

**ARTICLES OF INCORPORATION
OF
COLORADO-RAPID AVALANCHE DEPLOYMENT, a Colorado nonprofit corporation**

Colorado-Rapid Avalanche Deployment, a Colorado nonprofit corporation pursuant to the requirements of the Colorado Revised Nonprofit Corporation Act (the “Act”), adopts the following Articles of Incorporation (the “Articles”).

**ARTICLE I
NAME**

The name of the corporation is Colorado-Rapid Avalanche Deployment, a Colorado nonprofit corporation (“C-RAD”).

**ARTICLE II
DURATION**

C-RAD shall have perpetual existence.

**ARTICLE III
PURPOSES AND POWERS**

Section 3.1 Purposes. C-RAD is organized and operated exclusively for charitable, educational, scientific, or religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

Section 3.2 Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 3.3, C-RAD shall have all of the rights, privileges and powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado. C-RAD may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3.3 Restrictions on Powers.

a. No part of the net earnings of C-RAD shall inure to the benefit of, or be distributable to any member of C-RAD which is not then an exempt organization described in section 501(c)(3) of the Code, any director or officer of C-RAD or any other individual (except that C-RAD shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes), and no member of C-RAD which is not then an exempt organization described in section 501(c)(3) of the Code, and no director or officer of C-RAD or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of C-RAD or otherwise.

b. No substantial part of the activities of C-RAD shall consist of carrying on of propaganda, or otherwise attempting to influence legislation. However, if C-RAD is an organization to which 501(h) of the Code applies and C-RAD has effectively elected to have such section apply, C-RAD shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. C-RAD shall not participate or intervene in (including the publishing or distribution of statement) any political campaign on behalf of or in opposition to any candidate for public office.

c. Upon dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to and among one or more exempt organizations described in section 501(c)(3) of the Code, contributions to which are deductible under section 170(c)(2) of the Code, or governmental units within the meaning of section 170(b)(1)(A)(v) of the Code for exclusively public purposes. The organizations to receive such property, and their respective shares and interests, shall be determined by the board of directors.

d. Notwithstanding any other provision of these Articles to the contrary, C-RAD shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

e. All references in these Articles to provisions of the Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

ARTICLE IV **OFFICERS, AGENTS AND INCORPORATORS**

Section 4.1 Principal Office. The street address of the initial principal office of C-RAD is 504 Bighorn Circle, Silverthorne, Colorado 80498. The mailing address of the initial principal office of C-RAD is 504 Bighorn Circle, Silverthorne, Colorado 80498.

Section 4.2 Registered Office and Agent. The street address of C-RAD's registered agent's office is 504 Bighorn Circle, Silverthorne, Colorado 80498. The registered agent's mailing address is 504 Bighorn Circle, Silverthorne, Colorado 80498. C-RAD's registered agent is John C. Reller.

Section 4.3 Incorporator. The name and address of the incorporator is as follows:

Mark Richmond, Richmond Sprouse, 620 Main Street, Suite 7, P.O. Box 280, Frisco, CO 80443-0280.

ARTICLE V **MEMBERSHIP**

Section 5.1 Membership. C-RAD shall be a membership corporation and shall have no capital stock. C-RAD is not organized and shall not be conducted for profit, and no part of its net revenue or earnings shall inure to the benefit of any individual, subscriber, contributor or member.

The conditions, method of admission, qualifications and classifications of membership, the limitations, rights, powers and duties of members, the dues, assessments, and contributions of members, the method of expulsion from and termination of membership, limitations upon or qualifications of voting power, and all other matters pertaining to the membership and the conduct, management and control of the business, property and affairs of the corporation shall be as provided from time to time in the Bylaws.

ARTICLE VI **BOARD OF DIRECTORS**

Section 6.1 General. The management of the affairs of C-RAD shall be vested in a Board of Directors (the “Board”), except as otherwise provided in the Act, these Articles or the Bylaws. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be as provided from time to time in the Bylaws.

Section 6.2 Liability of Directors. No director shall be personally liable to C-RAD or to its members for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit liability of a director to C-RAD or its members for monetary damages for the following: (a) any breach of the director’s duty of loyalty to C-RAD, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) acts specified in C.R.S. § 7-128-403, as it may be amended, or (d) any transaction from which the director directly or indirectly derived an improper personal benefit. If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of C-RAD, in addition to this limitation on personal liability, shall be further eliminated or limited to the fullest extent permitted by the Act. Any repeal or modification of this Section 6.2 shall be prospective only and shall not adversely affect any right or protection of a director of C-RAD existing at the time of such repeal or modification.

Section 6.3 Initial Board. After incorporation, the Registered Agent shall elect an initial Board of Directors. Until the initial Board of Directors has been elected and shall qualify, the Registered Agent shall serve as the sole director of the corporation and shall have all of the powers and authority and shall perform all of the duties of the Board of Directors.

ARTICLE VII **BYLAWS**

Except to the extent limited by the Act, the Board shall have the power to alter, amend or repeal the Bylaws from time to time in force and adopt new bylaws, so long as they are not inconsistent with the provisions of these Articles. However, no bylaw shall have the effect of giving any member of C-RAD which is not then an exempt organization described in section 501(c)(3) of the Code, or any director or officer of C-RAD or any other individual any proprietary interest in C-RAD’s property, whether during the term of C-RAD’s existence or as an incident to its dissolution.

ARTICLE VIII
OFFICERS

The Board may appoint a president, one or more vice-presidents, a secretary, a treasurer and such other officers as the Board believes will be in the best interests of C-RAD. Within the limits set by the Act, the officers shall have such duties as may be prescribed in the Bylaws and shall serve at the pleasure of the Board.

ARTICLE IX
AMENDMENTS

C-RAD reserves the right to amend, alter, change or repeal any provision contained in, or to add any provision to, these Articles from time to time in the manner set forth in the Bylaws or in any manner now or thereafter prescribed or permitted by the laws of the State of Colorado.

ARTICLE X
DISSOLUTION

Upon the dissolution of C-RAD, the Board shall, after paying or making provisions for the payment of all of C-RAD's liabilities, dispose of all of C-RAD's assets exclusively for the purposes of the corporation in such manner as the Board shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code, as amended (or the corresponding provision of any future federal tax law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of C-RAD is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI
INDIVIDUAL FILING ARTICLES

The name of the individual and mailing address of the individual causing this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, is:

Mark Richmond
Richmond Sprouse, LLC
620 Main Street, Suite 7
P.O. Box 280
Frisco, CO 80443-0280
(970) 668-0176