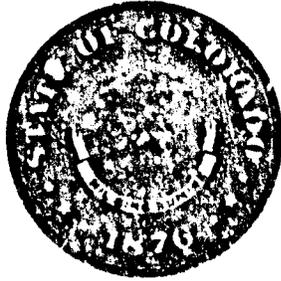


STATE OF COLORADO

DEPARTMENT OF STATE



NONPROFIT
CERTIFICATE OF
INCORPORATION

J. Byron A. Anderson,

Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Incorporation, duly signed and acknowledged pursuant to the provisions of the Colorado Nonprofit Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of

-----Gold Hill Town Meeting, Inc.-----
(A COLORADO NONPROFIT CORPORATION)

and attaches hereto a duplicate original of the Articles of Incorporation.

Dated this ---Twenty-Eighth--- *day of* -----January-----, *A. D.* 19 70

Byron A. Anderson
SECRETARY OF STATE
Jeremiah J. Connelly
BY DEPUTY



ARTICLES OF INCORPORATION
OF
GOLD HILL TOWN MEETING, INC.

The undersigned persons acting as incorporators of a corporation under the Colorado Non-Profit Corporation Act, Colorado Revised Statutes (1963), Article 24, Chapter 31, sign and acknowledge the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the Corporation shall be Gold Hill Town Meeting, Inc..

ARTICLE II

The period of duration for the Corporation shall be perpetual.

ARTICLE III

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

ARTICLE IV

As a means of accomplishing the foregoing purposes, the Corporation may exercise such powers which now or hereafter may be conferred by law upon a corporation organized for the purposes outlined herein, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitations that, notwithstanding any other provisions of these Articles, only such powers shall be exercised, and such activities engaged in, as are in furtherance of the tax exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(4) of the Internal Revenue Code of 1954, and its regulations as they now exist or may hereafter be amended.

ARTICLE V

The address of the initial registered office and principal office of the Corporation is Gold Hill, Boulder, Colorado 80302, c/o John M. Clark, and the name of its initial registered agent at such address is John M. Clark.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is five and the names and addresses of the persons who are to serve as the initial directors are:

John M. Clark, Gold Hill, Boulder, Colorado 80302;
William D. Page, Gold Hill, Boulder, Colorado 80302;
Jack Williamson, Gold Hill, Boulder, Colorado 80302;
Jack Laughlin, Gold Hill, Boulder, Colorado 80302;
Gene Culver, Gold Hill, Boulder, Colorado 80302.

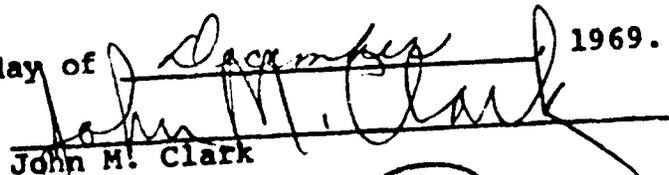
ARTICLE VII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE VIII

Upon the dissolution of the Corporation, the Board of Directors shall, after complying with applicable provisions of the Colorado Non-Profit Corporations Act, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for the promotion of social welfare as shall at the time qualify as an exempt organization or organizations under Section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the District Court for the District in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

Executed this 5th day of December 1969.


John M. Clark


William D. Page

Jack Williamson
Jack Williamson

Jack Laughlin
Jack Laughlin

Gene Culver
Gene Culver

STATE OF COLORADO)
) ss.
COUNTY OF BOULDER)

I, Betty D. Flagg, a Notary Public in and for the County and State aforesaid, do hereby certify that John M. Clark, William D. Page, Jack Williamson, Jack Laughlin and Gene Culver, who are personally known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, appeared before me this day in person and acknowledged that they signed, sealed, and delivered said instrument of writing as their free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and official seal this 5th day of December, 1969.

My commission expires: March 3, 1971.

Betty D. Flagg
Notary Public

215890
ARTICLES OF INCORPORATION

Gold Hill Town Meeting, Inc.

DOMESTIC
NOT FOR PROFIT
Filed in the office of the Secretary of
State, of the State of Colorado, on the
28th day of January A.D. 1970

BYRON A. ANDERSON
Secretary of State

Filing Clerk Dunn Fees \$10
Old Age Pension Fund _____

This document has been reviewed
and properly entered on the re-
cords of The Flat Tax Department.

Date February 9 1970
Garrett Clerk

RECORDED
ROLL 113 PAGE 804

22-4 3 70917-1-100001

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH, OF

Gold Hill Town Meeting, Inc.

To The Secretary of State of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation, organized under the laws of the State of Colorado submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Colorado

First: The name of the corporation is Gold Hill Town Meeting, Inc.

Second: The address of its previous REGISTERED OFFICE was Gold Hill, Boulder, Colorado 80302

Third: The address to which its REGISTERED OFFICE is to be changed is same

Fourth: The name of its previous REGISTERED AGENT was John M. Clark

Fifth: The name of its successor REGISTERED AGENT is Gretchen Clark

Sixth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Seventh: The address of its place of business in Colorado is Gold Hill, Boulder, Colorado, 80302

Dated June 25th, 1971

Gold Hill Town Meeting, Inc. (Note 1)
Gretchen Clark (Note 2)
President

STATE OF Colorado
County of Boulder

Before me, [Notary Signature], a Notary Public in and for the said County and State, personally appeared Gretchen Clark who acknowledged before me that she is the President of Gold Hill Town Meeting, Inc. a Colorado corporation, that she signed the foregoing, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 25th day of June

A. D. 1971
My commission expires 2-1-75

[Notary Signature]
Notary Public

NOTES: 1. Exact corporate name of corporation making the statement.
2. Signature and title of officer signing for the corporation, must be President or Vice-President
3. Signature of Notary Public must be exactly as shown on Notarial Seal, and must agree with notarial commission.

