



Colorado Secretary of State
 Date and Time: 07/21/2014 09:16 AM
 ID Number: 19871178870
 Document number: 20141433666
 Amount Paid: \$25.00

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Amended and Restated Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-130-106 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

ID number: 19871178870

1. Entity name: COLORADO PARKS AND RECREATION ASSOCIATION
(If changing the name of the corporation, indicate name before the name change)

2. New Entity name:
 (if applicable) _____

3. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

- "bank" or "trust" or any derivative thereof
- "credit union" "savings and loan"
- "insurance", "casualty", "mutual", or "surety"

4. If the corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

or

If the corporation's period of duration as amended is perpetual, mark this box:

5. The amended and restated constituent filed document is attached.

6. The amendment to the articles of incorporation was in the manner indicated below:
 (make the applicable selection)

- The amendment and restatement was adopted by the board of directors or incorporators without member action and member action was not required.
- The amendment and restatement was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group.

(If the amended and restated articles of incorporation include amendments adopted on a different date or in a different manner, mark this box and include an attachment stating the date and manner of adoption.)

7. (Optional) Delayed effective date: _____
(mm/dd/yyyy)

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COLORADO PARKS AND RECREATION ASSOCIATION**

**ARTICLE I.
NAME**

The name of the corporation is Colorado Parks and Recreation Association (the "Corporation").

**ARTICLE II.
PURPOSES AND POWERS**

Section 2.1 Purposes. The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the specific purposes and objectives of the Corporation shall include but not be limited to facilitating healthy lifestyles and livable communities through parks and recreation, providing educational and professional development opportunities for those who work in the park, recreation, open space and therapeutic fields, and providing education and opportunities to Colorado residents.

Section 2.2 Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 2.3, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes and objectives, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 2.3 Restrictions On Powers.

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member of the Corporation which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, any director or officer of the Corporation or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation affecting one or more of its purposes), and no member of the Corporation which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, and 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.

(b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the Corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the Corporation has effectively elected to have such section apply, the Corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The Corporation shall not participate 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.

(c) Upon dissolution of the Corporation, all of the Corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to and among one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property, and their respective shares and interests, shall be determined by the Board of Directors.

(d) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

(e) All references in these Articles of Incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

ARTICLE III. MEMBERS

The Corporation shall have such classes of voting and nonvoting members as may be prescribed by its Bylaws or the Board of Directors. The designation and voting powers of each class of members and their respective manner of election or appointment, qualifications, tenure, terms of membership, rights, limitations and obligations shall be as provided in the Bylaws of the Corporation or by the Board of Directors. Voting powers may be denied to any class either generally or in any limited way. The Corporation shall have no capital stock. However, the Corporation may issue certificates evidencing membership therein.

**ARTICLE IV.
BOARD OF DIRECTORS**

Section 4.1 General. The management of the affairs of the Corporation shall be vested in a Board of Directors, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act, these Articles of Incorporation or the Bylaws of the Corporation. The number of directors, their classifications, their terms of office and the manner of their selection shall be as provided in the Bylaws of the Corporation.

Section 4.2 Liability of Directors. No director shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit liability of a director to the Corporation or its members for monetary damages for the following: (a) any breach of the director's duty of loyalty to the Corporation or its members, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) acts specified in C.R.S. Section 7-128-403, as it now exists or hereafter may be amended, or (d) any transaction from which the director directly or indirectly derived an improper personal benefit. If the Colorado Revised Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act. Any repeal or modification of this Section 4.2 shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**ARTICLE V.
BYLAWS**

The Bylaws of the Corporation may contain any provisions for the managing and regulating of the affairs of the Corporation that are not inconsistent with law or these Articles of Incorporation, as these Articles may be amended. However, no bylaw shall have the effect of giving any member of the Corporation which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, or any director or officer of the Corporation or any other individual any proprietary interest in the Corporation's property, whether during the term of the Corporation's existence or as an incident to its dissolution.

ARTICLE VI.
AMENDMENTS

The Board of Directors shall have the power and authority at any time to amend any of the provisions of these Articles of Incorporation, without member approval, except approval of the voting members shall be required for any amendment that would override a provision of the Bylaws relating to rights, privileges, preferences, restrictions or conditions of the voting members as to voting, dissolution, redemption or transfer, which itself would require approval of the voting members. Otherwise, these Articles of Incorporation may be amended at any time by action of the Board of Directors and voting members in the manner and to the extent provided by the Act.