NONPROFIT

ARTICLES OF INCORPORATION OF THE RED HILL COUNCIL

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DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

The undersigned person, acting as the incorporator of a corporation pursuant to the Colorado Revised Non-Profit Corporation Act and being 21 years of age or older, hereby signs and acknowledges the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is The Red Hill Council.

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ARTICLE II
Duration

The period of duration of the corporation is perpetual.

ARTICLE III
Principal Place of Business

The principal place of business of the Corporation is c/o Davis Farrar, 165 Basalt Mountain Drive, Carbondale, CO 81623

ARTICLE IV
Purposes, Objectives, Powers and Limitations

1. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Subject to the restrictions set forth below, the corporation shall be operated exclusively as a non-profit tax-exempt public interest organization dedicated to: public education and advocacy on issues including the preservation and enhancement of wilderness, wildlife and vital open space and trails, promotion of compatible recreational uses and prevention of the degradation of the environment in the Carbondale, Colorado area. The Red Hill Council will assist in the implementation and ongoing monitoring of the Special Recreation Management Plan for the Bureau of Land Management's Red Hill Area near Carbondale, Colorado.

2. In furtherance of the foregoing purposes and objectives and subject to the restrictions set forth in Section 3 of this Article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon non-profit corporations organized under the Colorado Revised Non-Profit Corporation Act.

3. In addition to any other restrictions provided by Colorado law or by the Internal Revenue Code applicable to non-profit and tax-exempt corporations, the following provisions shall in all events apply:

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, trustee or officer of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its charitable purposes) and no member, director, trustee or officer of the corporation, or any other private individual, shall be entitled to share in any distribution of any of the corporation's assets on dissolution of the corporation or otherwise;

(b) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office;

(c) No part of the assets of the corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation;

(d) The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is qualified as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations, as the same now exist or may hereafter be amended;

(e) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Internal Revenue Code of 1954 and its regulations; shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1954 and its regulations; shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1954 and its regulations; shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1954 and its regulations; and shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1954 and its regulations, all as said Internal Revenue Code and the regulations thereunder now exist or may hereafter be amended.

(f) Upon dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over and distributed only for the purposes set forth in Article III to one or more organizations qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations. The organizations to receive such assets and property shall be designated by the Board of Directors.

6. **Special Meetings of Directors**. Special meetings of the Board of Directors may be called by the President or by any two (2) Directors.

7. **Place of Meetings**. Meetings of the Board of Directors, whether annual, regular or special, shall be held at the principal office of the corporation or at such other place, within or outside the State of Colorado, as may from time to time be determined by the Board of Directors and specified in the notice of the meeting.

8. **Quorum**. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors which has been duly called and noticed or as to which notice has been waived. The act of a majority of the Directors present at such a meeting shall constitute the act of the Board of Directors.

9. **Vacancies**. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the Directors then in office. A Director chosen to fill a position resulting from an increase in the number of Directors shall hold office until the next annual meeting of Directors.

10. **Executive Committee**. The Board of Directors, by resolution adopted by a majority of the Directors, may designate three (3) or more Directors to constitute an executive committee, which committee, to the extent provided in such resolution and subject to the limitations of the Colorado Nonprofit Corporation Act, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation.

11. **Compensation**. The Directors may be paid their out-of-pocket expenses, if any, of attendance at each meeting of the Board of Directors and shall not otherwise be compensated for attendance at meetings of the Board of Directors or of its Committees or for other activities as a Director. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE IV
Notices, Waiver and Action Without Meeting

1. **Annual Meeting of Directors**. Notice of each annual meeting of Directors shall be given not less than ten (10) nor more than fifty (50) days prior thereto to each Director by delivering written notice thereof to such Director personally or by mailing the same to such Director at his or her address as shown on the books of the corporation.

2. **Regular Meeting of Directors**. Notice of regular meetings of Directors shall be given not less than ten (10) nor more than thirty (30) days prior thereto to each Director by delivering written notice thereof to such Director personally or by mailing the same to such Director at his or her address as shown on the books of the corporation.

