

ARTICLES OF INCORPORATION  
OF  
THE DENVER BAR ASSOCIATION.

We, the undersigned, being citizens of the United States, and of the State of Colorado, and desiring to incorporate an Association, not for pecuniary profit, pursuant to the statutes of the State of Colorado, providing for the organization of corporations other than for pecuniary profit, do hereby certify that the following is a true statement of the name or title by which such Association shall be known in law; the particular business and the objects for which it is formed; the number of its trustees, and the names of those selected for the first year of its existence, viz.

FIRST: The corporate name and style of said corporation all be  
THE DENVER BAR ASSOCIATION.

SECOND: The objects for which said Association is formed and incorporated are: To advance the science of jurisprudence; to promote the administration of justice; to secure proper legislation; to encourage a thorough legal education; to uphold the honor and dignity of the bar; to cultivate cordial intercourse among the lawyers of Denver; to perpetuate a history of the profession and the memory of its members; to acquire, own and hold real and personal property, including a law library, club-house, etc., in furtherance of said business and objects.

THIRD: The number of trustees shall be Seven.

FOURTH: Names of trustees selected for the first year.

Thomas J. O'Donnell

George P. Dunklee

James E. Blood,

Frank C. Goudy

Frank H. Parker

Charles J. Hughes, Jr.

FIFTH: That the principal place of business of said Association shall be the City and County of Denver, Colorado.

SIXTH: The Association shall have power to adopt such rules and make such prudential by-laws as may be deemed proper for the management of the same, and shall have all the powers of corporations, not for pecuniary profit, according to the statute in such case made and provided.

IN WITNESS WHEREOF We have hereunto set our hands this 19<sup>th</sup> day of August, A. D. 1903.

*James J. Donnell*  
*George F. Dunklee*  
*Hugh Eutler*  
*Frank E. Bancroft*  
*James M. Lomery*

State of Colorado

City and County of Denver } ss

I C. M. Inglis

a Notary Public within and

for said county, in the state aforesaid, do hereby certify that

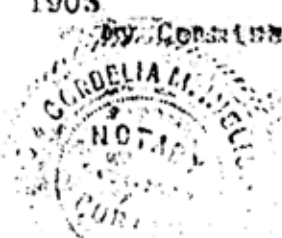
Frank E. Bancroft, Thomas J. O'Donnell, George F. Dunklee

Hugh Eutler and James M. Lomery.

who are personally known to me to be the persons who subscribed the above and foregoing instrument of writing, appeared before me this day in person, and acknowledged that they signed, sealed and delivered the said instrument of writing as their free and voluntary act for the uses and purposes therein set forth.

Given under my hand and notarial seal this 19<sup>th</sup> day of August, A.D. 1903.

My Commission expires... Dec. 6, 1906.



*C. M. Inglis*  
Notary Public.

1072  
37232

*The Denver Post  
Association*

DOMESTIC

FILED in the office of the Secretary  
of State of the State of Colorado,  
on the 17th day of August  
1913 at 3:30 P.M.  
James B. [unclear]  
[unclear]  
23

This document has been inspected  
and properly indexed in the re-  
cords of The First Tax Department

Date Sept 25 1913  
[Signature] Clerk

CERTIFICATE OF IMPRESSION OF CORPORATE SEAL.

We the undersigned, President and Secretary of *The Denver Bar Association*

a corporation existing under and by virtue of the laws of the State of Colorado, do hereby certify that at a *regular* meeting, held on the *19<sup>th</sup>* day of *August* A. D. *1903* the following was adopted as the corporate seal of said Company: *Association*

" *The Denver Bar Association* with the word "Seal" in the center in the form of a circle, an impression of which is hereto attached, and adopted as the corporate seal of said corporation.



BY WITNESS WHEREOF, We,  
*Geo. H. Dunklee* President, and  
*James M. Loney* Secretary, having  
hereto set our hands and the seal of the Company this *19<sup>th</sup>*  
day of *September* A. D. *1903*.

*Geo. H. Dunklee*  
President

Attest: *James M. Loney*  
Secretary



STATE OF COLORADO,  
City and County of *Denver*, *Cordelia M. Inglis*  
Notary Public in and for said County, in the State aforesaid, do hereby certify that  
*Geo. H. Dunklee* President and  
*James M. Loney* Secretary

who are personally known to me to be the persons whose name is subscribed to the annexed instrument, APPEARED BEFORE ME THIS DAY IN PERSON and acknowledged that they signed, sealed and delivered the said instrument of writing as their free and voluntary act for the uses and purposes therein set forth.

