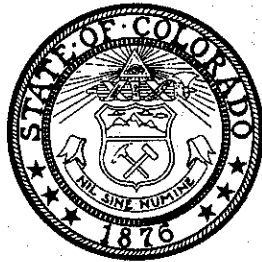


STATE OF COLORADO



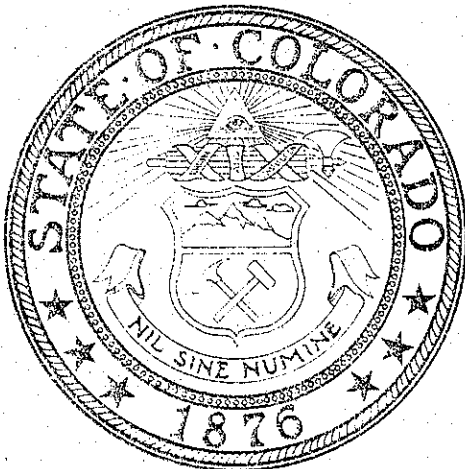
DEPARTMENT OF
STATE

CERTIFICATE.

I, NATALIE MEYER, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A CERTIFICATE OF INCORPORATION
TO COLORADO FIELD ORNITHOLOGISTS, A NONPROFIT CORPORATION.

[sic]



Natalie Meyer

SECRETARY OF STATE

DATED: FEBRUARY 19, 1987

SS Form 101 NP (Rev. 8/83)
RECEIVED
Submit in duplicate
Fee: \$5.00

FEB 12 10 37 AM '87
This document must be
typewritten
DEPARTMENT OF STATE
STATE OF COLORADO

NONPROFIT MAIL TO:
COLORADO SECRETARY OF STATE
CORPORATIONS OFFICE
1560 Broadway, Suite 200
Denver, Colorado 80202
(303) 865 2361
1987 FEB 15
ARTICLES OF INCORPORATION
STATE OF COLORADO
(SEE INSTRUCTIONS BELOW)

FILED
FEB 19 1987
STATE OF COLORADO
DEPARTMENT OF STATE

The undersigned person(s) acting as incorporator(s) of a corporation under the Colorado Nonprofit Corporation Act, sign, and acknowledge the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is COLORADO FIELD ORINTHOLOGISTS

SECOND: The period of duration is PERPETUAL
(a stated number of years, or the word PERPETUAL)

THIRD: The purpose or purposes for which the corporation is organized to promote the enjoyment and study of orinthology within the State of Colorado.

FOURTH: The address of the initial registered office of the corporation in Colorado is c/o Victor M. Zerbi, Jr., 1118 Red Mountain Dr., Glenwood Springs, CO 81601
(Address must include Building number, Street (or rural route number) Town or City, County and Zip code.)
and the name of its initial registered agent at such address is Victor M. Zerbi, Jr.

FIFTH: Address of the principal office 3145 Westcliff Drive West, Colorado Springs, CO 80906
(if not the same as its registered office)

SIXTH: The number of directors constituting the initial board of directors of the corporation is (at least one) eleven (11) and the names and addresses of the persons who are to serve as the initial directors are:

NAME ADDRESS

PLEASE SEE LIST ON FOLLOWING PAGE

Victor M Zerbi, Jr.
Victor M. Zerbi, Jr.
1118 Red Mountain Drive
Glenwood Springs, CO 81601



Incorporator(s) (Note)
State of Colorado
County of Garfield

Acknowledged before me this 29th day of January, 19 87

by Victor M. Zerbi, Jr., President, Colorado Field Orinthologists
(Insert name(s) as signed above, titles, and correct name of corporation)

Joan Girard Norris
Notary Public
Joan Girard Norris
0047 Mountain Shadows Dr.
Glenwood Springs Address CO 81601

My commission expires March 27, 1989

Note: One or more persons may incorporate. The name and address of each incorporator is to be typed below his signature unless one is more than one.

