

ORIGINAL

AMENDED AND RESTATED

NONPROFIT

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE COLORADO HUMANE SOCIETY
& S.P.C.A., INC.

REJECTED

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, The Colorado Humane Society, & S.P.C.A., Inc., a Colorado nonprofit corporation, amends and restates its Articles of Incorporation. The original name of the corporation was the Colorado Humane Society, and it was subsequently changed to The Colorado Humane Society, an SPCA, Inc. The original Articles of Incorporation were filed with the Secretary of State on August 6, 1881.

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ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be The Colorado Humane Society & S.P.C.A., Inc.

ARTICLE II
PERIOD OF DURATION

The corporation shall have perpetual existence.

ARTICLE III
PURPOSES AND POWERS

Section 1. Purposes. The corporation is organized NOT for profit, and the purposes and objectives for which the corporation is organized are as follows:

- (a) To prevent cruelty and suffering to, and exploitation of, animals, within the State of Colorado;
- (b) To counsel, aid, and assist other persons and agencies in the enforcement of laws relating to the prevention of cruelty and suffering to, and exploitation of, animals, within the State of Colorado and elsewhere;
- (c) To promote the education of the public in humane lifestyles by the dissemination of literature, by the use of any communications medium, and otherwise by any legal means, within the State of Colorado and elsewhere;

COMPUTER UPDATE COMPLETE

- (d) To serve as advocate for the humane treatment of animals, within the State of Colorado and elsewhere;
- (e) To serve as a resource center for all individuals and groups interested in the prevention of cruelty and suffering to, and exploitation of, animals, within the State of Colorado and elsewhere;
- (f) To engage in any and all activities in furtherance of the forgoing purposes and objectives, not otherwise prohibited by law.

Section 2. Powers. The corporation shall have all of the rights, privileges, and powers now or hereafter conferred upon nonprofit corporations by the Colorado Nonprofit Corporation Act and any and all other applicable laws of the State of Colorado. The corporation shall have and may exercise all powers and may do everything necessary, proper, advisable, or convenient for the accomplishment of the corporation's purposes and all other things incidental thereto or connected therewith, so long as the same are neither prohibited by law nor by these Amended and Restated Articles of Incorporation.

The corporation is organized exclusively for charitable and educational purposes, and for the prevention of cruelty to animals, within the meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation shall not carry on nor allow to be carried on any activities not permitted to be carried on (a) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

The corporation is not empowered to engage, otherwise than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of the purposes of charity, education, or prevention of cruelty to animals.

Upon dissolution and after the payment of any outstanding corporate liabilities, the remaining assets, if any, shall be distributed to one or more organizations which are exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code as now in force or as hereafter amended, and which are organized and operated exclusively for purposes relating to the prevention of cruelty to animals. In no event shall any distribution in the event of dissolution be made to or in any manner inure to the benefit of any individual member, officer, or director of the corporation.

ARTICLE IV
MEMBERSHIP

Section 1. **Membership Qualifications.** The corporation shall have five (5) classes of members. The designation of such class(es), the manner of election or appointment, and the qualifications and rights of the members of each class shall be as set forth in the Bylaws of the corporation.

Section 2. **Membership Voting.** Members shall NOT be entitled to vote on any matter.

Section 3. **Restrictions on Transfer of Membership.** The Board of Directors may adopt such provisions in the Bylaws which would impose reasonable restrictions on the transfer of membership.

ARTICLE V
BOARD OF DIRECTORS

Section 1. **Management of the Corporation.** The business and affairs of the corporation shall be managed by a Board of Directors consisting of seven (7) members. The Board may be increased or decreased at any time by adoption of or amendment to the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of any provision in the Bylaws fixing the number of directors, the number shall be the same as provided in these Amended and Restated Articles of Incorporation.

The directors of the corporation shall be divided into three (3) classes, each class to consist, as nearly as may be, of one-third (1/3) of the number of directors then constituting the whole Board of Directors. The term of office, the manner of election, and the qualifications, rights, and obligations of each class of directors individually and of the Board of Directors collectively shall be as provided in the Bylaws.

Section 2. **Informal Action by Directors.** Any action required or allowed to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors entitled to vote with respect to the subject matter thereof.

