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DEPARTMENT OF STATE
STATE OF COLORADO

ARTICLES OF INCORPORATION
OF

12 JAN '82

WESTERN COLORADO CONGRESS
(A Colorado Nonprofit Corporation) STATE OF COLORADO
DEPT. OF STATE

The undersigned, acting as the incorporator of a corporation under the Colorado Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

Name

The name of the corporation is Western Colorado Congress.

ARTICLE II

Term of Existence

The period of the corporation's duration shall be perpetual.

ARTICLE III

Purposes

The purpose or purposes for which the corporation is organized are:

(a) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary, or educational purposes, either directly or by contribution to other organizations.

(b) No part of the net earnings of the corporation shall inure to the benefit of any director of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder, as both now exist or may hereafter be amended, or by an organization, contributions to which are deductible

under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder, as both now exist or may hereafter be amended.

(d) Upon dissolution of the corporation, all of its assets shall be paid over or transferred to one or more exempt organizations of the kind described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder, as both now exist or may hereafter be amended.

ARTICLE IV

Members

The corporation shall have three classes of members: Group Members, Affiliate Members, and Individual Members.

Members shall be appointed and shall have such qualifications and rights as shall be set forth in the By-Laws of the corporation. No member shall have any right to vote; provided, however, that Individual Members shall have the right to vote at the annual meeting of members for the class of directors designated as Senators-at-Large in the By-Laws.

ARTICLE V

Registered Office

The address of the initial registered office of the corporation is Room 101, 12 South Cascade, Montrose, Colorado 81401, and the name of its initial registered agent at such address is Teresa Erickson.

ARTICLE VI

Board of Directors

The number of directors constituting the initial Board of Directors of the corporation is seven (7), and the names and addresses of the persons who are to serve as the initial directors are:

Herman Allmaras	731 35 3/10th Road Palisade, Colorado 81527
Susan Cottingham	207 Third Street Crested Butte, Colorado 81224
Michael Kinsley	506 East Main Aspen, Colorado 81611
Mary Currie	1510 West Grand Avenue Norwood, Colorado 81423
Chuck Worley	2531 P Road Cedaredge, Colorado 81413
Ted Nation	840 Chipeta Avenue Grand Junction, Colorado 81501
Tom Easley	30785 Manitou Avenue Steamboat Springs Colorado 81417

ARTICLE VII

Incorporator

The name and address of the incorporator is:

William M. Silberstein 633 17th Street, #2300
Denver, Colorado 80202

Dated this 8th day of January, 1982.

William M. Silberstein
WILLIAM M. SILBERSTEIN

STATE OF COLORADO)
CITY AND) ss.
COUNTY OF DENVER)

I, the undersigned, a Notary Public, hereby certify that William M. Silberstein, known to me to be the person whose name is subscribed to the annexed and foregoing Articles of Incorporation, appeared before me this day in person and being by me first duly, sworn, acknowledged and declared that he signed said Articles of Incorporation as his free and voluntary act and deed for the uses and purposes therein set forth and that the statements therein contained are true.

WITNESS my hand and official seal.

My commission expires February 6, 1982

Margaret S. Rambo
Notary Public
Address 633-17th Street, #2300
Denver, CO 80202

Articles of Amendment to the Articles of Incorporation

Resolved, that the board of directors of the Western Colorado Congress, a Colorado not for profit corporation, hereby amends Article IV of the Articles of Incorporation by these Articles of Amendment as follows:

ARTICLE IV

Members; Amendments

Section 1. The corporation shall have three classes of members as follows: Community Group Members, Affiliate Group Members, and Individual Members. The Board of Directors shall determine the qualifications for each class of membership.

Section 2. Each Community Group Member shall choose one voting member of the Board of Directors. Each Affiliate Group Member shall choose one non-voting member of the Board of Directors.

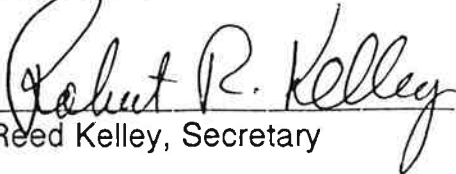
Section 3. The corporate By-laws may provide for Alternate members of the Board of Directors.

Section 4. Individual Members shall have full voting rights at the Annual Meeting or a Special Meeting to vote for Directors-at-Large and Officers, adopt resolutions, and adopt policies. The Board of Directors shall determine qualifications for Individual Membership.

Section 5. The Articles of Incorporation only shall be amended or restated only by a vote of the Individual Members at a regular or special membership meeting.

Section 6. The corporate By-laws may be amended by either the Individual Members or the Board of Directors according to the procedures stated in the By-laws.

These Articles of Amendment were adopted at a regular meeting of the Board of Directors by a vote of 13 to 1 on July 17, 2004, with 1 abstention.



Reed Kelley, Secretary