

ARTICLES OF INCORPORATION

OF

NONPROFIT

WELCOME SERVICES INTERNATIONAL

FILED COPY

The undersigned, for the purpose of forming a nonprofit corporation under the provisions of the Colorado Nonprofit Corporation Act, do hereby make and adopt the following Articles of Incorporation:

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ARTICLE 1

NAME

The name of the Corporation shall be Welcome Services International.

ARTICLE 2

NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Colorado. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE 3

PURPOSES

The Corporation is organized, and shall be operated exclusively to encourage, foster, promote and stimulate the common business interests of, and cooperation and friendly exchange of information between, those individuals, partnerships, corporations and associations engaged in the business of promoting community activities, businesses and organizations through welcoming services to residents.

ARTICLE 4

LIMITATIONS ON CORPORATE POWERS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 3 (Purposes) hereof. The Corporation may attempt to influence legislation that may tend to present potential harm to the Member's common business interest or interfere with the conduct



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of their businesses, provided however, that the corporation shall not engage in substantial legislative activities other than direct appearances before or the submission of statements to individual legislators, and legislative or quasi legislative bodies. 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)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a trade association for which the contributions of dues by its members are deductible under section 162 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 5

MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote.

ARTICLE 6

INCORPORATOR

The name and address the Incorporator is as follows:

Robert M. Burdick
1881 9th Street, Suite 102
Boulder, Colorado 80302

ARTICLE 7

INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial Registered Office is 61 North Ranch Road, Littleton, Colorado, 80127, and the name of the Corporation's initial Registered Agent at that address is Dorothy J. Burdick.

ARTICLE 8

INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Directors annually. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

Dorothy J. Burdick
61 North Ranch Road
Littleton, Colorado 80127

Helen Nelson
1408 140Pl NE, Suite 101
Bellevue, Washington 98007

Joan Marschall
1926 Madsen Street
Visalia, California 93277

Rosemary Roberts
P.O. Box 15301
Ft. Wayne, Indiana 46885

ARTICLE 9

OFFICERS

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Voting Members (and may be removed by the Voting Members at such time and in such manner as may be prescribed by the Bylaws.

ARTICLE 10

DISSOLUTION OF THE CORPORATION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, as the Board of Directors shall determine, provided that no such distribution upon dissolution of the Corporation shall be made to the members except as a prorata rebate on dues actually paid. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction in and for 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.

ARTICLE 11

LIABILITY OF DIRECTORS

No director shall have personal liability to the corporation or to its members for monetary damages for breach of fiduciary duty as a director except for: (1) any breach of the director's duty of loyalty to the corporation or to its members; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) acts specified in C.R.S. § 7-24-111; or (4) any transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, the above named incorporator has executed these Articles of Incorporation for Welcome Services International this 10th day of February, 1993.

Robert M. Burdick
Robert M. Burdick

STATE OF COLORADO)
) ss.
COUNTY OF BOULDER)

I, Kathy Vavra, a Notary Public, hereby certify that on the 10th day of February, 1993, personally appeared before me Robert M. Burdick, who being by me first duly sworn, declared that he is the person who signed the foregoing Articles of Incorporation for Welcome Services International as incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, for my signature I have hereunto set my hand and official seal this 10th day of Feb., 1993.

My commission expires: 11-3-96

Kathy Vavra
Notary Public