.

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16-7-10. DEATH OF BISHOP, TRUSTEE, NOT INCORPORATED--SUCCESSION TO PROPERTY. In case of the death, resignation or removal of any such archbishop, bishop, president, trustee-in-trust, president of stake, president of congregation, overseer, presiding elder or clergyman who at the time of his death, resignation or removal was holding the title to trust property for the use or benefit of any church or religious society, and was not incorporated as a corporation sole, the title to any and all such property held by him, of every nature and kind, shall not revert to the Grantor nor vest in the heirs of such deceased person, but shall be deemed to be in abeyance after such death, resignation or removal until his successor is duly appointed to fill such vacancy, and upon the appointment of such successor the title to all the property held by his predecessor shall at once, without any other act or deed, vest in the person appointed to fill such vacancy.

16-7-11. THE SECRETARY OF STATE SHALL CHARGE AND COLLECT FOR:

1. Filing articles of incorporation of a corporation sole and issuing a certificate of incorporation, \$1.00.
2. Filing articles of amendment and issuing a certificate of amendment, \$1.00.
3. Issuing each additional certificate of incorporation or amendment, \$1.00.
4. Filing certificate of authorized agent and issuing his certificate thereof, \$1.00.
5. Filing revocation of authority, \$1.00.
6. For furnishing a certified copy of any document, instrument or paper relating to a corporation sole and affixing his seal, \$1.00.

CORPORATION SOLE

A corporation sole, under Utah law, is designed for churches to buy, sell and hold real estate much like an individual rather than like a corporation. The statutes do not require by-laws and we do not have a board of directors. The signature of the Presiding Bishop or his authorized agent is evidence of approval to buy, sell or trade real property.