

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
A C L U OF COLORADO, INC.

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, as amended from time to time (the “Act”), A C L U OF COLORADO, INC. (the “Corporation”) adopts the following Amended and Restated Articles of Incorporation (the “Restated Articles”). The Restated Articles constitute an amendment and restatement of the original Articles of Incorporation of the Corporation filed with the Colorado Secretary of State on October 6, 1975; correctly set forth the current provisions of the Articles of Incorporation of the Corporation, as amended and restated; and supersede the Corporation’s original Articles of Incorporation and all amendments and supplements thereto or restatements thereof. The Restated Articles were duly proposed and recommended by the Corporation’s Board of Directors to the Corporation’s Members on February 25, 2014, and approved by a majority of the Corporation’s Members entitled to vote thereon by written ballot sent to the Corporation’s Members on March 28, 2014.

ARTICLE I

Name

The name of the Corporation is A C L U OF COLORADO, INC.

ARTICLE II

Duration

The period of its duration shall be perpetual.

ARTICLE III

Purposes and Powers

The corporation is organized exclusively for the promotion of social welfare within the meaning of and pursuant to Section 501(c)(4) of the Internal Revenue Code of 1986, as amended from time to time (the “Code”), by maintaining and extending the rights of free expression, free assemblage, due process, equality under the law and other civil rights, and taking all legitimate actions in furtherance of said purpose. This purpose shall be pursued wholly without political partisanship.

ARTICLE IV

Restrictions Upon the Powers of Directors and Others

A. No part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual. However, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the Corporation by any officer, director, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors (the “Board”).

B. No member, director or officer of the Corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets upon dissolution of the Corporation or otherwise.

C. No part of the assets of the Corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings, or any part thereof, inure to the benefit of any private shareholder or other individual.

D. Upon dissolution of the Corporation, all of the Corporation's assets shall be distributed in the following manner: following payment of all creditors and outstanding debts of the Corporation, any remaining funds shall be paid over or transferred to organizations which are exempt organizations of the kind described in Sections 501(c)(3) or 501(c)(4) of the Code.

E. The Corporation shall be prohibited from engaging in any regular business or activity of a kind ordinarily carried on for profit. In addition, notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt under the provisions of Section 501(c)(4) of the Code.

ARTICLE V

Members

The Corporation shall have voting members.

ARTICLE VI

Board of Directors

The number of directors, their terms of office, and the manner of their selection and election shall be determined according to the Bylaws of the Corporation, as amended from time to time.

ARTICLE VII

Registered Office and Registered Agent

The address of the registered office of the Corporation as of the filing of these Restated Articles is 303 East 17th Avenue, Suite 350, Denver, Colorado 80203, and the name of its registered agent at such address is Ms. Patricia DeLuna-Zickefoose.

ARTICLE VIII

Principal Office

The address of the principal office of the Corporation is 303 East 17th Avenue, Suite 350, Denver, Colorado 80203.

ARTICLE IX

Indemnification and Limitation on Director Liability

There shall be no personal liability, either direct or indirect, of any director of the corporation to the corporation or to its members for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the corporation or to its members for monetary damages for any breach, act, omission or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not eliminate the liability of a director to the corporation or to its members for monetary damages for any act or omission occurring prior to the date when this provision becomes effective (which is the date the amendment to the articles of incorporation of the corporation containing this provision becomes effective). This provision shall not limit the rights of directors of the corporation for indemnification or other assistance from the corporation. This provision shall not restrict or otherwise diminish the provisions of Section 13-21-115.7, Colorado Revised Statutes (concerning no liability of directors except for wanton and willful acts or omissions), any amendment or successor provision to such Section, or any other law limiting or eliminating liabilities. Any repeal or modification of the foregoing provisions of this Article by the members of the corporation or any repeal or modification of the provision

of the Colorado Revised Nonprofit Corporation Act which permits the elimination of liability of directors by this Article shall not affect adversely any elimination of liability, right or protection of a director of the corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

ARTICLE X

The name and mailing address of the individual who causes this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused are: Gregory A. Eurich, c/o Holland & Hart LLP, 555 17th Street, Suite 3200, Denver, Colorado 80202.

5697603_2