3. **Special Meetings of Directors**. Notice of such special meeting of Directors shall be given to each Director by delivering written notice thereof to such Director personally, or by verbal telephonic communication to such Director personally, not less than two (2) days prior to the date of such meeting, or by mailing or telefaxing such written notice thereof to such Director at his or her address as shown on the books of the corporation, not less than seven (7) days prior to the date of such meeting.

4. **Time of Notice.** Any notice given by personal delivery or personal telephonic communication shall be deemed given at the time of such personal delivery or personal telephonic communication. Any notice given by mail shall be deemed given at the time the same is deposited in the mail; and any notice given by telefax shall be deemed given at the time when the telefax is transmitted.

5. **Contents of Notice.** The notice required for any meeting of Directors shall state the place, date and hour thereof. Neither the business to be transacted at, nor the purpose of, any meeting of Directors need be specified in the notice of the meeting, except, in the case of the election of Directors, and/or officers and in the case of any amendment of these By-Laws which shall be set forth in the notice and except as may be otherwise provided for by law.

6. **Waiver of Notice.** Whenever any notice of a meeting of Directors is required to be given by these By-Laws or by law, a Waiver thereof in writing, signed by the person entitled to said notice, whether signed before, at, or after the time of such meeting, shall be deemed equivalent to the proper giving of such notice. The attendance of a Director at a meeting shall constitute a Waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because of the meeting has not been lawfully called or convened.

7. **Action Without Meeting**. Any action of the Board of Directors or Members of the Executive Committee of the corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or members of the executive committee, as the case may be, entitled to vote with respect to the subject matter thereof.

ARTICLE V
Officers

1. **Appointment.** The officers shall be a Chairperson, a Vice Chairperson, a Secretary and a Treasurer, and such other officers as the Directors may deem necessary who shall each be elected by the Board of Directors at its annual or any regular meeting. Each officer shall hold office at the pleasure of the Board. Any two (2) of the above offices, except those of Chairperson and Secretary, may be held by the same person. The Chairperson, the Vice Chairperson, the Secretary and the Treasurer shall be known as executive officers and shall constitute the Executive Committee.

2. **Chairperson**. The Chairperson shall be the chief executive officer of the corporation; shall have general and active management of the business of the corporation; shall

see that all orders and resolutions of the Board of Directors are carried into effect; and shall preside at all meetings of the Board of Directors.

3. **Vice-Chairperson**. The Vice-Chairperson shall, in the absence of disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and shall perform such other duties and have such other powers as the Chairperson or the Board of Directors may prescribe from time to time.

4. **Secretary**. The Secretary shall keep the records of the Council, shall act as secretary of the meetings of the Board and record all votes, and shall keep a record of proceedings of the Council in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to his/her office.

5. **Treasurer**. The Treasurer shall have the responsibility for the funds of the corporation, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors from time to time. The Treasurer shall perform such other duties and have such other powers as the President or the Board of Directors may prescribe from time to time.

ARTICLE VI
Execution of Instruments

1. **Execution of Instruments**. The Chairperson and Secretary shall have power to execute on behalf and in the name of the corporation any deed, contract, bond, debenture, note or other instrument requiring the signature of an officer of the corporation, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation. Unless so authorized, no other officer, agent or employee shall have any power or authority to bind the corporation in any way, to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount, except as provided in Section 2 of this Article VI.

2. **Checks and Endorsements**. All checks and drafts upon the funds of the corporation in any of its depositories shall be signed by the Secretary or by such of its officers, employees or agents as shall from time to time be determined by resolution of the Board of Directors and all notes, bills, receivables, trade acceptances, drafts and other evidences of indebtedness payable to the corporation shall for the purpose of deposit, discount or collection be endorsed by such officers, employees or agents of the corporation as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE VII
Corporate Seal

The corporate seal shall be in such form as shall be approved by resolution of the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed on or affixed to any document.

ARTICLE VIII
Fiscal Year

The fiscal year of the corporation shall be July 1 to June 30 unless and until a different fiscal year shall be adopted by the Board of Directors.

ARTICLE IX
Corporate Books and Records

Except as otherwise required by statute, the books and records of the corporation may be kept at such place or places as may be from time to time designated by the Board of Directors.

