

ARTICLES OF INCORPORATION

OF

MOUNTAIN AND PLAINS ROTARY YOUTH EXCHANGE

NONPROFIT

A COLORADO NONPROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, being a natural person of the age of eighteen (18) years or more, acting as the incorporator of a nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act, does hereby sign, verify and deliver in duplicate to the Secretary of the State of Colorado these Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be Mountain and Plains Rotary Youth Exchange.

ARTICLE II - PURPOSES AND POWERS

The Corporation is organized solely for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and, more particularly:

(1) To encourage, promote, extend, supervise, coordinate and generally direct Rotary International Youth Exchange programs in the western United States, including portions of the States of Colorado and New Mexico now designated, or in such other places as may in the future be designated, as Rotary International District 5470.

(2) To encourage and foster the ideal of service as a basis of worthy enterprise.

(3) For such purposes, to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real or personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value.

(4) To sell, convey or otherwise dispose of such property.

(5) To invest, reinvest or deal with the principal or the income thereof in such a manner as in the judgment of the directors will promote the purposes of the Corporation without limitation, except such limitations, if any, as may be imposed by the instrument under which such property is received, these articles, the Bylaws of the Corporation, or applicable law.

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(6) To do any act or thing incidental to or connected with the foregoing purposes or for the advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers.

(7) To operate at all times in a manner that will assure the qualification of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III - MEMBERS

The Corporation shall not have members.

ARTICLE IV - CORPORATE MANAGEMENT

Board of Directors. The affairs and management of the Corporation shall be under the control of a Board of Directors, whose number shall be established in the Bylaws of the Corporation. The number of directors constituting the initial Board of Directors is three, and the names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Eddie Blender	P.O. Box 1296 Edwards, CO 81632-1296
Bill Tarpley	399 West Park Ave., C-2 Durango, CO 80301
J.R. Thompson	P.O. Box 430 Rocky Ford, CO 81067-0430

Election of Directors. The Board of Directors shall consist of the District Governor, the District Governor Elect and the Chairman of the District Youth Exchange Committee of Rotary International District 5470, or of such other or additional persons, elected or appointed in such manner, as may be specified in the Bylaws of the Corporation.

Bylaws. The Board of Directors shall have the power to alter, amend or repeal the Bylaws of the Corporation and to adopt new Bylaws.

ARTICLE V - LIMITATION OF POWERS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private persons, except that the Corporation

shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954, or the 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - INDEMNIFICATION

To the extent allowable by law, any person who shall at any time serve, or have served, as a director, officer or employee of the Corporation, or of any other enterprise at its request, or the heirs, executors, and administrators of such person, shall be indemnified by the Corporation against all expenses, including but not limited to counsel fees, incurred in connection with the defense of any claim, action, suit, or proceeding, whether civil, criminal, administrative, investigative or other, in which such person may be involved by virtue of being or having been a director, officer or employee. The foregoing indemnification shall

not be exclusive of any other rights to which those indemnified shall be entitled by any law, Bylaw, agreement, vote of disinterested directors, or otherwise.

ARTICLE VIII - BREACH OF FIDUCIARY DUTY

To the extent allowable by law, any person who shall at any time serve, or have served, as a director of the Corporation, or of any other enterprise at its request, shall have no personal liability for monetary damages for breach of fiduciary duty as a director of the Corporation.

ARTICLE IX - PRINCIPAL OFFICE

The address of the Corporation's initial principal office shall be 912 Elm Avenue, Rocky Ford, CO 81067.

ARTICLE X - REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office shall be 912 Elm Avenue, Rocky Ford, CO 81067, and its initial registered agent at that address shall be J.R. Thompson.

ARTICLE XI - SOLE INCORPORATOR

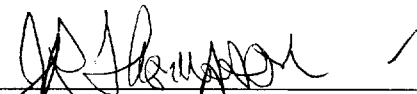
The name and address of the sole incorporator is Daniel J. Danser, 240 Wilcox Street, Castle Rock, CO 80104.

DATED this 23rd day of May, 2000.



Sole Incorporator

I hereby consent to my appointment as initial registered agent.



Registered Agent