

ARTICLES OF INCORPORATION

OF

HIGHLANDS RANCH BACKCOUNTRY CONSERVATION and EDUCATION FUND

Gerald M. Flannery, acting as incorporator, hereby establishes a nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act and adopts the following articles of incorporation:

ARTICLE I

Name

The name of the corporation is Highlands Ranch Backcountry Conservation and Education Fund.

ARTICLE II

Duration

The period of its duration shall be perpetual.

ARTICLE III

Purposes

The corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of and pursuant to section 501(c)(3) of the Internal Revenue Code of 1986, (or under the corresponding provision of any future United States Internal Revenue law). Specifically, the purpose of the corporation is to enhance the Backcountry within the Highlands Ranch Community in order to conserve and restore wildlife habitat; to provide experiences and opportunities for all ages in nature, science, and outdoor recreation, and education in order to promote and improve environmental literacy among students and the public, enabling more informed decisions to protect and restore the environment; to provide amenities to facilitate and increase opportunities for aforementioned purposes; and to receive contributions from individuals, corporations and other institutions who wish to support the purposes as described above. References in these Articles of Incorporation to the "Code" shall be to the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE IV

Powers

4.1 General Powers. In furtherance of the foregoing purposes and objectives and subject to the restrictions set forth in Section 4.2 of this Article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of the State of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, 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.

4.2 Restrictions On Powers.

(a) No substantial part of the activities of the corporation shall consist of carrying on

propaganda or otherwise attempting to influence legislation, except as may be specifically allowed by Section 501(h) of the Code.

(b) 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, and the corporation shall not engage in campaign activity or the making of political contributions.

(c) No part of the income or net earnings of the corporation shall inure to the benefit of or be distributable to 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 aid provided to individuals based upon need in accordance with the charitable purposes of the corporation), and no director or officer of the corporation, or any other individual, taxable corporation, or person shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

(d) No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

(e) Upon dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities (the "Net Assets") shall be paid over or transferred to one or more exempt organizations which are described in section 501(c)(3) of the Code and with purposes similar to those of the corporation, as determined by the corporation's board of directors.,

(f) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by a corporation which is tax exempt under the provisions of section 501(c)(3) of the Code (or the corresponding section of any future federal tax code) or by a corporation contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding section of any future federal tax code).

(g) Notwithstanding any other provision of these Articles during any period that the corporation is a "private foundation" within the meaning of section 509 of the Code, the corporation shall be required to distribute its income for each taxable year of the corporation at such time and in such manner as not to subject the corporation to tax under section 4942 of the Code; and the corporation shall be prohibited from engaging in any act of self-dealing as defined in section 4941 (d) of the Code, from retaining any excess business holdings in violation of the provisions of section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under section 4944 of the Code, and from making any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE V

Principal Office and Registered Agent

5.1 Registered Office and Agent. The current address of the initial registered office of the corporation is 9568 University Boulevard, Highlands Ranch, Colorado 80126. The name of its initial registered agent at such address is Gerald M. Flannery.

5.2 Place of Business. The current address of the principal office of the corporation is 9568 University Boulevard, Highlands Ranch, Colorado 80126. The principal office and the registered agent and office of the corporation may change from time to time by action of the Board of Directors.

ARTICLE VI
Members

6.1 No Stock. The corporation shall have no capital stock.

6.2 Members. The corporation may have members as set forth in the Bylaws or resolution by the Board of Directors. The business affairs of the corporation shall be conducted by its Board of Directors.

ARTICLE VII
Board of Directors

7.1 Powers, Number, Terms and Election. The management and business affairs of the corporation shall be governed by 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 election or appointment, except for the initial board of directors named in Section 7.2 of this Article, shall be determined according to the bylaws of the corporation from time to time in force.

7.2 Initial Board. The initial board of directors shall consist of the following persons:

<u>Name</u>	<u>Address</u>
1. Scott Lemmon	9568 University Blvd., Highlands Ranch, CO 80126
2. Brock Norris	9568 University Blvd., Highlands Ranch, CO 80126
3. Melissa Park	9568 University Blvd., Highlands Ranch, CO 80126
4. Dennis Seymour	9568 University Blvd., Highlands Ranch, CO 80126
5. Jeff Suntken	9568 University Blvd., Highlands Ranch, CO 80126

ARTICLE VIII
Elimination of Certain Liabilities of Directors

There shall be no personal liability, either direct or indirect, of any director of the corporation to the corporation for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the corporation for monetary damages for any breach, act, omission or transaction as to which the Colorado Revised Nonprofit Corporation Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision is in the corporation's original Articles of Incorporation and thus is effective on the date of the corporation's incorporation. This provision shall not limit the rights of directors of the corporation for indemnification or other assistance from the corporation. This provision shall not restrict or otherwise diminish the provisions of Section 13-21-115.7, Colorado Revised Statutes (concerning no liability of directors except for wanton and willful acts or omissions), any amendment or successor provision to such Section, or any other law limiting or eliminating liabilities. Any repeal or modification of the foregoing provisions of this Article by the members of the corporation or any repeal or modification of the provision of the Colorado Revised Nonprofit Corporation Act which permits the elimination of liability of directors by this Article shall not affect adversely any elimination of liability, right or protection of a director of the corporation with respect

to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

ARTICLE IX
Bylaws

The initial bylaws of the corporation shall be as adopted by the board of directors. The board of directors shall have power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws. The bylaws of the corporation may contain any provisions for the regulation or management of the affairs of the corporation that are not inconsistent with law or these articles of incorporation, as these articles 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 director or officer of the corporation any proprietary interest in the corporation's property or assets, whether during the term of the corporation's existence or as an incident to its dissolution.

ARTICLE X
Amendments

Any amendment to these articles of incorporation shall be made by the adoption of such amendment at a meeting of the board of directors held for such purpose upon receiving the affirmative vote of a majority of the directors in office.

ARTICLE XI
Dissolution

10.1 General. The corporation may be dissolved as provided by Colorado law for the dissolution of nonprofit corporations.

10.2 Assets. Upon dissolution, the Net Assets of the corporation must be distributed subject to the restrictions set forth in Section 4.2(e)

ARTICLE XII
Incorporator

The name and address of the incorporator is:

Gerald M. Flannery
9568 University Boulevard
Highlands Ranch, CO 80126

The name and mailing address of the individual who cause this document to be delivered for filing and to whom the Secretary of State may deliver notice if filing of this document is refused, is:

Gerald M. Flannery
9568 University Boulevard
Highlands Ranch, CO 80126