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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: 20121153833

1. Entity name: Castle Rock Colorado Genealogical Society
(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

statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

STINAR JOHN M. _____
(Last) *(First)* *(Middle)* *(Suffix)*

SUITE 200
(Street name and number or Post Office Box number)

121 E. VERMIJO AVENUE

COLORADO SPRINGS CO 80903
(City) *(State)* *(Postal/Zip Code)*

_____ United States
(Province – if applicable) *(Country – if not US)*

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CASTLE ROCK COLORADO GENEALOGICAL SOCIETY
(a Colorado non-profit corporation)**

The undersigned incorporator (and if a natural person at least 18 years of age or older), hereby establishes nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act, as amended and adopts the following Amended and Restated Articles of Incorporation:

Article I
Corporate Name

The name of the Corporation is the **CASTLE ROCK COLORADO GENEALOGICAL SOCIETY**.

Article II
Principal Office, Registered Office and Registered Agent

The principal office for the transaction of the business of the Corporation shall be located at Philip S. Miller Library, Castle Rock, Colorado 80104, with a mailing address of P.O. Box 1881, Castle Rock, Colorado 80104, in the State of Colorado. The address of the registered office of the Corporation is 7141 Cerney Circle, Castle Pines, Colorado 80108 and the name of the registered agent at such address is Kirk Woosley Patton.

Article III
Membership

The Corporation shall have voting members.

Article IV
Liability of Directors

No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following: [a] any breach of the director's duty of loyalty to the Corporation or its members; [b] any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; [c] the director's assent to or participation in a loan by the Corporation to any director or officer of the Corporation; [d] any transaction in which the director received improper personal benefit. Nothing herein will be construed to deprive any director of the right to all defense ordinarily available to a director nor will anything herein be construed to deprive any director of any right for contribution from any other director or other person.

Any repeal or modification of this Article 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. C.R.S. §7-128-402.

Article V
Period of Duration

This Corporation shall exist in perpetuity, from the date of filing of these Articles of Incorporation with the Secretary of State for the State of Colorado, unless dissolved according to law.

Article VI
Charitable Purposes

The Corporation is organized and shall be operated exclusively for public, charitable, or educational purposes related to education, information and preservation in areas related to genealogy and family histories. In furtherance of such purposes, it may promote, establish, conduct, and maintain activities on its own behalf or it may contribute to or otherwise assist other corporations, organizations, and institutions carrying on such activities related to genealogy and family histories.

Article VII
Powers & Limitations

In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado.

Article VIII
Directors

The corporate powers and management of the corporation shall be vested in and exercised by a Board of Directors. The Board of Directors shall be composed of such numbers of members as the Board of Directors shall, from time to time, determine. The Board of Directors may make, alter and amend the Bylaws. The names and addresses of the Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Kirk Woosley Patton	7141 Cerney Circle Castle Pines, CO 80108
Brad Morrison	1996 Blue Sage Lane Castle Rock, CO 80104
Michele Wheeler	1517 Short Grass Court Castle Rock, CO 80109

<u>NAME</u>	<u>ADDRESS</u>
Deena Coutant	9963 Blackbird Circle Highlands Ranch, CO 80130
Terry Hughes	2031 Deerpath Trail Franktown, CO 80116
Patsy Noble	588 N. Faver Drive Castle Rock, CO 80109
Lynnette Pendleton	5281 Red Pass Lane Castle Rock, CO 80108
Deborah Tucker	4859 N. Foxtail Drive Castle Rock, CO 80109

Article IX
Officers

The Corporation shall have such officers as may from time to time be prescribed by the bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the bylaws then in effect.

Article X
Private Inurement

No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director, or officer of the Corporation or any other private individual, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

Article XI
Restrictions on Powers

Notwithstanding any other provision of these Articles of Incorporation, the powers of the Corporation are restricted as follows:

- (a) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on [1] by an organization exempt from federal income taxation under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, (the "Code") or [2] by an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Code.
- (b) No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any

condition or limitation that in the opinion of the Corporation may cause the Corporation to lose its federal income tax exemption.

Article XII
Political Activities

No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article XIII
Private Foundation Status

Notwithstanding any other provision of these Articles, if at any time or times the Corporation is a private foundation within the meaning of Section 509 (c)(3) of the Code, then during such time or times:

- (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;
- (b) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941 of the Code;
- (c) The Corporation shall not retain any excess business holdings, as defined in Section 4943 of the Code;
- (d) The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and
- (e) The Corporation shall not make any taxable expenditures as defined in Section 4945 of the Code.

The private property of the officers and directors of the Corporation shall not be subject to payment of corporate debts to any extent whatever.

Article XIV
Nondiscriminatory Policy

The Corporation shall make its services, facilities, and programs available to all persons regardless of race, color, creed, national origin, sex, or handicap, and the Corporation shall not in any way discriminate against any person on the basis of race, color, creed, national origin, sex, or handicap.

Article XV
Dissolution

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to or for the benefit of such organization or organizations as shall at the time qualify under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court for the County of Douglas, Colorado, exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such Court shall determine. Any assets that should be transferred to a creditor, claimant or member who cannot be found or who is not legally competent to receive them shall be reduced to cash and deposited with the state treasurer as property presumed to be abandoned under the provisions of Article 13 of Title 38, C.R.S.

Article XVI
Filing Agent

(a) The person who causes 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:

John M. Stinar
STINAR ZENDEJAS HANSEN & GAITHE, LLC
121 E. Vermijo Avenue, Suite 200
Colorado Springs, Colorado 80903
(719) 635-4200 Telephone
(719) 635-2493 Facsimile