Given under my hand and notarial seal, this *19<sup>th</sup>*  
day of *Sept* A. D. *1903*

17025

CERTIFICATE OF IMPRESSION  
OF CORPORATE SEAL

The *Denver*  
*Bar*  
*Association*

*Company*



I DOMESTIC.

Filed in the office of the Secretary of  
State of the State of Colorado, on the *22*  
day of *September*, D. *1903*  
at *2*<sup>*20*</sup> o'clock *P.*M. Recorded in  
Book *99* Page *209*

*James Corwin*  
Secretary of State  
*W. Fred H. H. H.*  
By *W. Fred H. H. H.*  
Deputy

ARTICLES OF INCORPORATION  
OF  
THE DENVER BAR ASSOCIATION

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation adopts the following Articles of Incorporation:

FIRST: The name of the association is THE DENVER BAR ASSOCIATION.

SECOND: The following amendments of the Articles of Incorporation were adopted by the members of the association on April 6, 1964, in the manner prescribed by the Colorado Corporation Act:

"Article Second: The objects for which the Association are formed and incorporated are: To advance the science of jurisprudence; to promote the administration of justice; to accept and administer assets in a fiduciary capacity or otherwise for the purpose of promoting and improving the welfare of members of the Bar; to secure proper legislation; to encourage a thorough legal education; to uphold the honor and dignity of the bar; to cultivate a cordial intercourse among the lawyers of Denver; to perpetuate a history of the profession and the memory of its members; to acquire, own and hold real and personal property, including a law library, club house, etc., in furtherance of said business and objects.

"Article Third: The bylaws of the Association shall provide for:

- (A) The number and term of office of the trustees of the Association and the manner of their selection or election;
- (B) The officers of the Association, their term in office and the manner of their selection or election;
- (C) The kinds and classes of members of the Association and the rights and privileges of each."

Dated April 7, 1964.

THE DENVER BAR ASSOCIATION

By Richard M. Schmidt, Jr.  
President  
William B. Miller  
Executive Secretary

STATE OF COLORADO )  
CITY & ) ss.  
COUNTY OF DENVER )

Before me, John R. [Signature], a notary public in and for the State of Colorado, personally appeared Richard M. Schmidt, Jr. and William B. Miller, who acknowledged before me that they are the President and Executive Secretary, respectively, of THE DENVER BAR ASSOCIATION, a Colorado corporation, and that they signed the foregoing Articles of Amendment as their free and voluntary act and deed for the uses and purposes therein set forth.

In witness whereof I have hereunto set my hand and seal this 10th day of May, 1964.

173203

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF \_\_\_\_\_  
THE DENVER BAR ASSOCIATION  
\_\_\_\_\_

**DOMESTIC**

**NOT FOR PROFIT**

FILED in the office of the Secretary of  
State, of the State of Colorado, on the  
20th day of MAY A.D. 1964

BYRON A. ANDERSON

Secretary of State

Filing Clerk, CRUTER Fees \$5.00

Old Age Pension Fund \_\_\_\_\_

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE DENVER BAR ASSOCIATION

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, The Denver 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 Denver 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 promote justice, its administration and its availability to all sectors of society; to support and assist the membership in the delivery of legal services; to uphold the honor and dignity of the bar and foster respect for the legal profession; to encourage a thorough and ongoing legal education; to promote prompt and efficient dispute resolution; to cultivate good relations among all lawyers of Denver; to perpetuate the history and tradition of the profession and to do all things necessary to further these objects and purposes.

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.

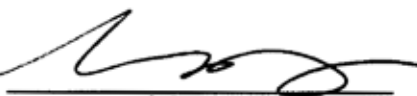
7.3 Wanton and Willful Acts. The board members of the corporation shall not be liable for actions taken or omissions made in the performance of corporate duties except for wanton and willful acts or omissions in accordance with Section 13-21-116, C.R.S. The board members, officers and trustees of the 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 trustees on May 9, 1996. There are no members entitled to vote thereon, and these amended and restated articles of incorporation received the vote of majority of the board of trustees in office, as required by the Colorado Nonprofit Corporation Act, and a vote of two-thirds of the board members present at the meeting, as required by the bylaws of the corporation.

Dated: May 13, , 1996.

By:   
Secretary

THE DENVER BAR ASSOCIATION

By:   
President