AMENDED AND RESTATE ARTICLES OF INCORPORATION
OF
THE COLORADO BAR ASSOCIATION

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, The Colorado Bar Association, a Colorado nonprofit corporation, hereby amends and restates its articles of incorporation. These articles correctly set forth the provisions of the articles of incorporation, as amended, they have been duly adopted as required by law, and supersede the original articles of incorporation and all amendments thereto.

ARTICLE 1
Name of Corporation

The name of the corporation is The Colorado Bar Association.

ARTICLE 2
Period of Duration

The corporation shall have perpetual existence.

ARTICLE 3
Nonprofit Purposes and Powers

3.1 Nonprofit Purposes. The purposes and objectives for which the corporation is organized are to advance the science of jurisprudence; to secure the more efficient administration of justice; to encourage the adoption of proper legislation; to advocate thorough and continuing legal education; to uphold the honor and integrity of the Bar; to cultivate cordial relations among the lawyers of Colorado; and to perpetuate the history of the profession and the memory of its members.

3.2 Exempt Status. The corporation is organized primarily as a business league pursuant to Section 501(c)(6) of the Internal Revenue Code (the "Code"), or the corresponding section of any future federal tax code.

3.3 Distribution of Net Earnings. No part of the net earnings of the corporation shall inure to the benefit of any director, trustee, member or officer of the corporation or any other private individual, (except that the corporation may pay reasonable compensation for services actually performed, and may make reasonable payments for expenses incurred on behalf of the corporation, in furtherance of its purposes) and no director, trustee, member or officer of the corporation, or any private individual, shall be entitled to share in any distribution of any
of the corporate assets on dissolution of the corporation or
otherwise.

3.4 Distribution on Dissolution. Upon the dissolution of the
corporation, the assets of the corporation shall be applied and
distributed, pursuant to the provisions of the Colorado Nonprofit
Corporation Act, or its successor provision. After the liabilities
of the corporation have been discharged or provided for, the
remaining assets may be distributed, either (1) to an organization
or organizations which are then qualified as exempt under Section
501(c)(3) of the Code or its successor provision, or (2) to an
organization operating as a business league within the meaning of
Code Section 501(c)(6) or its successor provision. Any assets not
so disposed of shall be disposed of pursuant to order of the
District Court for the City and County of Denver.

3.5 Powers. The corporation shall have all of the rights,
privileges and powers now or hereafter conferred upon nonprofit
corporations by the laws of the State of Colorado. The corporation
shall have and may exercise all powers necessary or convenient to
effect any of the purposes for which the corporation was organized.
Notwithstanding any other provision of these articles of
incorporation, the corporation shall not carry on any activities
not permitted to be carried on by a corporation exempt from federal
income tax under Section 501(c)(6) of the Code or its successor
provision.

ARTICLE 4
Membership

The corporation shall have members. The classes of membership
and the qualifications and rights of the members of each class
shall be set forth in the bylaws. The membership shall only have
voting rights as specified in the bylaws.

ARTICLE 5
Principal Office and Place of Business

The initial principal office, place of business and
headquarters of the corporation shall be located at 1900 Grant
Street, Suite 950, Denver, Colorado 80203-4309.

ARTICLE 6
Indemnification

The corporation shall indemnify any current or former board
member or officer to the full extent permitted by Colorado law.
The corporation may indemnify any other person who is threatened or
made a party to any proceeding by reason of the fact that the
person is or was a board member, officer, employee or agent of the corporation.

ARTICLE 7
Limitations on Liability

7.1 Breach of Fiduciary Duty. The personal liability of a board member to the corporation or its members for monetary damages for breach of fiduciary duty as a board member is limited to the full extent provided by Colorado law, including Section 7-22-101(1)(r), C.R.S.

7.2 Obligations of Corporation. The board members, officers, employees and members of the corporation shall not, as such, be liable on its obligations.

7.3 Wanton and Willful Acts. The board members of the corporation shall not be liable for actions taken or omissions made in the performance of corporate duties except for wanton and willful acts or omissions in accordance with Section 13-21-116, C.R.S. The board members, officers and trustees of the corporation shall be immune from civil liability in accordance with Section 13-21-115.7, C.R.S.

These amended and restated articles of incorporation were adopted by a vote of the board of governors on July 13, 1996. There are no members entitled to vote thereon, and these amended and restated articles of incorporation received the vote of a majority of the board of governors in office, as required by the Colorado Nonprofit Corporation Act, and a vote of two-thirds of the members of the board of governors present at the meeting, as required by the bylaws of the corporation.

Dated: August 21, 1996.

By: 
Assistant Secretary

By: 
President
ELECTION TO ACCEPT COLORADO NONPROFIT CORPORATION ACT
BY
THE COLORADO BAR ASSOCIATION

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, the undersigned corporation elects to adopt the provisions of the Colorado Nonprofit Corporation Act and states that:

1. The name of the corporation is The Colorado Bar Association.

2. All required reports have been filed, and all fees, taxes and penalties due to the State of Colorado accruing under any act to which the corporation has been subject have been paid.

3. On July 13, 1996 there was a meeting of the board of governors of the corporation, at which a quorum was present, where they voted to accept the Colorado Nonprofit Corporation Act. The acceptance was authorized by a majority vote of the board which were present at the meeting.

4. The corporation followed the requirements of the law under which it was organized.

5. The address of the registered office in Colorado of the corporation is 1900 Grant Street, Suite 950, Denver, Colorado 80203, and the name of its registered agent at the address is Charles C. Turner.

6. The names and addresses of the officers and directors of the corporation are:

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Miles C. Cortez</td>
<td>President</td>
<td>370 17th St. #4800</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Denver, CO 80202</td>
</tr>
<tr>
<td>Rebecca Koppes Conway</td>
<td>President-Elect</td>
<td>912 8th Avenue</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Greeley, CO 80631</td>
</tr>
<tr>
<td>Phillip S. Figa</td>
<td>Immediate Past</td>
<td>5251 DTC Parkway #3</td>
</tr>
<tr>
<td></td>
<td>President</td>
<td>Englewood, CO 80111</td>
</tr>
<tr>
<td>John W. Suthers</td>
<td>Senior Vice</td>
<td>326 S. Tejon St</td>
</tr>
<tr>
<td></td>
<td>President</td>
<td>Colorado Springs, CO 80903</td>
</tr>
<tr>
<td>Marian L. Carlson</td>
<td>Vice President</td>
<td>303 E. 17th Ave. #400</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Denver, CO 80203</td>
</tr>
</tbody>
</table>
7. The attached copy of the amended and restated articles of incorporation is true and correct.

8. The corporation has no authority to issue shares of stock.

9. There are no issued and outstanding shares of stock to be delivered to the corporation for cancellation.

10. The authority of the corporation to issue shares of stock in the future is terminated.

Dated: August 21, 1996.

By: ________________________________  The Colorado Bar Association
   Assistant Secretary                     By: ________________________________

   ________________________________  President
   ________________________________
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Dated: August 21, 1996.

By: [Signature]
Assistant Secretary

By: [Signature]
President

THE COLORADO BAR ASSOCIATION