

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR

BLUE STAKES OF UTAH UTILITY NOTIFICATION CENTER, INC.
a Utah nonprofit corporation

Pursuant to applicable provisions of the Utah Revised Nonprofit Corporation Act (the “Act”), the Articles of Incorporation of Blue Stakes of Utah Utility Notification Center, Inc., a Utah nonprofit corporation, are hereby amended and restated to read in their entirety as follows:

ARTICLE 1
NAME

The name of the corporation shall be “Blue Stakes of Utah Utility Notification Center, Inc.,” a nonprofit corporation.

ARTICLE 2
TERM

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

ARTICLE 3
PURPOSE

The corporation is organized and shall be operated exclusively for notification to member utilities of planned excavations. The foregoing purposes and activities shall be carried out in accordance with, and so as not to conflict with or adversely impact the tax exempt status of this corporation.

ARTICLE 4
MEMBERSHIP

The corporation shall have multiple classes of memberships which shall be for perpetual term, subject to the provisions of the bylaws. Each class of membership shall not be assignable or transferable, and such membership shall be subject to the fees, dues, assessments, and qualifications set forth in the bylaws, or as otherwise provided by the Board of Directors.

ARTICLE 5
POWERS

This corporation shall have all powers provided for nonprofit corporations under the Utah Revised Nonprofit Corporation Act.

**ARTICLE 6
DIRECTORS**

The corporate powers shall be exercised by a governing board which shall be known as the Board of Directors, which shall consist of not more than twelve (12) and not less than three (3) individuals. Subject to the foregoing limitation, upon any vacancy in the Board of Directors, the replacement member(s) shall be duly appointed by the remaining existing Board of Directors.

Terms. Each director shall serve for three years, until the third annual meeting following the annual meeting at which such director was elected. The term of each director shall be always subject to the election and qualification of his or her successor and to his or her earlier death, resignation or removal.

**ARTICLE 7
BYLAWS**

The Board of Directors may adopt bylaws for the regulation of the internal affairs of the corporation. If bylaws are adopted, they shall not be in conflict with the Articles and such bylaws may be amended from time to time or repealed by a two-thirds (2/3rds) vote of the members of the Board of Directors.

**ARTICLE 8
DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all assets exclusively for the purposes of all liabilities of the corporation, dispose of all assets exclusively for the purposes of the corporation in such manner, or to such state or local governmental units aid political subdivisions and organizations organized and operated for charitable or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue laws), as the Board of Directors shall determine. Any such assets not so disposed shall be disposed of by a court of general jurisdiction in Salt Lake County exclusively for such purposes.

**ARTICLE 9
AMENDMENT**

These Articles of Incorporation may be amended in any particular manner, as provided by the laws of the State of Utah, subject only to the reservation that no amendment may be made that would change the purposes of this corporation so as to include purposes that would not be exclusively charitable or educational within the meaning of the Internal Revenue laws of the United States or that would permit funds or property of the corporation to inure to the benefit of an individual, entity or person or private interest in the activities of this corporation beyond the powers provided in these Articles of Incorporation. In the event that any provision of these Articles of Incorporation or any amendment hereinafter adopted shall be adjudged ultra-vires, or otherwise invalid, the remaining provisions, powers and conditions herein expressed shall be deemed unaffected and in full force and effect, so far as the same may be separable.

THE FOREGOING amendments to and restatement of the Articles of Incorporation of this corporation, were adopted by the corporation's Board of Directors effective as of March 18, 2009, and approved by the corporation's members effective as of October 14, 2009. The number of votes cast by the members for the amendments reflected herein was sufficient for approval of such amendments by the members of the corporation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation are hereby executed, effective as of the 14th day of October, 2009.

A handwritten signature in black ink, appearing to read "W. Gary Hansen", written in a cursive style.

W. Gary Hansen, President