

AMENDED AND RESTATED 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.

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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

THE COLORADO BAR ASSOCIATION

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:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Miles C. Cortez	President	370 17th St. #4800 Denver, CO 80202
Rebecca Koppes Conway	President-Elect	912 8th Avenue Greeley, CO 80631
Phillip S. Figa	Immediate Past President	5251 DTC Parkway#3 Englewood, CO 80111
John W. Suthers	Senior Vice President	326 S. Tejon St Colorado Springs, CO 80903
Marian L. Carlson	Vice President	303 E. 17th Ave. #400 Denver, CO 80203

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Evan S. Lipstein	Vice President	12600 W. Colfax #C-400 Lakewood, CO 80215
James R. Christoph	Vice President	1406 Pearl St., #200 Boulder, CO 80302-5348
Bethiah B. Crane	Vice President	575 E. College Dr. Durango, CO 81301
John Holt	Treasurer	3033 East 1st Avenue Denver, CO 80206
Charles C. Turner	Executive Director Secretary	1900 Grant Street Suite 950 Denver, CO 80203

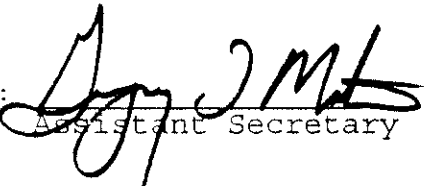
7. The attached copy of the amended and restated articles of incorporation is true and correct.

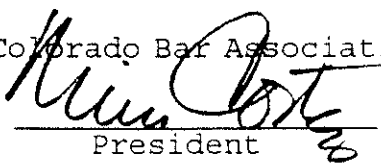
8. The corporation has no authority to issue shares of stock.

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: 
Assistant Secretary

The Colorado Bar Association
By: 
President

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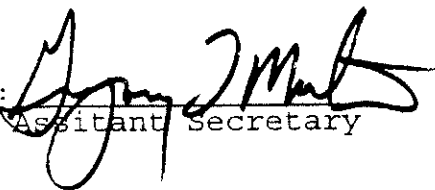
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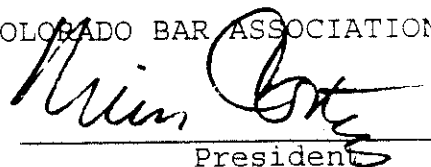
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