

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COLORADO ARCHAEOLOGICAL SOCIETY, INC.

In accordance with the Colorado Revised Nonprofit Corporation Act, as amended from time to time (together with any successor act, the “Act”), Colorado Archaeological Society, Inc. adopts the following Amended and Restated Articles of Incorporation (the “Restated Articles”). These Restated Articles constitute an amendment and restatement of the prior restated Articles of Incorporation of the corporation filed with the Colorado Secretary of State on April 15, 2004 and entitled “2003 Revised Constitution” (the “Prior Articles”). These Restated Articles correctly set forth the current provisions of the articles of incorporation of the corporation, as amended and restated, and supersede the Prior Articles (including all amendments and supplements thereto or restatements thereof) in their entirety. These Restated Articles were recommended by the corporation’s Board of Directors to the corporation’s members on July 26, 2014, and were approved by the requisite vote of the corporation’s members on October 10, 2015.

ARTICLE I

The name of the corporation is Colorado Archaeological Society, Inc.

ARTICLE II

The period of its duration shall be perpetual.

ARTICLE III

The corporation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of and pursuant to section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (together with any future United States internal revenue law, the “Code”), including for such purpose, but not limited to, to establish and operate a non-profit organization committed to the stewardship of archaeological resources in Colorado through public education, research, conservation and enhanced opportunities for responsible participation in archaeology for interested individuals and organizations, provided that all such activities are permitted activities for which a corporation may be organized pursuant to section 501(c)(3) of the Code.

ARTICLE IV

A. No part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the corporation or any other 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 reimbursement may be made for any expenses incurred for the corporation by any officer, director, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no member, director or officer of the corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in section 501(h) of the Code. The corporation shall

not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

B. No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

C. 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 Code.

D. Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt under the provisions of section 501(c)(3) of the Code.

E. Notwithstanding any other provision of these Restated Articles to the contrary, during any period that the corporation is a “private foundation” within the meaning of section 509 of the Code, the corporation shall be required to distribute its income for each taxable year of the corporation at such time and in such manner as not to subject the corporation to tax under section 4942 of the Code; and the corporation shall be prohibited from engaging in any act of self-dealing as defined in section 4941(d) of the Code, from retaining any excess business holdings in violation of the provisions of section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under section 4944 of the Code, and from making any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE V

The corporation shall have voting members.

ARTICLE VI

The address of the registered office of the corporation is 27505 Rd U.6, Dolores, Colorado 81323, and the name of its registered agent at such address is Tom Hoff.

ARTICLE VII

The address of the principal office of the corporation is 27505 Rd U.6, Dolores, Colorado 81323.

ARTICLE VIII

There shall be no personal liability, either direct or indirect, of any director of the corporation to the corporation or to its members for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the corporation or to its members for monetary damages for any breach, act, omission or transaction as to which the Colorado Revised Nonprofit Corporation Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of directors of the corporation for indemnification or other assistance from the corporation. This provision shall not restrict or otherwise diminish the provisions of Section 13-21-115.7 of the Colorado Revised Statutes (concerning no liability of directors except for wanton and willful acts or omissions), any amendment or successor provision to such section, or any other law limiting or eliminating liabilities. Any repeal or modification of the foregoing provisions of this Article by the members of the corporation or any repeal or modification of the provision of the Act which permits the elimination of liability of directors by this Article shall

not affect adversely any elimination of liability, right or protection of a director of the corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

ARTICLE IX

The Board of Directors shall consist of one or more members, with the number fixed in accordance with the corporation's bylaws.

ARTICLE X

These Restated Articles may be amended from time to time by the Board of Directors, as set forth in §7-130-102 of the Act or by the Board of Directors and members of the corporation, as set forth in §7-130-103(5) of the Act.

In the event that any governmental agency requires an amendment of these Restated Articles or the corporation's bylaws in order for the corporation to be in compliance with any law, regulation or rule of said agency, the Board of Directors is hereby empowered and authorized to comply with such requirement within the time stipulated by said agency to the extent allowed by the Act, provided that a complete report on such requirement and such amendment shall be made in writing to the members of the corporation.