

Articles of Incorporation of **Continental Divide Trail Coalition**

A Nonprofit Corporation

THE UNDERSIGNED, for the purpose of forming a nonprofit corporation hereby certifies:

ARTICLE I. NAME

1. The name of this Corporation shall be the Continental Divide Trail Coalition (Here in after “CDTC”). It shall be a non-profit organization.

ARTICLE II - PERIOD OF DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III. NON-PROFIT STATUS

1. This Corporation shall operate as a non-profit organization in accordance with requirements of 501(c) 3 of the Internal Revenue Code and the Non-Profits Section of the Colorado Corporations Act. No part of the net earnings of shall accrue to the benefit of any individual.
2. This is a corporation, with the Board (consisting of President, Vice President, Treasurer, and Secretary) as its governing members.
3. The corporation is organized exclusively for the purpose to provide for charitable, educational, scientific, and literary purposes, including for such purposes, the making of distributions to organizations that qualify as exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding section of any future United States Internal Revenue law.
4.
 - a). No part of the income or assets of the corporation shall inure to the benefit of, or be distributed to any of its members, directors, or officers as such, or to any other private persons during the life of the corporation or upon its dissolution or final liquidation. Nothing in this subsection, however, shall be construed to prevent the payment of reasonable compensation to officers of the corporation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in this document.
 - b.) The corporation shall not make loans to its officers, directors, or employees. Any director who votes for, or assents to the making of, a loan or advance to an officer, director, or employee of the corporation, and any officer who participates in the making of such a loan, or advance, shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof.

c). Notwithstanding any other provision of these articles, the corporation shall not carry on activities not permitted under:

- 1). A corporation exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.
 - 2). A corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.
 - 3). Laws of the State of Colorado governing the operation of a Non-Profit Corporation.
5. Activities of the corporation shall not include the issuance or carrying on of propaganda. The corporation shall not, either directly or through the actions of any of its directors or officers, participate in, contribute to, or intervene in (including the publishing or distribution of statements and materials), or otherwise support or assist, any political party, or campaign on behalf or in opposition to any candidate for public office.

ARTICLE IV. OBJECTIVE:

1. CDTC is organized to develop, maintain, preserve and promote the Continental Divide National Scenic Trail for the purposes of recreation, conservation, education and inspiration.
2. CDTC is organized to connect the wide-ranging communities, users, and supporters of the Continental Divide National Scenic Trail with the beauty, character and history of the Great Continental Divide.
3. CDTC is organized to provide the volunteer stewardship for both the construction and maintenance of the Continental Divide National Scenic Trail.
4. Notwithstanding any other provision of these Articles, CDTC shall not operate for the purpose of carrying on a trade or business for profit. Nor shall CDTC have or exercise any power nor engage in any activity that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code, or (2) as a corporation the contributions to which are deductible under Section 170(c)(2) of the Code, or (3) as a tax exempt organization to which contributions are deductible.

ARTICLE V. MEMBERS

CDTC is a non-voting member organization. Any individual or institution willing to promote the objectives of the CDTC and payment of prescribed dues, may be deemed eligible for membership in CDTC. Annual dues run from January 1 to December 31.

ARTICLE VI. OFFICERS AND EXECUTIVE BOARD OF DIRECTORS

1. The elected officers shall consist of the President, Vice-President, Secretary, and Treasurer.
2. The Executive Board of Directors shall consist of the Officers and the immediate Past-President of the CDTC.

3. The Executive Board of Directors shall control and manage the affairs, funds, property, and expenditures of CDTC, shall carry out its purposes, and shall execute its by-laws.
4. The Board of Directors shall meet as frequently as needed to carry on the business of the Corporation. A meeting of the Board of Directors shall be held when requested by any two members of the Board of Directors. The Secretary shall notify all members, including ex-officio, of the time and place of each meeting at least one week in advance.
5. The unexpired term of any member of the Board of Directors who resigns or is dropped from the Board of Directors shall be filled by the selection of the Executive Board from among the roster of members.
6. The Board of Directors shall determine the dates and nature of all meetings and events of CDTC with due consideration being given to any expressed wishes of the membership.
7. No director shall be personally liable to the corporation or to its members for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the corporation or to its members for monetary damages for the following:
 - a.) Any breach of such director's duty of loyalty to the corporation or to its members,
 - b.) any of such director's acts or omissions not in good faith of which involve intentional misconduct or a knowing violation of law,
 - c.) such director's assent to or participation in the making of any loan by the corporation to any director or officer of the corporation, or
 - d.) any transaction from which such director derived an improper personal benefit.
8. A quorum of the Board of Directors shall consist of three members. In the absence of a quorum, the Board members may propose suggestions for an ensuing meeting, but no actions may be taken until a quorum is present. Decisions shall be made without a vote of the President. In the event of a tie, the President shall cast the deciding vote. In the event of need for urgent action, the Executive Board may mail or phone for a decision. The latest available "Roberts Rules of Order" shall govern all meetings of the CDTC.

