

Nov 14 2 2 1977

STATE OF COLORADO

ARTICLES OF INCORPORATION

OF

312

ROCKY MOUNTAIN WATER POLLUTION CONTROL ASSOCIATION, INC.

STATE

The undersigned, acting as the incorporator of a corporation under the Colorado Non-Profit Corporation Act, Article 20 of Title 7, Colo. Rev. Stat. 1973, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE 1

Name

The name of this organization shall be the Rocky Mountain Water Pollution Control Association, Inc., hereinafter referred to as the "Association".

ARTICLE 2

Duration

The period of its duration is perpetual.

ARTICLE 3

Purposes

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which the Association is organized are:

Section 3.1 The advancement of fundamental and practical knowledge concerning the nature, collection, treatment, reclamation, and disposal of domestic and industrial wastewaters;

Section 3.2 The advancement of knowledge in the design, construction, operation and management of facilities for the collection and treatment or reclamation of wastewaters;

Section 3.3 The study, promotion, and encouragement of waterways quality control;

Section 3.4 The encouragement of a friendly exchange of information and experience among its members and other interested persons, by an annual meeting of its members, affiliation with the Water Pollution Control Federation and participation in the activities of that organization;

Section 3.5 The promotion of the proposition that the development and control of wastewater facilities is an integral and equal component of the total comprehensive plan of a community, and as such should receive the attention and respect of the leaders of any community requiring such facilities.

## ARTICLE 4

## Membership

Section 4.1 The membership of the Association shall consist of persons and groups of persons interested in any of the purposes of the Association and having such qualifications as are prescribed in the By-Laws for the various classes of membership.

Section 4.2 The rights, priorities and obligations of members shall be such as prescribed by the By-Laws. Cumulative voting of members in the election of the Executive Committee shall not be allowed.

## ARTICLE 5

## Officers

Section 5.1 All Officers shall be active members of the Association, as defined in the By-Laws.

Section 5.2 The Officers, as defined by the By-Laws, shall constitute the Executive Committee of the Association.

Section 5.3 For purposes of the Colorado Non-Profit Corporation Act, the Trustees shall be the Directors, and the initial Board of Directors shall be composed of:

Howard W. Lacy  
4000 Forest Street  
Denver, Colorado 80220

William H. Hornberg  
1860 Lincoln Street  
Suite 900  
Denver, Colorado 80202

Larry L. Ford  
6595 East 70th Avenue  
Denver, Colorado

#### ARTICLE 6

##### Amendments to Articles

Amendments to these Articles of Incorporation may originate in the Executive Committee, or through it on petition of ten active members. The Secretary-Treasurer shall mail notices and a complete text of an amendment, or instruction of the Executive Committee, to each member at least 30 days before it is to be voted on. Amendments may be voted on at annual meetings or by letter ballot. A two-thirds majority of votes cast is required for adoption of an amendment.

#### ARTICLE 7

##### Prohibited Activities and Distribution of Assets

No part of the income or net earnings of the Association shall be distributable to or inure to the benefit of its members, trustees, directors, officers, or any

individual; provided, however, that reasonable compensation may be paid for any services rendered to the Association and payments and distributions may be made in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income taxation under the provisions applicable to this corporation of Section 501(c) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States or Colorado law). In the event of dissolution of the corporation, the property and assets thereof remaining, after providing for all obligations and liabilities of the corporation, shall then be disposed of exclusively for the purposes of the corporation in such manner, or to such organization or organizations exempt from taxation under Section 501(c)

of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States or Colorado law) as shall be determined by the Trustees.

#### ARTICLE 8

##### By-Laws

The By-Laws of the Association shall be adopted initially by the Executive Committee, and shall govern the internal affairs of the Association. The By-Laws shall conform to law and the provisions of these Articles of Incorporation.

#### ARTICLE 9

##### Registered Agent

The address of the initial registered office of the corporation is 310 Capitol Life Center, 1620 Sherman Street, Denver, Colorado 80203; and the name of its initial registered agent at such office is James E. Abbott.

#### ARTICLE 10

##### Incorporator

The name and address of the incorporator is:

James E. Abbott  
310 Capitol Life Center  
1620 Sherman Street  
Denver, Colorado 80203

Dated: October 11, 1977, 1977.

James E. Abbott  
James E. Abbott

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

The foregoing instrument was acknowledged before me this 11th day of October, 1977, by James E. Abbott.

Witness my hand and official seal.

My commission expires My Commission Expires Jan. 17, 1981

[Signature]  
Notary Public

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