ARTICLE X
Amendment

The By-Laws of the corporation shall be subject to amendment or repeal, and new By-Laws may be added, by the affirmative vote of a majority of a quorum of the members of the Board of Directors at any annual, regular or special meeting duly noticed for purposes of consideration of said amendment.

CERTIFICATE

The undersigned hereby certifies that he/she is the duly elected, qualified and acting Secretary of the aforesaid corporation and that the foregoing By-Laws constitute a true and complete copy of the By-Laws of said corporation presently in force and effect.

IN WITNESS WHEREOF, the undersigned has signed this certificate and affixed hereto the seal of said corporation this 14th day of September, 1999.

Secretary

RedHillbylaws.non

IN WITNESS WHEREOF, the undersigned incorporator of the corporation as designated in Article VII has executed these Articles of Incorporation this 5th day of August, 1999.

Eric J. Gross, Incorporator

STATE OF COLORADO)
) ss.
COUNTY OF PITKIN)

Subscribed and sworn to before me this5th day of August, 1999, by Eric J. Gross, as Incorporator of **The Red Hill Council.**

Witness my hand and official seal.
My Commission expires:

Notary Public

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BY-LAWS
OF THE
RED HILL COUNCIL

ARTICLE I
Offices

1. **Business Office.** The principal office of the corporation shall be in Carbondale, Colorado. The corporation may also have one or more offices at such other place or places within or without the State of Colorado as the Board of Directors may from time to time determine or as the business of the corporation may require.

2. **Registered Office.** The registered office of the corporation shall be as set forth in the Articles of Incorporation, unless changed as provided by the Colorado Non-Profit Corporation Act.

ARTICLE II
Members

The corporation shall have no members with voting or other rights and powers under the provisions of the Colorado Non-Profit Corporation Act. The corporation may have non-voting associate memberships for general public support and other fund-raising purposes, in such categories and with such a fee schedule as the Board may from time to time adopt by Resolution.

ARTICLE III
Board of Directors

1. **Management.** The affairs of the corporation shall be managed by the Board of Directors.

2. **Number and Qualification.** The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) Directors, as shall be determined from time to time by Resolution of the Board of Directors. Directors need not be residents of the State of Colorado.

3. **Election and Tenure.** The Directors constituting the first Board of Directors as named in the Articles of Incorporation shall hold office until the dates set forth below or until their successors are elected and shall qualify:

Name and Address		Expiration of Term
Davis Farrar	165 Basalt Mt. Dr. Carbondale, CO	June 30, 200_1
Chris Lawrence	PO Box 1055, Carbondale, CO	June 30, 200_0

Steve Avery	570 Oak Run Drive Carbondale, CO	June 30, 2005
Michael Pines	PO Box 37, Carbondale, CO	June 30, 2006
Alex Schwaller	PO Box 323, Carbondale, CO	June 30, 2006
Adelle Hause	20 Clearwater Road, Carbondale, CO	June 30, 2007
Dave Johnson	3407 South Grand, Glenwood Springs, CO 81601	June 30, 2007
Eric Gross	1299 Wald Circle, Carbondale, CO	June 30, 2007
Jim Breasted	835 Sopris Avenue, Carbondale, CO	June 30, 2005

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Each new Director shall thereafter be elected to two (2) year terms by the vote of the existing Directors at the annual meeting of Directors or at a special meeting called and noticed for this purpose. Each Director so elected shall serve his or her successor shall be elected and shall qualify, except that any Director may resign by tendering written notice of resignation to the President at least thirty (30) days prior to the effective date of such resignation.

4. **Annual Meeting of Directors.** The annual meeting of the Board of Directors for the election of new Directors and for the transaction of such other business as may come before the meeting shall be held during the third month after the close of each fiscal year of the corporation.

5. **Regular Meetings of Directors.** The first regular meeting of the Board of Directors shall be as soon as practical following the date of incorporation at such time and place as may be mutually agreed upon by the first Board of Directors. Other regular meetings of the Board of Directors may be held at such regular intervals (e.g., quarterly, monthly, etc.) and at such times and places as shall be determined from time to time by the Board of Directors.