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Utah Div. of Corp. & Comm. Code

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
UTAH SYMPHONY & OPERA,
A UTAH NONPROFIT CORPORATION

WE, THE UNDERSIGNED, being Principal Officers and Trustees of the Utah Symphony & Opera, a Utah nonprofit corporation (the "Corporation") organized and existing under 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 Trustees (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 Trustees held on September 19, 2002, the following Amended and Restated Articles of Incorporation were adopted by the unanimous affirmative vote of the Board of Trustees of the Corporation then in office:

ARTICLE I - NAME

The name of the Corporation is: UTAH SYMPHONY & OPERA.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSES

This Corporation is organized exclusively for (a) charitable and educational purposes, including for such purposes 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, purchasing, owning, leasing, renting and selling real and personal property, making contracts, investing corporate funds, and spending corporate funds for corporate purposes; (c) maintaining a symphony orchestra and an opera for the State of Utah, which shall give regular symphonic and operatic 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



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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 Trustees or as a part of its By-laws, 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 - TRUSTEES

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

6.1. Immunity and Indemnification. Trustees 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 Trustee's service as a Trustee, officer, or agent of the Corporation, and no resolution or By-law of the Corporation shall ever be deemed to restrict a Trustee'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, By-law, resolution, vote, agreement, or otherwise.

6.2. Trustee Personal Liability. Within the meaning of and in accordance with applicable Utah law, no Trustee of the Corporation, whether a current or past member of the Board of Trustees, shall be personally liable to the Corporation for monetary damages for breach of his or her fiduciary duty as a Trustee or for any other monetary damages for any action taken or failure to take any action as a Trustee; provided, however, that this paragraph shall not be deemed to limit or eliminate the liability of a Trustee to the extent that liability is imposed upon a Trustee by applicable law for: (i) any breach of the Trustee'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 Trustee 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 the this Section 6.2 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.

6.3. Committees. The Board of Trustees may, in accordance with Section 16-6a-817 of the Act, designate pursuant to the By-laws or a resolution adopted by a majority of the Trustees then in office, one or more committees, each of which may consist of not less than two Trustees, and which shall have and may exercise the full authority of the Board of Trustees in the management of the Corporation to the extent that such authority is provided in the enabling By-law or resolution; provided, however, that no such committee or committees shall be permitted to exercise any power prohibited to a committee under these Amended and Restated Articles of Incorporation, the Act or the By-laws of the Corporation. Except as otherwise provided in the Act, these Amended and Restated Articles of Incorporation, the terms, conditions and powers of any committee of the Board of Trustees shall be determined according to the By-laws of the Corporation from time to time in force.

ARTICLE VII - POWERS

7.1. Powers of the Corporation. 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.

7.2. Restrictions on Powers.

(a) Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, 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(h) 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 (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 Amended and Restated 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 TRUSTEES OR OFFICERS

No Trustee, 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 Trustee 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 Trustees or a committee thereof having authority in the premises to authorize or confirm such contract or transaction, the interest of such officer, Trustee, or other person or entity is disclosed or made known and there shall be present a quorum of the Board of Trustees or such committee and such contract or transaction shall be approved by a majority of such quorum consisting of the Board of Trustees or committee members not so interested.

No member of the Board of Trustees 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 Trustee or officer may be a party to in an individual capacity and not as a Trustee or officer of the Corporation, as the case may be.

ARTICLE IX – INCORPORATORS

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

Herbert C. Livsey, Esq.	c/o Ray, Quinney & Nebeker 36 South State Street Suite 1400 Salt Lake City, Utah 84145
William C. Bailey	c/o Mount Olympus Waters 1825 South 3730 West Salt Lake City, Utah 84104
Chase N. Peterson	Thaynes Canon Drive, #66 Park City, Utah 84060

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 Amended and Restated Articles of Incorporation, which principal office and registered agent may be changed

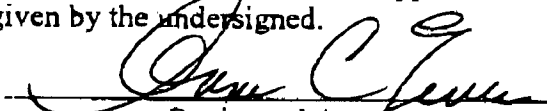
by the Board of Trustees of the Corporation without amending these Articles of Incorporation, shall be:

INITIAL PRINCIPAL OFFICE

123 West South Temple
Salt Lake City, Utah 84101

INITIAL REGISTERED AGENT

Pursuant to the provisions of Section 16-6a-202(1)(d) of the Utah Code Annotated, Anne Ewers 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.



Registered Agent

ARTICLE XI - LIMITED LIABILITY

Trustees 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 Trustees 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 Trustees shall, in its sole discretion, determine. No Trustee, 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.

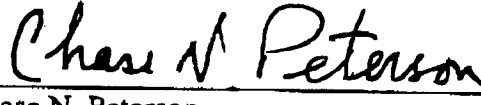
ARTICLE XIII - AMENDMENT

These Amended and Restated Articles of Incorporation may be amended by the affirmative vote of two-thirds of the Trustees then in office, or by such other number of Trustees 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 Trustees that each and every provision hereof be and remain in accord with all applicable laws, rules, and regulations.

ARTICLE XIV - OFFICERS

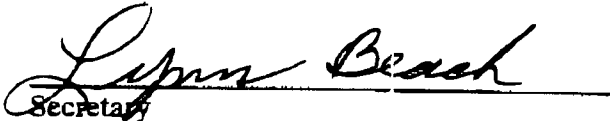
Officers and agents of the Corporation shall be elected or appointed in accordance with the laws of the State of Utah and pursuant to the provisions of the By-laws of the Corporation. Officers and agents shall have such authority and perform such duties as may be permitted by the laws of the State of Utah, as limited by and specified in the By-laws of the Corporation and the resolutions of the Corporation's Board of Trustees. Officers shall enjoy the same immunity from liability and the same right of indemnification as that provided for trustees 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 Trustees of the said corporation as of the 21st day of November, 2002.



Chase N. Peterson
Chairman of the Board of Trustees

Attest:


Secretary