

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TAHOSA ALUMNI ASSOCIATION, INC.

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act (the Act), Tahosa Alumni Association, Inc., a Colorado nonprofit corporation, adopts the following Amended and Restated Articles of Incorporation. The Amended and Restated Articles of Incorporation constitute an amendment and restatement of the original Articles of Incorporation of the corporation filed with the Colorado Secretary of State on January 20, 1982, 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 or supplements thereto or restatements thereof. The Amended and Restated Articles of Incorporation were duly adopted by vote of the directors and the members of the corporation present at a meeting on June 8, 2013.

ARTICLE I
Name, Duration and Classification

The name of this corporation is Tahosa Alumni Association, Inc., and its duration shall be perpetual. The corporation shall be a charitable corporation within the meaning of the Act.

ARTICLE II
Purposes and Restrictions

- 2.1 The purpose for which the corporation is organized is to maintain the memories, spirit and traditions of scout camping, especially those associated with Camp Tahosa and the Order of the Arrow.
- 2.2 This corporation is organized and shall operate exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, the regulations promulgated thereunder, and the corresponding provisions of any future federal income tax laws (the "Code").
- 2.3 No part of the earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons; provided however, that the corporation shall be authorized and empowered to provide reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes of this corporation.
- 2.4 The property of this corporation is irrevocably dedicated to religious, charitable and educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

2.5. In furtherance of the foregoing purposes and subject to the above limitations, this corporation shall have all the powers conferred upon nonprofit corporations under the Act.

ARTICLE III
Dissolution

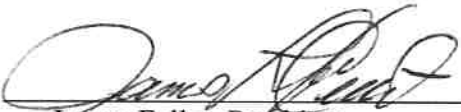
3.1. Upon dissolution of the corporation, all assets remaining, after payment or provision for payment of all debts and liabilities of this corporation, shall be distributed:

- (a) to the Boy Scouts of America, Denver Area Council, Properties Maintenance Fund as an Endowment to Tahosa Rocky Mountain High Adventure Base, or
- (b) if the Denver Area Council no longer owns the Tahosa Rocky Mountain High Adventure property, to such summer camp maintenance fund as the Denver Area Council of the Boy Scouts of America deems appropriate.

3.2. In the event the Denver Area Council of the Boy Scouts of America is not qualified to receive distributions under the Code, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (with preference to organizations supporting the Boy Scouts of America), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of 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, which are organized and operated exclusively for such purposes.

Dated this 28 day of June, 2013.

TAHOSA ALUMNI ASSOCIATION, INC.

by: 
James Fellet, President

by: 
Richard Beach, Secretary