

ARTICLES OF INCORPORATION

OF

ROCKY MOUNTAIN GUIDES ASSOCIATION

FIRST: INCORPORATOR. I, James G. Willson, Jr., whose post office address is 2460 So. Chase Lane, Lakewood, Colorado 80227-3903, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the Colorado Non-Profit Corporation act.

SECOND: NAME OF CORPORATION. The name of this Corporation (which is hereafter called the "Corporation") is ROCKY MOUNTAIN GUIDES ASSOCIATION.

THIRD: PERIOD OF DURATION. This Corporation shall have perpetual existence.

FOURTH: PURPOSE OF CORPORATION AND POWERS. The nature of the business and activities of this Corporation are educational and the objects and purposes thereof to be transacted, promoted, or carried on are TO PROMOTE THE HIGHEST DEGREE OF COMPETENCE AND PROFESSIONALISM AMONG PERSONS WHO ACT AS TOUR GUIDES AND TOUR MANAGERS/DIRECTORS, TO PROVIDE ETHICAL AND PROFESSIONAL STANDARDS AGAINST WHICH ALL TOUR GUIDES AND TOUR MANAGERS/DIRECTORS ARE MEASURED and in pursuing said basic purposes,

1. to hold meetings and familiarization ("FAM") trips for the improvement and continuing education of its members;
2. to provide opportunities for the exchange of experiences and opinions regarding tour guides and tour managers/directors and their profession;
3. to provide a forum for development and promotion of common professional interests and concerns of tour guides and tour managers/directors;
4. to cooperate with other related and non-related organizations in a common endeavor to promote the profession of tour guiding, tour management and tour directing and to promote the public awareness of said profession;
5. to transact all lawful business and activity for which non-profit corporations may be organized pursuant to Colorado law, to have and exercise all powers, privileges, and immunities now or hereafter conferred upon or permitted to non-profit corporations by the laws of the State of Colorado, and to do any and all of the things hereinbefore set forth to the same extent as natural persons could do insofar as permitted by the laws of the State of Colorado, these Articles of Incorporation, or the Bylaws of this Corporation. Most particularly, and without limiting the generality of the foregoing, the Corporation shall have the power (a) to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property or any interest therein, wherever situated; (b) to sell, convey, mortgage, pledge, lease, exchange, transfer, and other-wise dispose of all or any part of its property and assets; to make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and

secure any of its obligations by mortgage or pledge of all or any part of its property, franchises, and income. These and other powers of the

corporation shall be exercised by the board of directors, except as other requirements are made by Colorado law, these Articles or the Bylaws, and except that the principal amount and purpose of any borrowing and the acquisition, pledge, sale or other disposition of any real property acquired or used for the purposes of this Corporation shall require the affirmative vote of a majority of all eligible members at a regular meeting or at a special meeting called and held for the purpose.

FIFTH: NON-PROFIT CHARACTER OF CORPORATION. No part of the income or net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered in effecting one or more purposes of the Corporation and to reimburse any actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation.

SIXTH: NON-POLITICAL NATURE OF CORPORATION. No substantial part of the activities of the Corporation shall be devoted to or consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in section 501 (h) of the Internal Revenue Code of 1986, as amended from time to time, or successor codes, as amended from time to time (all of which are hereinafter referred to as the "Internal Revenue Code"). The Corporation shall not directly or indirectly participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SEVENTH: NO POLITICAL USE OF CORPORATE ASSETS. 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.

EIGHTH: COMPLIANCE WITH NON-PROFIT REQUIREMENTS. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any future federal tax code.

NINTH: REGISTERED AGENT AND ADDRESS. The address of the Corporation's current registered agent in this State is 2460 South Chase Lane, Lakewood, Colorado 80227-3903, and the name of the registered agent at such address is James G. Willson, Jr.

TENTH: NO STOCK, MEMBERS. Because it is organized for purposes other than pecuniary profit, the Corporation shall not have any capital stock. The By-laws of the Corporation shall provide for membership in the Corporation, the kinds and classes, if any, of the members, and the rights and privileges of each such

kind or class of members. The right of the members or any class or classes of members to vote may be limited, enlarged, or denied to the extent specified in the By-laws of the Corporation.

ELEVENTH: REQUIREMENTS FOR DISSOLUTION. The Corporation may dissolve and wind up its affairs in the manner provided by Colorado law, but upon such dissolution, the assets of the Corporation shall be applied and distributed as follows:

1. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made for such payment and discharge.
2. Assets held by the Corporation on condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirement.
3. The remaining assets held by the Corporation shall be distributed pursuant to a plan of distribution adopted as provided by Colorado law for other nonprofit corporations to one or more domestic or foreign corporations, societies, or organizations engaged in activities similar to those of this Corporation, or to the federal government, or to a Colorado state or local government, for a public purpose, or be distributed by a court to another organization to be used in such manner as in the judgment of the court will best accomplish the general purposes for which this Corporation was organized.