ARTICLE VII. ELECTIONS

1. No later than February, the Board of Directors shall appoint a Nominating Committee of three persons. The Chairman will be selected from the Board of Directors.
2. The Nominating Committee shall propose a slate of officers and shall furnish their results to the Secretary no later than March. Any member shall have the right to propose alternative candidates for office.

3. The Board of Director shall approve the slate of officers and the slate will be presented to the General Membership at its Annual Meeting in May.

ARTICLE VIII. DUTIES OF OFFICERS

1. The President shall be the principal executive officer with the responsibility for general supervision of the affairs of CDTC. The President shall preside at all meetings and of the Board of Directors, but may designate the Vice-President to function when the President is unavailable. With the approval of the Board of Directors, the President shall appoint all committees and shall serve as an ex-officio member of all committees except the Nominating Committee.
2. The Vice-President shall substitute in the absence of the President and shall carry out whatever responsibilities may be assigned by the President or the Board of Directors.
3. The Secretary shall keep a record of the proceedings of CDTC and of the Board of Directors and carry out any necessary correspondence on behalf of CDTC.
4. The Treasurer shall have custody of the funds of CDTC and shall deposit them in insured financial institutions or invest them pursuant to policy established by the Board of Directors. The Treasurer shall pay all bills, shall be responsible for the collection of dues or of any debts owed to the Society and shall keep a roll of membership. At the first regular meeting after the end of the fiscal year, or at any earlier special meeting, the Treasurer shall submit to the Board of Directors the annual balance sheet and income and expense account. The accounts and reports shall be subject to such directions and to such audits as the Board of Directors may prescribe.
5. A Budget Committee appointed by the President and including the Treasurer shall prepare a budget and present it for approval of the Board of Directors.
6. If Standing committees are to be appointed, each shall consist of such numbers as the Board of Directors shall determine and shall be appointed by the Board of Directors from its own members and/or from the Corporation at large. The Board of Directors shall also appoint such other committees, as it may deem appropriate.

ARTICLE IX. FEES AND DUES

1. Charges, fees, and dues shall be established by vote of the Board of Directors. They shall have the right to establish classes of membership.
2. Dues are payable in advance and become due on an annual basis. It shall be the responsibility of the Treasurer to bill the members at least three weeks prior to the date on which payment is due.

ARTICLE X. FISCAL YEAR

1. The fiscal year of the Society shall be January 1st to December 31st.

ARTICLE XI. DISSOLUTION

1. In the event of dissolution or final liquidation of CDTC, all of the remaining assets and property of CDTC shall, after paying or making provision for the payment of all of the liabilities and obligations of CDTC and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or to the federal government or to a state or local government for a public purpose, as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director, or officer or any private individual.

ARTICLE XII. AMENDMENTS TO ARTICLES OF INCORPORATION

1. The Board of Directors may, from time to time, by three-fourths majority vote of all Directors at a duly constituted meeting, amend the Articles of Incorporation of CDTC. Thirty (30) days prior written notice of the meeting and proposed amendments(s) shall be given to each member of the Board of Directors.

ARTICLE XIII. BY- LAWS

1. The initial bylaws of the corporation shall be as adopted by the Board of Directors. Such board shall have power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws. Such bylaws may contain any provisions for the regulation or management of the affairs of the corporation, which are not inconsistent with law or these articles of incorporation, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any member which is not then an exempt organization described in section 501 (c) (3) of the Internal Revenue Code, or any director or officer of this corporation any proprietary interest in the corporation's property or assets, whether during the term of the corporation's existence or as an incident to its dissolution.

ARTICLE XIV. INCORPORATOR

The name and address of the incorporator is:

Teresa Ana Martinez, 71 Mohawk Trail, Pine, CO 80470

Date: June 12, 2012 Incorporator: Teresa Ana Martinez

These Articles of Incorporation were approved by the Board of Directors by a vote of 3 in favor and 0 opposed on this date June 12, 2012.

Certified by the Secretary of the Corporation:

Kerry Shakarjian

Kerry Shakarjian, Secretary

June 12, 2012

Date

**Amendment to Articles of Incorporation
Continental Divide Trail Coalition**

Article III Section 3.

The Continental Divide Trail Coalition (CDTC) is organized exclusively for charitable, educational, and scientific purposes including, for such purposes, the making of distributions to 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.

Approval by CDTC Board of Directors by a unanimous vote on **October 20, 2012**