



Colorado Secretary of State  
 Date and Time: 12/10/2007 11:00 AM  
 Id Number: 19911067678  
 Document number: 20071561705

Document processing fee  
 If document is filed on paper \$125.00  
 If document is filed electronically \$ 25.00

Fees & forms/cover sheets  
 are subject to change.

To file electronically, access instructions  
 for this form/cover sheet and other  
 information or print copies of filed  
 documents, visit [www.sos.state.co.us](http://www.sos.state.co.us)  
 and select Business Center.

Paper documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

**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.)

ID number: 19911067678

1. Entity name: Boulder Mountainbike Alliance  
*(If changing the name of the corporation, indicate name BEFORE the name change)*

2. New Entity name:  
 (if applicable) \_\_\_\_\_

3. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

"bank" or "trust" or any derivative thereof  
 "credit union"       "savings and loan"  
 "insurance", "casualty", "mutual", or "surety"

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

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

6. 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.)*

7. (Optional) Delayed effective date: \_\_\_\_\_  
*(mm/dd/yyyy)*

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

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

<u>Robinson</u>	<u>D. Scott</u>	<u>Esq.</u>
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i> <i>(Suffix)</i>
<u>Suite 300</u>		
<i>(Street name and number or Post Office Box number)</i>		
<u>1401 Walnut Street</u>		
<u>Boulder</u>	<u>CO</u>	<u>80302</u>
<i>(City)</i>	<i>(State)</i>	<i>(Postal/Zip Code)</i>
<u>United States</u>		
<i>(Province – if applicable)</i>	<i>(Country – if not US)</i>	

*(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.)*

**Disclaimer:**

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

## **NOTICE:**

*This "image" is merely a display of information that was filed electronically. It is not an image that was created by optically scanning a paper document.*

*No such paper document was filed. Consequently, no copy of a paper document is available regarding this document.*

*Questions? Contact the Business Division. For contact information, please visit the Secretary of State's web site.*

## Click the following links to view attachments

[Attachment 1](#)

Addendum Amended and Restated Articles of Incorp

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF THE  
BOULDER MOUNTAINBIKE ALLIANCE  
ADDENDUM**

**ARTICLE I.  
Purposes, Powers and Limitations**

1. The corporation is organized exclusively to:
  - A. promote mountain bike participation and access within Boulder County and elsewhere in the Rocky Mountain region;
  - B. make mountain biking a more pleasurable experience in Boulder County and elsewhere in the Rocky Mountain region;
  - C. assume a lead role in the Boulder area with respect to policy issues concerning mountain biking;
  - D. act as a liaison between private, public and governmental interests concerning mountain biking;
  - E. promote proper trail etiquette, safety and technique;
  - F. encourage proper land use, including discretionary reopening of trails, opening of multiple use trails, and monitoring the effects of mountain biking on existing trails; and
  - G. assist in the proper construction and maintenance of trails which could be used for mountain biking.
  
2. The corporation shall possess each and every power, privilege, right and immunity now or hereafter authorized pursuant to the provisions of the Colorado Nonprofit Corporation Act; and, in addition thereto, have any other rights, privileges and powers granted by the laws of Colorado to profit corporations so far as applicable to nonprofit corporations.
  
3. Solely in furtherance of its purposes, and subject to the limitations set forth herein and as prescribed by law, the corporation shall have and may exercise all of the powers permitted by law, as the same may now exist or hereafter be amended, including, without limitation, the power to:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE  
BOULDER MOUNTAINBIKE ALLIANCE**

---

- A. accept, acquire, administer, receive, take and hold; by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise; any property, real, personal and mixed, of whatever kind, nature or description and wherever situated;
  - B. receive any property, real, personal or mixed, in trust or otherwise, and, in administering the same, to carry out the directions and exercise the powers contained in the instrument under which the property is received, including the expenditure of the principal, as well as the income, for one or more of such purposes authorized or directed in the instrument under which it is received; provided, however, that no gift, bequest, or devise shall be accepted if it is conditioned or limited in such manner as to require the disposition of the income or principal in manner not consistent with the purpose of the corporation;
  - C. sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, real, personal and mixed;
  - D. borrow money and, from time to time, make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for money borrowed or in payment for property acquired, and secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired;
  - E. invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its board of directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift;
  - F. exercise such other powers which are now or hereafter may be conferred by law upon a corporation organized for the purposes herein set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of these articles of incorporation, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt from taxation under Code Section 501(c)(4).
4. No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in accomplishing 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 corporate assets on dissolution of the corporation.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE  
BOULDER MOUNTAINBIKE ALLIANCE**

---

5. All of the assets and earnings of the corporation shall be used exclusively for the purposes herein described, and, in the event of dissolution of the corporation, all of its remaining assets shall be distributed by the board of directors exclusively for “charitable purposes” within the meaning of Code Section 501(c)(3).

