

NONPROFIT

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ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF THE
COLORADO WOMEN'S BAR ASSOCIATION

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1. The name of the corporation is "Colorado Women's Bar Association." *nc*

2. The Articles of Incorporation are hereby amended by the addition of Articles NINTH, TENTH and ELEVENTH, as set forth in Attachment A hereto.

3. The amendment to the Articles of Incorporation was approved by the votes of at least two-thirds of the members of the corporation present in person or represented by proxy at a meeting held on June 9, 1990, at which a quorum was present, all in accordance with the Colorado Nonprofit Corporation Act.

IN WITNESS WHEREOF, these Articles of Amendment of the Articles of Incorporation have been executed on this 11th day of June, 1990.

Jo Ann Weinstein

Jo Ann Weinstein, President
Melissa D. Hubbard

Melissa D. Hubbard, Secretary

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

I, ELLEN R. LERMAN, a Notary Public, hereby certify that on the 11th day of JUNE, 1990, Jo Ann Weinstein personally appeared before me, who being first duly sworn, declared that she is the person who signed the foregoing document as President, and that the statements therein contained are true.

WITNESS my hand and official seal.

My commission expires: 3/11/94

Ellen R. Lerman

Notary Public

[SEAL]



COMPUTER UPDATE COMPLETE
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STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

I, RALPH F. GRANDELL, a Notary Public, hereby certify that on the 11th day of JUNE, 1990, Melissa D. Hubbard personally appeared before me, who being first duly sworn, declared that she is the person who signed the foregoing document as Secretary, and that the statements therein contained are true.

WITNESS my hand and official seal.

My commission expires: July 10, 1993


Notary Public

[SEAL]

ATTACHMENT A

NINTH: Elimination of Certain Liabilities of Directors. 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 Colorado Nonprofit Corporation Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall be effective on the date of the filing of Articles of Amendment to the corporation's Articles of Incorporation. 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 13-21-116(2)(b), 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 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.

TENTH: Indemnification. To the extent permitted or required by the act (as defined below) and any other applicable law, if any director or officer (as defined below) of the corporation is made a party to or is involved in (for example as a witness) any proceeding (as defined below) because such person is or was a director or officer of the corporation, the corporation (i) shall indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and (ii) shall advance to such person expenses incurred in such proceeding.

The corporation may in its discretion (but is not obligated in any way to) indemnify and advance expenses to an employee or agent of the corporation to the same extent as to a director or officer.

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the corporation may at its

discretion provide for indemnification or advancement of expenses in a resolution of its members or directors, or in a contract.

Any repeal or modification of the foregoing provisions of this Article TENTH for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this Article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

As used in this Article, the following terms have the following meanings:

(a) Act. The term "act" means the Colorado Nonprofit Corporation Act as it exists on the date Articles of Amendment to the corporation's Articles of Incorporation were filed and became effective, and as the Colorado Nonprofit Corporation Act may be thereafter amended from time to time. In the case of any amendment of the Colorado Nonprofit Corporation Act after the date of adoption of this Article, when used with reference to an act or omission occurring prior to effectiveness of such amendment, the term "act" shall include such amendment only to the extent that the amendment permits a corporation to provide broader indemnification rights than the Colorado Nonprofit Corporation Act permitted prior to the amendment.

(b) Director or Officer. The term "director" or "officer" means (i) a director or officer of the corporation and (ii) while an individual is a director or officer of the corporation, the individual's serving at the corporation's request as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, and (iii) any other position (not with the corporation itself) in which a director or officer of the corporation is serving at the request of the corporation and for which indemnification by the corporation is permitted by the act.

(c) Proceeding. The term "proceeding" means any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.

ELEVENTH: Provision of Insurance. By action of the board of directors, notwithstanding any interest of the directors in the action, the corporation may purchase and maintain insurance, in such scope and amounts as the board of directors deems appropriate, on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the corporation, or who, while a director, officer, employee, fiduciary or agent of the corporation,

is or was serving at the request of the employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan, against any liability asserted against, or incurred by, her in any such capacity or arising out of her status as such, whether or not the corporation would have the power to indemnify her against such liability under provisions of Article TENTH or applicable law, subject to the limitation in Article TENTH. Any such insurance may be procured from any insurance company designated by the board of directors of the corporation, whether such insurance company is formed under the laws of this state or any other jurisdiction of the United States or elsewhere, including any insurance company in which the corporation has an equity interest or any other interest, through stock ownership or otherwise.