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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.)

1. For the entity, its ID number and entity name are

ID number 19871233425
 (Colorado Secretary of State ID number)
 Entity name COLORADO CHAUTAUQUA ASSOCIATION

2. The new entity name (if applicable) is _____.

3. The amended and restated constituent filed document is attached.

4. 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.)

5. *(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____.
 (mm/dd/yyyy hour:minute am/pm)

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COLORADO CHAUTAUQUA ASSOCIATION**

**Article I.
Name**

The name of the corporation is Colorado Chautauqua Association.

**Article II.
Purposes and Powers**

2.01 Purposes.

The corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Subject to the preceding sentence, the specific purposes and objectives of the corporation will include, but not be limited to, preserving, perpetuating, and improving the site and spirit of the historic Colorado Chautauqua by enhancing its community and values through cultural, educational, social, and recreational experiences.

2.02 Powers.

In furtherance of the corporate purposes and objectives stated above, the corporation will have and may exercise all of the powers conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient to accomplish its purposes and objectives, subject to the restrictions on powers stated below and to any limitations prescribed by law.

2.03 Restrictions On Powers.

(a) Private Inurement. No part of the net earnings of the corporation will 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. Further, no director or officer of the corporation or any other individual, may share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

(b) Lobbying and Political Activity. The corporation will not engage in more than an insubstantial amount of activities that consist of carrying on propaganda or attempting to influence legislation. However, if the corporation is eligible to make and has properly made the election for

Section 501(h) of the Internal Revenue Code to apply, the corporation may carry on the activities permitted by Section 501(h), but only to the extent the activities will not result in denial of exemption under Section 501(h). The corporation will not participate or intervene in any political campaign, including the publication or distribution of statements, on behalf of or in opposition to any candidate for public office.

(c) Dissolution. Upon dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities will be distributed to one or more exempt organizations described in Section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. The organizations to receive property, and their respective shares and interests, will be determined by the board of directors.

(d) Nonqualifying Activities. The corporation will not carry on any activities not permitted to be carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(e) Internal Revenue Code. All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Article III. Members

The corporation will have no voting members. The corporation will have no capital stock.

Article IV. Board of Directors

4.01 General.

The management of the affairs of the corporation will be vested in the board of directors of the corporation, except as provided in the Colorado Revised Nonprofit Corporation Act, these articles of incorporation, or the bylaws of the corporation. The number of directors, their qualifications, their terms of office and the manner of their selection will be as provided in the bylaws of the corporation.

4.02 Liability of Directors.

No director will be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except for the following: (a) any breach of the director's duty of loyalty to the corporation; (b) acts or omissions not in good faith or that involve intentional misconduct or

a knowing violation of law; (c) acts specified in C.R.S. Section 7-128-403, as it now exists or may be amended; or (d) any transaction from which the director directly or indirectly derived an improper personal benefit. If the Colorado Revised Nonprofit Corporation Act is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided in this Section, will be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act. Any repeal or modification of this Section will be prospective only and will not adversely affect any right or protection of a director of the corporation existing at the time of repeal or modification.

**Article V.
Bylaws**

The bylaws of the corporation may be amended or repealed and new bylaws adopted in the manner provided in the bylaws. The bylaws of the corporation may contain any provisions for managing and regulating the affairs of the corporation that are consistent with law and these articles of incorporation, as these articles may be amended. However, no bylaw will have the effect of giving any director or officer of the corporation or any other individual, any proprietary interest in the corporation's property, whether during the term of the corporation's existence or upon its dissolution.

**Article VI.
Amendments**

The board of directors will have the power and authority at any time to amend these articles of incorporation by a two-thirds vote of the directors, subject to any limitations set forth in that certain Lease dated October 8, 2015 between the City of Boulder, as lessor, and the corporation, as lessee, as amended from time to time, pertaining to the real property constituting a substantial portion of the Chautauqua Park.