

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE COLORADO SEARCH AND RESCUE BOARD, INC.

October 4th, 2014

Pursuant to the Colorado Revised Nonprofit Corporation Act, The Colorado Search and Rescue Board, Inc. (the "Corporation") adopts the following Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation (i) fully and correctly set forth the Corporation's articles of incorporation as so amended and restated, (ii) have been duly adopted as required by law, and (iii) supersede the original articles of incorporation and all amendments thereto.

ARTICLE I.

The name of the Corporation is The Colorado Search and Rescue Board, Inc.

ARTICLE II.

The period of its duration shall be perpetual.

ARTICLE III.

The Corporation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of and pursuant to section 501(c) (3) of the Internal Revenue Code of 1986 (or under the corresponding provision of any future united States Internal Revenue law), including for such purposes, but not limited to:

- Providing and/or coordinating search and rescue resources when requested by county sheriffs and others responsible for search and rescue in the State of Colorado.
- Serving as a forum in which member search and rescue organizations can meet, exchange ideas and share best practices.
- Providing educational opportunities for the search and rescue community.
- Representing the Colorado search and rescue community.

References in these Articles of Incorporation to the "Code" shall be to the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE IV.

The Corporation shall have voting members.

ARTICLE V.

The addresses of the Corporation shall be those of the Registered Agent and Principal Office on file with the Colorado Secretary of State.

ARTICLE VI.

There shall be at least 4 Directors of the Corporation.

ARTICLE VII.

The Corporation eliminates or limits the personal liability of every Director to the greatest degree possible as provided in C.R.S. § 7-128-402, as amended from time to time.

ARTICLE VIII.

A. No part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the Corporation by any officer, director, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no member, director or officer of the Corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in section 501(h) of the Code. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

B. 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.

C. Upon dissolution of the Corporation, the assets shall be applied and distributed as follows:

- i. All liabilities and obligations of the corporation shall be paid and discharged, or adequate provisions shall be made therefor;
- ii. 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; and
- iii. All remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

D. Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt under the provisions of section 501(c) (3) of the Code.

ARTICLE VIII.

These Articles of Incorporation may be amended by the affirmative vote of at least 2/3 of the voting membership present at a duly called Annual, Regular or Special Meeting following not less than 30 days prior written notice to all Members of the proposed amendment.

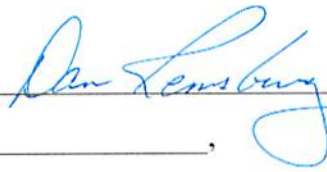
Dated 10/4/14.



President

The foregoing Amended and Restated Articles of Incorporation of Colorado Search and Rescue Board, Inc., a Colorado nonprofit corporation constitute an amendment and restatement of the Articles of Incorporation of the Corporation as originally filed with the Colorado Secretary of State on September 20, 1973, and all amendments thereto; said Amended and Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation of the Corporation as amended and restated by resolution of the members of the Corporation adopted at a meeting of the members held on _____ at which a quorum of members were present; said Amended and Restated Articles of Incorporation have been duly adopted as required by law; and said Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

Dated: 10/4/14


_____,
Secretary

Corporate Seal: