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Articles of Amendment

filed pursuant to §7-90-301, et seq. and §7-130-105 of the Colorado Revised Statutes (C.R.S.)

ID number 19871215890

1. Entity name GOLD HILL TOWN MEETING, INC.
(If changing the name of the corporation, indicate name before the name change)

2. New Entity name
 (if applicable) _____

3. *(If the following statement applies, adopt the statement by marking the box and include an attachment.)*
 Other amendments are attached.

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

5. *(Optional)* Delayed effective date _____
(mm/dd/yyyy)

6. Additional information may be included pursuant to other organic statutes such as title 12, C.R.S. If applicable, mark this box and include an attachment stating the additional information.

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

Diefenderfer Gretchen _____
(Last) (First) (Middle) (Suffix)

9147 Sunshine Canyon Drive
(Street name and number or Post Office Box information)

Boulder CO 80302-9772
(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.)

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ARTICLES OF INCORPORATION
OF
GOLD HILL TOWN MEETING, INC.

I

The name of this corporation is Gold Hill Town Meeting, Inc.

II

A . This organization is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The Specific purposes for which this corporation is organized include, but are not limited to: To hold town meetings and provide a forum for community discussion and basis for community action, and to establish qualifications for participation therein. To acquire, hold, sell or lease real property for the general purpose of preserving the historical and natural setting of Gold Hill and surrounding area. To act as trustee. To coordinate with the County Planning Department, County Health Department and other departments of the County, State or Federal Government. To take any and all other actions to improve, preserve, and benefit the Community of Gold Hill and surrounding area. To apply for and receive government grants or assistance, to solicit funds and donations and undertake or sponsor community fund raising projects. To do all other acts necessary or appropriate to promote the social welfare of the Community of Gold Hill. To preserve and manage parkland and deliver programs for scientific, historic, educational, ecological, recreational, agricultural, scenic or open space opportunities.

III

The name and address in the State of Colorado of this Corporation's initial agent for service of process is:

Name Peter Swift, Chair

Address 1011 Main Street – Gold Hill, Boulder, CO 80302

IV

A . The corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B . Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of said Code, or the corresponding provisions of any

future statute of the United States.

C . No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

V

The names and addresses and office held of the persons designated to act as the initial Board of Directors of this corporation are:

Chair – Peter Swift, 540 Main Street, Gold Hill, Boulder, CO 80302

Vice-Chair – Lawrence E. Carlson, 631 Gold Run Street, Boulder, CO 80302

Secretary – Gretchen Diefenderfer, 9147 Sunshine Canyon, Boulder, CO 80302

Treasurer – Martha Knapp, 899 Main Street, Gold Hill, Boulder, CO 80302

Member-at-Large – Tony Vrba, 240 Dixon Road, Boulder, CO 80302

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, trustee, member or officer of this corporation, or to any private person.

A . Upon the dissolution or winding up of the corporation, any assets remaining after payment of, or provision for payment of, all debts and liabilities shall be distributed to a governmental entity described in Section 170(b)(1) (A)(v) of the Internal Revenue Code, or to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, and which is qualified to receive "qualified conservation contributions" within the meaning of Section 170(h) of said Code, or the corresponding provisions of any future statute of the United States.

B . In the event of a liquidation of this corporation, all corporate assets shall be disposed of in such a manner as may be directed by decree of the superior court for the county in which the corporation has its principal office, on petition therefore by the Attorney General or by any person concerned in the dissolution, in a proceeding to which the Attorney General is a party.

DECLARATION

We are the persons whose names are subscribed below. We collectively are all of the incorporators of Gold Hill Town Meeting, Inc. and all of the initial directors named in the Articles of Incorporation, and we have executed these Articles of Incorporation. The foregoing Articles of Incorporation are our act and deed, joint and severally. Executed on April 13, 2015, at Gold Hill, Boulder, Colorado

We, and each of us, declare that the foregoing is true and correct.

DIRECTORS and INCORPORATORS

Peter Swift

Lawrence E. Carlson

Gretchen Diefenderfer

Martha Knapp

Tony Vrba