6. The corporation shall not discriminate on the basis of race, color, national or ethnic origin, religion, disability, sex or age in the administration of its policies, operations or programs.

7. Notwithstanding any other provision of these articles of incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Code Section 501(c)(4).

**ARTICLE II.  
Membership and Capital Stock**

The corporation shall have members with such characteristics, qualifications, rights and obligations as set forth under the bylaws of the corporation. The Corporation shall have no capital stock.

**ARTICLE III.  
Board of Directors**

The affairs and management of the corporation shall be under the control of a board of directors. The number of directors of the corporation shall be determined under the bylaws of the corporation. Directors shall be elected and shall serve for the terms as provided in the bylaws of the corporation.

**ARTICLE IV.  
Bylaws**

The bylaws of the corporation shall be as adopted by the board of directors, which shall have the power to adopt new bylaws and to alter, amend or repeal the bylaws from time to time. The bylaws may contain any provisions for the regulation or management of the affairs of the corporation that are not inconsistent with these articles of incorporation, as they may from time to time be amended, or with applicable law. However, no provision of the bylaws or the articles of incorporation at any time in effect shall be effective if it would impair the corporation’s tax-exempt status or if it would give any director or officer of the corporation any proprietary interest in the corporation’s property or assets, whether during the term of the corporation’s existence or incident to its dissolution.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE  
BOULDER MOUNTAINBIKE ALLIANCE**

---

**ARTICLE V.  
Liability of Directors**

No director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the corporation for monetary damages shall be eliminated or limited on account of any of the following:

- A. Any breach of the director's duty of loyalty to the corporation;
- B. Any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law;
- C. The director's assent to or participation in a loan by the corporation to any director or officer of the corporation;
- D. Any transaction in which the director received improper personal benefit.

Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

**ARTICLE VI.  
Amendment of Articles of Incorporation**

A quorum of members of the corporation entitled to vote shall have the right from time to time on the vote of two-thirds of such members to dissolve the corporation or to amend, alter, change, or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or subsequently prescribed by statute, except that no such amendment, alteration, change, or repeal shall be made which shall be inconsistent with the purpose and powers of the corporation as set forth herein.

**ARTICLE VII.  
Dissolution**

1. Upon the dissolution of the corporation, any of its remaining assets shall be distributed exclusively to one or more "charitable organizations", as herein defined.
2. A "charitable organization" is a corporation, trust, fund, foundation, community chest or other organization created or organized under the laws of the United States, the District of Columbia, or any state, territory, or possession of the United States; which is organized and operated exclusively for "charitable purposes" as herein defined; and no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual. No

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE  
BOULDER MOUNTAINBIKE ALLIANCE**

---

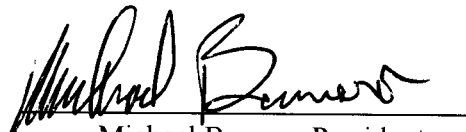
substantial part of the activities of such organization shall be the carrying on of propaganda or otherwise attempting to influence legislation or participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidates for public office. It is intended that the organization described herein shall be entitled to exemption from federal income tax under Code Section 501(c)(3).

3. A "charitable purpose" is a religious, charitable, scientific, literary, or educational purpose, the testing for public safety, the fostering of national or international amateur competition (but only if no part of the activities involve the provision of athletic facilities or equipment), or the prevention of cruelty to animals or children, all of such terms to be construed within the meaning of Code Section 501(c)(3).

**ARTICLE VIII.  
Internal Revenue Code**

All references to the Internal Revenue Code shall be deemed to mean the Internal Revenue Code of 1986, as it presently is constituted, as it may be amended, or any successor statute of similar purpose.

I hereby certify that the foregoing Amended and Restated Articles of Incorporation were adopted by the members and board of directors of Boulder Mountainbike Alliance on the 5th day of December, 2007.

  
Michael Barrow, President