

FILED
DEBORAH DAVIDSON
COLORADO SECRETARY OF STATE

NONPROFIT

**ARTICLES OF INCORPORATION
(NONPROFIT CORPORATION)
OF
THE RICO CENTER**

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SECRETARY OF STATE
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The undersigned Incorporators, being natural persons of the age of eighteen (18) years or more, and desiring to form a Nonprofit Corporation under the Colorado Revised Nonprofit Corporation Act, do hereby sign, verify and deliver in duplicate to the Secretary of State of Colorado these ARTICLES OF INCORPORATION.

ARTICLE I - NAME

The name of the Corporation shall be: THE RICO CENTER

ARTICLE II - PERIOD OF DURATION

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE III - PRINCIPAL / REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of the Corporation shall be at 2 Commercial Street, Rico, Colorado 81332 and the name of the initial registered agent at such address is Ashton Harrison. Either the registered office or the registered agent may be changed in the manner provided by law. The mailing address for the initial registered office shall be P.O. Box 56, Rico, Colorado 81332.

The initial principal office of the Corporation shall be at 2 Commercial Street, Rico, Colorado 81332. Its mailing address shall be P.O. Box 114, Rico, Colorado 81332.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of three people and the name and address of the initial directors who shall serve as directors until the first annual meeting of members or until their successors are elected and qualified are as follows:

Barbara Turrin
44 Mill Road
P.O. Box 207
Rico, CO 81332

Donovan Spitzman
Piedmont St.
P.O. Box 217
Rico, CO 81332

Catherine Allen
42 Mill Road
P.O. Box 186
Rico, CO 81332

The number of directors shall be fixed in accordance with the Bylaws, so long as the number of directors shall not be less than three.

ARTICLE V - MEMBERS

The Corporation shall have no voting members.

ARTICLE VI - GENERAL PROVISIONS

In addition to all other provisions of these Articles, and in conjunction with the Corporation's Bylaws: (1) no part of the Corporation's net earnings shall inure to the benefit of any officer, director, or other private individual except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered; (2) the Corporation shall not devote a substantial part of its assets to influencing legislation; (3) the Corporation shall not participate in a political campaign for or against any candidate for political office; (4) the Corporation's services shall be available to all persons regardless of race, color, creed, national origin, sex or handicap, and the Corporation shall not discriminate against anyone on these grounds; and (5) no changes to these Articles that would impair the tax-exempt status or would allow money to be used for nonexempt purposes shall be permitted.

ARTICLE VII - INDEMNIFICATION

1. The Corporation shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a director of the Corporation, against reasonable expenses incurred by the person in connection with the proceeding.

2. The Corporation may indemnify a person made a party to a proceeding because the person is or was a director against liability incurred in the proceeding if: (a) the person's conduct was in good faith; (b) the person reasonably believed: (i) in the case of conduct in an official capacity with the Corporation, that the conduct was in the Corporation's best interests and (ii) in all other cases, that the conduct was at least not opposed to the Corporation's best interests; and (c) in the case of any criminal proceeding, the person had no reasonable cause to believe the conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described above.

Prior to indemnifying a director in the circumstances set forth above, the Board by a majority

vote at a meeting at which a quorum made up of directors not parties to the proceeding is present must make a determination that indemnification is permissible because the director has met the standard of conduct set forth in paragraph 2 of this Article VI. If a quorum cannot be obtained, the determination shall be made pursuant to C.R.S. § 7-129-106(3).

The Corporation may not indemnify a director in connection with a proceeding by or in the right of the Corporation which the director was adjudged liable to the Corporation or in connection with any other proceeding charging that the director derived and improper personal benefit whether or not involving action in an official capacity, in which proceeding the director was adjudged liable on the basis that the director derived an improper personal benefit.

ARTICLE VIII - TRANSACTIONS WITH INTERESTED DIRECTORS

No loans shall be made by the Corporation to its directors or officers. Any director who assents or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

No other "conflicting interest transaction" as defined in C.R.S. § 7-128-501(1) shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Corporation, solely because the conflicting interest transaction involves a director of the Corporation or a party related to a director or an entity in which a director of the Corporation is a director or officer or has a financial interest or solely because the director is present at or participates in the meeting of the Board of the committee of the Board that authorizes, approves, or ratifies the conflicting interest transaction or solely because the director's vote is counted for such purpose if:

- (a) The material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority or the disinterested directors, even though the disinterested directors are less than a quorum; or
- (b) the conflicting interest transaction is fair as to the Corporation.

Common or interested directors may be counted in determining the presence of a quorum at a Board or committee meeting, which authorizes, approves, or ratifies the conflicting interest transaction.

ARTICLE IX - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing them for one or more exempt purposes within the meaning of section

501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court in the State of Colorado in which the Town of Rico is situate at the time of filing of the articles of dissolution, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

ARTICLE X - INCORPORATOR

The names and address of the Incorporator and individual who causes this document to be filed with the Colorado Secretary of State is Nicole Y. Pieterse, Esq., RUSSELL & PIETERSE, LLC, P.O. Box 2673, Telluride, Colorado 81435.

IN WITNESS WHEREOF, the above Incorporator has signed these ARTICLES OF INCORPORATION on the 17th day of November, 2003.



Nicole Y. Pieterse


CONSENT TO SERVE AS REGISTERED AGENT

I, Ashton Harrison, hereby consent to serve as Registered Agent in the state of Colorado, for THE RICO CENTER, a Colorado nonprofit corporation.

I understand that as agent it will be my responsibility to accept and forward service of process and all mail to the corporation. In the event of my resignation or of any change in the Registered Office address, I will notify the Secretary of State immediately.

Dated: November 17, 2003

INITIAL REGISTERED AGENT



Ashton Harrison