

**RESTATED ARTICLES OF
INCORPORATION OF
Colorado Council of Amateur Radio Clubs**

The undersigned Incorporator of Colorado Council of Amateur Radio Clubs a Colorado Non-Profit corporation adopts the following Restated Articles of Incorporation in accordance with C.R.S. 7-122-101 and 7-122-102.

ARTICLE I

Name

1.01 The name of the Colorado Council of Amateur Radio Clubs (CCARC) hereinafter referred to as “the Council”.

ARTICLE II

Duration

2.01 The period of the corporation’s duration is perpetual.

ARTICLE III

Purpose

3.01 The purpose for which the corporation is organized is to conduct any and all lawful business for which non-profit corporations can be organized pursuant to Colorado statutes including but not limited to:

- a) Providing coordination activities and support to amateur radio operators requiring repeater coordinations in the State of Colorado.
- b) The promotion and support of repeaters, frequency allocations and band plans for Amateur Radio frequencies in use within the State of Colorado.
- c) To further the exchange of information and cooperation among members
- d) To promote radio knowledge and fraternalism and to advance the interest and welfare of Amateur Radio in the community.

3.02 The Corporation is organized to operate exclusively for purposes consistent with Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE IV

Powers

4.01 The corporation has the power to engage in any lawful activity under the corporation code of the State of Colorado, including opening and operating a bank account.

ARTICLE V

Initial Registered Agent

5.01 The name of the initial registered agent is:

Robert B. Wareham

5.02 The street address of the registered agent is:

**300 W. Plaza Drive, Suite 200
Highlands Ranch, CO 80129**

ARTICLE VI

Reserved

ARTICLE VII

Principal Office and Mailing Address

7.01 The complete street address of the initial designated principal office is:

**300 W. Plaza Drive, Suite 200
Highlands Ranch, CO 80129**

7.02 The complete mailing address of the corporation is:

**300 W. Plaza Drive, Suite 200
Highlands Ranch, CO 80129**

ARTICLE VIII
Form and Authorized Shares

8.01 Colorado Council of Amateur Radio Clubs is formed as a Colorado non-profit corporation and no shares will be issued at any time during the existence of the Council.

Article IX
Directors and Officers

The Corporation's initial Board of Directors and Officers shall be comprised of the following individuals:

<u>Name</u>	<u>Title</u>
Doug Nielsen	Chair
Emit Hurdelbrink	Secretary
David Johnston	Vice Chair
Wayne Heinen	Treasurer
Tracy Helmhold	Frequency Coordinator

9.01 As soon as practical after the adoption of these Articles of Incorporation and accompanying bylaws, all interested parties of the Council shall gather at a place determined by the incorporators to elect the directors of the Council as specified in the Bylaws of the Council.

9.02 No director or member of the Council shall receive compensation from the Council for any duties, work, work product, or service in any capacity. Members and directors may be reimbursed for out-of-pocket expenses personally paid while conducting Council business or purchasing items or equipment at the direction of the Council.

ARTICLE X
Bylaws

10.01 The incorporators shall adopt the initial bylaws of the corporation. The membership may amend the bylaws at any time by the provisions therein.

ARTICLE XI

Dissolution

11.01 The Corporation may be dissolved upon a three fourths (3/4) majority vote of the Full Membership (as defined in the Bylaws) present at any meeting, provided that notice of the dissolution has been delivered to all Full Members at least 30 days in advance of the meeting and provided that a quorum of at least fifty percent (50%) of the voting membership is present. In the event of dissolution all assets remaining after payment of all just debts will be distributed to one or more qualified organization(s) exempt under Section 501 (c)(3) of the Internal Revenue Code, such organizations to be selected by the Officers of the Corporation. The Officers shall decide how the assets are to be distributed. If the Officers do not agree, then the Chair shall determine the distribution of the assets.

ARTICLE XII

Indemnification

12.01 The corporation does indemnify any directors, officers, and members of the corporation from any liability regarding the corporation and the business of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable state corporate statute.