

**ARTICLES OF INCORPORATION  
MOUNTAIN AIR RANCH INCORPORATED  
RESTATED**

adopted January 11, 2018

**ARTICLE 1.      AMENDED ARTICLES**

**1.1      Amended Articles**

The Colorado nonprofit corporation MOUNTAIN AIR RANCH INCORPORATED hereby adopts these Amended Articles of Incorporation as supplement to the documents filed with the Colorado Secretary of State on July 11, 1960 and June 10, 1988.

**ARTICLE 2.      NAME**

**2.1      Name**

The name of this Corporation shall be "MOUNTAIN AIR RANCH, INCORPORATED," herein after referred to as "the Corporation."

**ARTICLE 3.      DURATION**

**3.1      Duration**

The period of duration of the Corporation is perpetual.

**ARTICLE 4.      PURPOSES**

**4.1      Purpose**

Mountain Air Ranch Incorporated is a nonprofit corporation and shall operate exclusively as a social club for the purpose of recreation and other nonprofitable purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

In particular, the Corporation's purpose shall be to:

- (a) own and operate real property for the use of its Members;
- (b) organize social activities that promote and enable social interaction among the Members;
- (c) preserve to the maximum extent legally permissible the privacy of the Members with regard to their membership status in the Corporation;
- (d) preserve the use of the Corporation's real property for use as a social club;

- (e) practice and promote social nudism; and
- (f) any other purpose consistent with the requirements of Section 501(c)(7).

## **ARTICLE 5. NON-PROFIT NATURE**

### **5.1 Non-profit Nature**

The Corporation is organized exclusively for nonprofit purposes with all the powers, rights, and limitations described in the Colorado Revised Nonprofit Corporation Act.

The Corporation is not organized and shall not be operated for the private gain of any person. The property of the Corporation is irrevocably dedicated to the purposes described in Article 4.

### **5.2 Personal Liability**

No Officer or Director of this Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property or assets of the Officers or Directors be subject to the payment of the debts or obligations of this Corporation.

### **5.3 Dissolution**

Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one or more organizations whose purpose, at least generally, includes a purpose similar to Article 4.1(e). The organization(s) to receive the assets of the Corporation hereunder shall be selected by the discretion of a majority of the managing body of the Corporation.

### **5.4 Prohibited Distributions**

No part of the net earnings, or properties of this Corporation, except for incidental benefit consistent with IRS guidance on Section 501(c)(7), shall inure to the benefit of, or be distributable to, Directors, Officers or other private persons or individuals. 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 4.

### **5.5 Restricted Activities**

No substantial part of the Corporation's activities shall be attempting to influence legislation. No substantial part of the Corporation's activities shall be participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office.

### **5.6 Prohibited Activities**

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income

tax as an organization described by Section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE 6. BOARD OF DIRECTORS**

### **6.1 Governance**

The Corporation shall be governed by a Board of Directors consisting of seven individuals.

--Three Directors shall be elected by the entire Board of Directors and shall be known as Board-elected Directors.

--Four Directors shall be elected by Full Members of the Corporation and shall be known as Member-elected Directors.

At no time shall the Corporation distinguish between Board-elected Directors and Member-elected Directors except to determine eligible voters for a given seat or to determine the term length of the Director. For all other purposes, including but not limited to rights, responsibilities, powers, and voting privileges, Directors shall all be treated equally regardless of the method by which they were elected.

Upon adoption of these Articles of Incorporation, the existing members of the Board of Directors shall be appointed to the positions set forth below.