This consent shall have the same force and effect as a unanimous vote.

Section 3. **Powers.** The Board of Directors shall exercise the powers granted to the corporation, except those

expressly reserved to the members, and the Board shall also administer the affairs of the corporation in accordance with the provisions of these Amended and Restated Articles of Incorporation, the Bylaws of the corporation, and the laws relating to and governing nonprofit corporations of the State of Colorado.

The Board of Directors shall have the sole power to further amend and/or restate the Articles of Incorporation and the sole power to make, alter, amend, or repeal the Bylaws of the corporation at any meeting of the Board of Directors upon receiving the vote of a majority of the directors in office; provided, however, that any such provisions are neither prohibited by law nor by these Amended and Restated Articles of Incorporation, if applicable.

The Board shall have the power to fill all vacancies occurring on the Board and to fill all offices of the corporation in accordance with the provisions of the Bylaws.

ARTICLE VI
PRINCIPAL OFFICE
AND
PRINCIPAL PLACE OF BUSINESS

The principal office, place of business, and headquarters of the corporation shall be located at 5901 East 89th Avenue, Henderson, Colorado, 80640.

ARTICLE VII
INDEMNIFICATION OF DIRECTORS,
OFFICERS, EMPLOYEES AND AGENTS

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the laws of the State of Colorado and as further prescribed by the Bylaws of the corporation.

ARTICLE VIII
LIMITATIONS ON LIABILITY

Section 1. **Breach of Fiduciary Duty.** The personal liability of a director to the corporation or its members for monetary damages for breach of fiduciary duty as a director is limited to the full extent provided by the laws of the State of Colorado.

Section 2. Obligations of the Corporation. The directors, officers, employees, and members of the corporation shall not, as such, be liable for its obligations.

Section 3. Personal Liability of Directors and Officers. The personal liability of a director or officer for any injury to person or property arising out of a tort committed by an employee is limited to the full extent provided by the laws of the State of Colorado.

Section 4. Wanton and Willful Acts. Directors shall not be liable for actions taken or omissions made in the performance of corporate duties except for wanton and willful acts or omissions.

ARTICLE IX
EFFECT AND APPROVAL

Section 1. Effect. These Amended and Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation, as amended, they have been duly adopted as required by law, and they supersede the original Articles of Incorporation and all amendments thereto.

Section 2. Approval. By Resolution of the Board of Directors of The Colorado Humane Society, & S.P.C.A., Inc., dated August 16, 1989, the question of amending and restating the Articles of Incorporation was submitted for consideration by the membership at the annual meeting.

These Amended and Restated Articles were adopted by a vote of the members. The date of the meeting of the members at which the amendment was adopted was December 2, 1989, a quorum was present at the meeting, and the amendment received at least two-thirds (2/3rds) of the votes which members present at the meeting were entitled to cast.

IN WITNESS WHEREOF, the corporation has caused its corporate name to be hereunto subscribed to these presents by its President and its Secretary, and its corporate seal to be hereunto affixed by its Secretary this 2nd day of December, 1989.

THE COLORADO HUMANE SOCIETY
& S.P.C.A., INC.

Attest: Madeline L. Duncan
Madeline L. Duncan,
Secretary

By: Beryl M. Jones, President
Beryl M. Jones, President

STATE OF COLORADO)
)
COUNTY OF Adams) ss.

I, J. L. Wroblewski, a Notary Public in and for the County of Adams, State of Colorado, do hereby certify that Beryl M. Jones and Madeline L. Duncan, who are known to me to be the persons whose names are subscribed to the foregoing Amended and Restated Articles of Incorporation of The Colorado Humane Society & S.P.C.A., Inc., as President and Secretary of the corporation respectively, appeared before me this day and swore to the truth of the facts therein stated and acknowledged that they signed and delivered the said instrument, consisting of six (6) pages, as the free and voluntary act of The Colorado Humane Society & S.P.C.A., Inc., a Colorado nonprofit corporation, and that they are eighteen (18) years of age or more.

Given under my hand and official seal this 6th day of September, 1989.

My commission expires 12-4-93.

J. L. Wroblewski
Notary Public

3871 Willow Way

Thornton, Co 80233
Address