

# Articles of Incorporation for the Phillip Hamman Family Association

The undersigned adult natural persons, acting as incorporators, hereby establish a non-profit corporation under the Utah Non-Profit Corporation and Cooperative Association Act, adopt the following articles of incorporation:

## Article I

### NAME:

The name of the Organization/Corporation/Association is the PHILLIP HAMMAN FAMILY ASSOCIATION. Reference to "organization", "corporation", or "association" in this document shall refer to the PHILLIP HAMMAN FAMILY ASSOCIATION, (PHFA).

## Article II

### DURATION:

The period of duration for this organization/association is perpetual.

## Article III

### PURPOSE:

The specific purposes and objectives of the Organization/Association shall include but not be limited to:

- a. The Organization/Association is organized as a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of section 501(c)(7) of the Internal Revenue Code.
  - (i) No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered to the Association and to make payments and distributions in furtherance of the purposes set forth herein.
  - (ii) No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended.
  - (iii) The Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(7) of the IRS code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).
- b. The Association is established to:
  - (i) Preserve family history and genealogical materials related to Phillip Hamman and Christina Cook Hamman, their descendants, and their ancestors.
  - (ii) Provide such information to descendants and interested parties by publishing a regular newsletter and by having educational meetings.
  - (iii) Encourage further genealogical research.

- (iv) Continue other means to preserve the heritage of Phillip Hamman through maintaining historical markers, maintaining a Hamman document collection at the Ft. Payne, DeKalb County, Alabama public library, and any other similar projects.
  - (v) Provide a network for communication among members of the Association to assist with disseminating information about descendants of Phillip Hamman.
  - (vi) Arrange regular family reunions (biannual). Future frequency as determined by the Board of Directors.
- c. The Association may solicit and receive contributions, purchase, own and sell real estate and personal property, make contracts, invest corporate funds, spend corporate funds for purposes, and engage in any activity in furtherance of, incidental to, or connected with any other purposes.
  - d. Such other powers as may be exercised by non-profit organizations under the applicable laws of the State of Utah and are consistent with those powers described in the Utah Non-Profit Corporation and Cooperation Association Act, as amended and supplemented.

#### **Article IV**

##### **MEMBERSHIP:**

The Association shall have members as prescribed by its bylaws.

Eligibility for membership. Membership is open to descendants of Phillip Hamman and Christina Hamman, related families, or anyone with interest in related family, locations, or history.

Association membership is open to anyone, regardless of race, religion, or color.

The terms of membership, rights, powers, privileges, and immunities shall be as stated in the bylaws.

The Association shall not have any class of members or stock.

Members are not individually or personally liable for the debts or obligations of the Association.

#### **Article V**

##### **BYLAWS:**

Provisions for the regulation of the internal affairs of the Association shall be set forth in the bylaws of the Association. The initial bylaws of the Association shall be adopted by the Board of Directors. The Board of Directors shall have power to alter, amend or repeal the bylaws and from time to time enforce and adopt new bylaws. Such bylaws may contain any provisions for the regulation or management of the affairs of the Association that are not inconsistent with the law or these Articles of Incorporation, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles shall have the effect of giving any Board Member or officer of the Association any proprietary interest in the Association's property or assets, whether during the term of the Association's existence or as an incident to its dissolution.

#### **Article VI**

##### **BOARD OF DIRECTORS**

The number of members on the Board of Directors/Trustees of the Phillip Hamman Family Association shall be three, or more than three, as fixed from time to time by the bylaws of the corporation. The number of trustees constituting the present Board of Directors of the association/corporation is three, and the names and addresses of the persons who are to serve as trustees and members of the Board are:

Name	Address
James J. Rose, Jr.	1005 S. Red Barn View Dr., Santaquin, UT 84655
Gary M. Hamman	5326 E. Voltaire Ave., Scottsdale, AZ 85254
T. Gerald McClintock	6415 Pleasant Site Rd., Michie, TN 38357

**Article VII**

**INCORPORATORS:**

The names and addresses of the incorporators are:

James J. Rose, Jr.	1005 S. Red Barn View Dr., Santaquin, UT 84655
Gary M. Hamman	5326 E. Voltaire Ave., Scottsdale, AZ 85254
T. Gerald McClintock	6415 Pleasant Site Rd., Michie, TN 38357

**Article VIII**

**REGISTERED OFFICE AND AGENT:**

The address of the corporations initial registered office shall be:

Phillip Hamman Family Association  
1005 S. Red Barn View Dr.  
Santaquin, UT 84655

Such an office may be changed at any time by the Board of Trustees/Board of Directors without amendment of these Articles of Incorporation. The Corporation's initial registered agent at such address shall be:

James J. Rose, Jr.

I hereby acknowledge and accept appointment as corporate registered agent:

Signature \_\_\_\_\_

**Article IX**

**PRINCIPAL PLACE OF BUSINESS:**

The principal place of business of this Corporation shall be 1005 S. Red Barn View Dr., Santaquin, UT 84655. The business of this Corporation may be conducted in all counties of the State of Utah, and in all states of the United States, and in all territories thereof, and in any foreign countries that the Board of Trustees shall determine.

**Article X**

**DISTRIBUTIONS:**

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 the purposes set forth in Article III hereof. 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. Notwithstanding any other provision of these Articles of Incorporation, 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 Section 501(c)(7) of the Internal Revenue Code, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

**Article XI**

**DISSOLUTION:**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we, James J. Rose, Jr., Gary M. Hamman, and T. Gerald McClintock have executed these Articles of Incorporation in duplicate this 15 day of June 2023 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.

\_\_\_\_\_  
James J. Rose, Jr.

\_\_\_\_\_  
date

\_\_\_\_\_  
Gary M. Hamman

\_\_\_\_\_  
date

\_\_\_\_\_  
T. Gerald McClintock

\_\_\_\_\_  
date