TWELFTH: BOARD OF DIRECTORS. The affairs of the Corporation shall be managed by a Board of Directors, in accordance with the Bylaws of the Corporation. The number of directors shall be fixed by the Bylaws, except as to the current number of directors, which shall be five (5). The number of directors may be increased or decreased from time to time by amendment of the Bylaws, but no decrease in number shall have the effect of shortening the term of any incumbent director. The officers and directors shall be voting members of the Corporation.

The current board of directors shall consist of the following persons, who shall also be the current officers of the Corporation who shall hold office until January, 1994, and until their successors have been elected and qualified in accordance with the Bylaws of this Corporation, unless a director shall sooner resign or be removed, in which case such vacancy shall be filled according to said Bylaws: Ruby Ellen Hale, 214 Plateau Pkwy., Golden, CO 80403, JoAnn N. Fitch, 14310 W. 30th Pl., Golden, CO 80401, Cheryl L. Sadler, 7320 W. 21st Ave., Lakewood, CO 80215, Douglas H. Bowen, 1600 Sable Blvd., #10, Aurora, CO 80011, Arthur (Jack) Bridgeforth, 3790 Owens St., # C, Wheatridge, CO 80033.

THIRTEENTH: AMENDMENT OF ARTICLES. The members of the Corporation, voting at any regular annual meeting or regular meeting, or at a special meeting called and held for the purpose, may alter, amend, modify, or restate these Articles of Incorporation, in any manner and to any extent not inconsistent with the laws of

the State of Colorado, by affirmative vote of two-thirds of the quorum of members present, entitled to vote and voting on such question.

FOURTEENTH: BYLAWS. The board of directors shall have power to enact, alter, amend, and repeal such Bylaws not inconsistent with these Articles of Incorporation and the laws of the State of Colorado as it may deem best for the management and operation of the Corporation, subject, however, to the right of the voting members of the Corporation, by petition signed by not less than twenty-five per cent (25%) of the said voting members as shown on the current membership rolls of the Corporation, to require the submission of any existing or proposed Bylaw to a vote of the members at a meeting called for the purpose to be held not less than ten (10) nor more than forty-five (45) days following the receipt of said petition by the Board of Directors.

FIFTEENTH: INDEMNIFICATION OF PARTIES. The Corporation shall have every power and duty of indemnification of its directors, officers, employees and agents, without limitation, provided by the laws of the State of Colorado.

SIXTEENTH: LIABILITY OF DIRECTORS. The personal liability of any of the Corporation's directors to the Corporation or to its members for monetary damages for breach of fiduciary duty as a director is eliminated, except that this provision shall not eliminate the liability of the director to the Corporation or to its members for monetary damages (a) for any breach of the director's duty of loyalty to the Corporation or its members; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for acts specified in Section 7-24-111 of the Colorado Revised Statutes relating to the prohibition of loans by the Corporation to its directors; or (d) for any transaction from which the director derived an improper personal benefit.

SEVENTEENTH: PROVISIONS FOR VOTING. Neither cumulative voting nor voting by proxy shall be allowed in the election of directors or voting upon issues by the members. The Bylaws may provide for voting by mail by members for election of directors, which shall require in such case at least a majority of the votes which members are entitled to cast in the election. The Bylaws may provide for voting by mail by members for an amendment to the articles of incorporation or a proposed plan of merger, consolidation, or dissolution, which shall require in such case the affirmative vote of at least two-thirds of the votes which members are entitled to cast on that question. The Bylaws shall provide for the number or percentage of the voting members of the Corporation which shall constitute a quorum for the transaction of business at all meetings of members. In the absence of such provision members holding twenty percent (20%) of the total votes entitled to be cast on the matter to be voted upon shall constitute a quorum. A majority of the votes entitled to be cast upon a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by articles 20 to 29, of Title 7, Colorado Revised Statutes, these Articles of Incorporation, or the Bylaws of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7th day of May, 1993, and I acknowledge the same to be my act.

S/ James G. Willson, Jr.
Incorporator

STATE OF COLORADO)
) ss.
COUNTY OF JEFFERSON)

The foregoing Articles of Incorporation were signed and sworn to before me by James G. Willson, Jr., as Incorporator, on this 7th day of May, 1993.

My commission expires: 11/12/1995.

s/ Kathryn A. Willson
Notary Public

2460 So. Chase Lane
Lakewood, Colorado 80227