Victor M. Zerbi, Jr.
1118 Red Mountain Dr.
Glenwood Springs, CO 81601

Bill Prather
13810 Weld County Rd 1
Longmont, CO 80501

David Blue
3145 Westcliff Drive West
Colorado Springs, CO 80906

Fran Enright
83 Long View
Evergreen, CO 80439

Ann Hodgson
6060 Broadway
Denver, CO 80216

David Martin
9330 W. 90th Dr.
Westminster, CO 80020

Nancy M. Taggart
918-C Fontmore Rd.
Colorado Springs, CO 80909

Ron Lambeth
3202 D 1/4 Road
Clifton, CO 81520

Dr. Ronald A. Ryder
Dept. of F. & W. Biology
Colorado State University
Ft. Collins, CO 80523

Tina Jones
2025 S. Monroe
Denver, CO 80210

John Rawinski
39 Country Club Dr.
Monte Vista, CO 81144

NAME CORRECTION

716145

NONPROFIT

716145

FILED-COLA. DEPT. OF STATE

REVISION TO ARTICLES OF INCORPORATION

(NON-PROFIT)

716145 NR 18 2/19/87

Corporate Name ~~NR Field~~ Filed: Colorado Field Ornithologists

Date of Filing of Original Articles of Incorporation: Feb. 19, 1987

STATE OF COLORADO

Reason For Correction: Transposition Spelling Error In Corporate Name

Corrected Corporate Name: Colorado Field Ornithologists

Original Incorporators: Victor M. Zerbi, Jr.
1118 Red Mountain Drive
Glenwood Springs, CO 81601

Signed: *Victor M Zerbi Jr*
Victor M. Zerbi, Jr.
1118 Red Mountain Drive
Glenwood Springs, CO 81601

State of Colorado)

County of Garfield)

Acknowledged before me this 16th day of February, 1987 by Victor M. Zerbi, Jr., President, Colorado Field Ornithologists.

Jeanne Senai
Notary Public

Address: 0438 Roundtree Rd
Lyle, Co 81650

My commission expires: 11-1-90

COMP. CHD. T.R.

(E)

COMPUTER UPDATE COMPLETED
AB

1 0317 3/18/87

STATE OF COLORADO

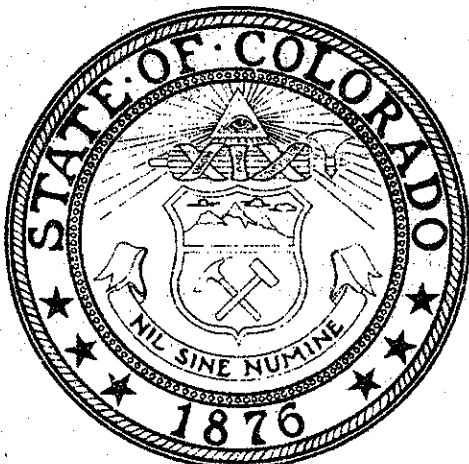


DEPARTMENT OF
STATE

CERTIFICATE

I, NATALIE MEYER, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues ~~AMENDMENT~~
TO COLORADO FIELD ORNITHOLOGISTS, A NONPROFIT CORPORATION.



Natalie Meyer
SECRETARY OF STATE

DATED:

NONPROFIT

SS: FORM D2 NP (Rev. 12-82)
Submit in duplicate
Fee: ~~10.00~~ 10.00

This document must be approved by:

JUL 30 10 17 AM '87

MAIL TO:
REBEYEBOLORADO SECRETARY OF STATE
CORPORATIONS OFFICE

1560 Broadway, Suite 200
Denver, Colorado 80202
(303) 866-2361

DEPARTMENT OF STATE
STATE OF COLORADO

DNO 711525

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

736087

for office use only

FILED

JUL 30 1987

STATE OF COLORADO
DEPARTMENT OF STATE

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

FIRST: The name of the corporation is Colorado Field Ornithologists (Note 1)

SECOND: The following amendment of the Articles of Incorporation was adopted on the 15th day of July 1987, in the manner prescribed by the Colorado Nonprofit Corporation Act, according to the procedure marked with an X below:

a quorum of members was present at such meeting, and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.

such amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

there are no members, or no members entitled to vote thereon, such amendment received the vote of a majority of the directors in office.

Substitute the following Third Paragraph for the Third Paragraph in the original Articles Of Incorporation:

"THIRD: The corporation is organized exclusively for the charitable, educational, and scientific purposes of promoting the study of ornithology within the State of Colorado, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code."

Add to the original Articles of Incorporation the Seventh and Eighth Paragraphs which are contained on the reverse side of this page.

Patricia G. East

Antonette Breaville

Subscribed and sworn to before me this 28 day of July 1987

My commission expires 11-1-90

BGT
COMP. CHD. E.M.

Jillanne S. [Signature]
7432 Roundtree Rd. Rm. 208, CO 81450

Note (1) If this is a change of name, amendment, the name to be typed in PARAGRAPH FIRST is the corporate name before this amendment is filed.

COMPUTER UPDATE COMPLETED
AB

10:00
14

"SEVENTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third 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 any candidate for public office. 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. "

" EIGHTH: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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. "