### **6.2 Board-elected Directors:**

- Board-elected Director Seat 1 – Douglas Triggs
- Board-elected Director Seat 2 – Jim Williams
- Board-elected Director Seat 3 – Ron Earthman

### **6.3 Member-elected Directors:**

- Member-elected Director Seat 1 – Diane Rousseau
- Member-elected Director Seat 2 – Jack Williams
- Member-elected Director Seat 3 – Anton Heil
- Member-elected Director Seat 4 – Jim Buck

### **6.4 Terms of Directors**

Upon adoption of these Articles, the above-named Directors shall serve for an initial term in years equal to that Seat Number listed next to their names, to expire on December 31 of the final year of their term. Upon expiration of the initial term, subsequently elected Board-elected Directors shall serve for a term of three years. Subsequently elected Member-elected Directors shall serve for a term of four years.

There shall be two Directors elected each year, one by the Full Members (for a Member-elected Director) and one by the Board of Directors (for a Board-elected Director). Director terms begin on January 1, and expire on December 31, subject to the provisions of the Corporation's Bylaws.

Directors may be elected for successive terms. A decrease in the number of Directors or in the term of office shall not shorten an incumbent Director's term. The term of a Director filling a vacancy shall expire at the end of the unexpired term that such Director is filling. Despite the expiration of a Director's term, a Director may continue to serve until the Director's successor is elected, appointed, or designated and qualifies, or until there is a decrease in the number of Directors.

#### **6.5 Election of Directors**

The Corporation shall hold an election annually to fill vacant Director seats. The election of Board-elected Directors shall be conducted following procedures specified in the Corporation's Bylaws for Directors Elected by the Board of Directors. The election of Member-elected Directors shall be conducted by the Secretary of the Corporation following procedures specified in the Corporation's Bylaws for Directors elected by Full Members.

#### **6.6 Other**

The Board may adopt by majority vote, unless otherwise specified in these Articles or Bylaws, additional rules or policies concerning selection, operation, or any other issue pertinent to the Board. Such rules or policies may be included in the Bylaws or any other written form so long as they conform with the provisions of these Articles.

### **ARTICLE 7. OFFICERS**

#### **7.1 Officers**

The Officers of the Corporation shall be appointed by the Board of Directors as provided by the Corporation's Bylaws, or as the Board shall otherwise decide.

### **ARTICLE 8. MEMBERSHIP**

#### **8.1 Membership**

The Corporation shall have Members. Qualifications and classifications of Members shall be described in the Corporation's Bylaws. At least one class of Members shall have the right to vote in elections for the Member-elected Directors to the Board of Directors.

### **ARTICLE 9. MEETINGS**

#### **9.1 Board of Directors Meetings**

The Board of Directors shall meet at least annually and additionally as provided by the Corporation's Bylaws, or as the Board shall otherwise decide.

#### **9.2 Annual Membership Meeting**

There shall be a Membership meeting held annually, generally in September, presided by the President of the Corporation. This Annual Membership Meeting shall include,

among other purposes, nominations for a Member-elected Director and nominations for Committee members.

## **ARTICLE 10. BYLAWS**

### **10.1 Bylaws**

The Board of Directors shall adopt Bylaws concerning the governance, management, and regulating the affairs of the Corporation.

### **10.2 Amendment of Bylaws**

Amendments to the Bylaws may be adopted by approval of five Directors, except as otherwise provided in the Bylaws.

## **ARTICLE 11. AMENDMENTS**

### **11.1 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of five Directors.

## **ARTICLE 12. ADDRESSES OF THE CORPORATION**

### **12.1 Corporate Address**

The primary address and mailing address of the Corporation is:

9006 South Mica Mine Gulch Rd  
Littleton, CO 80127-9400


## **ARTICLE 13. APPOINTMENT OF REGISTERED AGENT**

### **13.1 Registered Agent**

The Corporation has, and will continue to maintain, a Registered Agent with the Colorado Secretary of State.

## **ARTICLE 14. CERTIFICATE OF ADOPTION OF THESE RESTATED ARTICLES OF INCORPORATION**

*The foregoing Articles of Incorporation were duly adopted by the Board of Directors of Mountain Air Ranch Incorporated on January 11, 2018.*

signature:   
(printed name) DIANE P. ROUSSEAU, Secretary

date: Jun 11, 2018