

NONPROFIT

ARTICLES OF INCORPORATION.....REJECTED.....

OF

LOOKOUT MOUNTAIN OBSERVATORY ASSOCIATION

19981221015 M

\$ 50.00

SECRETARY OF STATE

08-1998 12:53:27

The undersigned being natural persons of at least eighteen years of age, acting as incorporators, do hereby adopt the following Articles of Incorporation for the Lookout Mountain Observatory Association, a corporation incorporated under the Colorado Nonprofit Corporation Act.

ARTICLE I

Name

FILED - CUSTOMER COPY
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

The name of this corporation shall be the Lookout Mountain Observatory Association.

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SECRETARY OF STATE

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ARTICLE II

Duration

The period of existence of this Corporation shall be perpetual.

ARTICLE III

Purposes

The purposes for which this Corporation is formed and its general powers are:

To establish astronomical observatories in the vicinity of Lookout Mountain, Del Norte, Colorado to utilize the increasingly rare dark sky opportunities available in this geographical area with historical acknowledgment to the one originally occupying the Lookout Mountain top;

To provide educational resource opportunities for San Luis Valley Schools, other educational institutions, and the interested public in the form of astronomical observatories and other facilities in the vicinity of Lookout Mountain;

To solicit and receive contributions and other economic support from all available economic resources in order to promote the purposes of the Corporation; and

For all other purposes and activities of which a Colorado non-profit organization may be organized under the laws of Colorado and which are also consistent with all regulations and restrictions imposed by federal, state, or other governmental agencies concerning charitable non-profit organizations.

In addition to the foregoing, and subject always to any limitations or restrictions imposed by law or by these Articles of Incorporation, or any amendment thereto, the Corporation shall have the following general rights, privileges, and powers:

* PRINCIPAL ADDRESS

ARTICLE IV
Registered Office and Agent

The name of the Corporation's Registered Agent shall be Douglas Wibbenmeyer and the address of its initial registered office shall be 570 Spruce Street, Del Norte, Colorado 81132.

SIGNATURE & CONSENT

Douglas P. Wibbenmeyer

ARTICLE V
Number of Directors and Term

The affairs of the Corporation shall be managed by a Board of Directors, who shall be members of this Corporation, with such other qualifications as the By-laws may prescribe. The number of such Directors and their terms of office shall be as established from time to time by the By-laws of the Corporation and shall consist of a minimum of five Directors. Successor Directors of the Corporation shall be selected pursuant to the provision of the By-laws.

ARTICLE VI
Initial Board of Directors

The members of the initial Board of Directors shall be as follows:

NAMES	ADDRESSES
Bert Boyd	1160 Grand Avenue, Del Norte, Co.
Alva Hibbs	705 Pine Street, Del Norte, Co.
John Allen Davey	7776 West Co. Road 10 North, Del Norte, Co.
Jay Schrader	11 Yucca Court, Del Norte, Co.
Douglas Wibbenmeyer	15890 U S Hwy 160, Del Norte, Co.
Michael Wisdom	2543 Co. Road 33, Del Norte, Co.
Patsy Moreland	1190 Seventh St., Del Norte, Co.
Nancy Schrader	11 Yucca Court, Del Norte, Co.

ARTICLE VII
Transactions with Interested Persons

In the absence of fraud, no contract or other transaction between this Corporation and one or more of its Directors, Officers or any other corporation, partnership association or entity in which a Director or Officer of the Corporation is financially or otherwise interested or is a Director, member or Officer of such other corporation, partnership, association, or entity, shall be affected or invalidated because of such relationship or interest, provided that the existence and nature of any such interest of such Director or Officer shall be disclosed or shall have been known to the Directors present at any meeting of the Board at which action on any such contract or transaction shall have been taken. Any interested Director may be counted in determining the existence of a quorum and may vote at any meeting of the Board for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested or were not a Director, member or Officer of such other corporation, firm, association or

partnership.

ARTICLE VIII
Indemnification of Directors, Officers, Employees,
Fiduciaries and Agents

Pursuant to applicable state law, including, but not limited to, Section 7-3-101.5 of the Colorado Corporation Code, each Director, Officer, employee, fiduciary or agent of the Corporation (and his heirs, executors and administrators) shall be indemnified by the Corporation against expenses reasonably incurred by or imposed upon him in connection with or arise out of any action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a Director, Officer, employee, fiduciary or agent of the Corporation, or at its request of any other corporation of which it is a shareholder or creditor and from which he is not entitled to be indemnified (whether or not he continues to be a Director, Officer, employee, fiduciary or agent at the time of imposing or incurring such expenses), except in respect of matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct. Subject to applicable state law, in the event of a settlement of any such action, suit, or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified did not commit a breach of duty.

The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled under applicable state law.

ARTICLE IX
Incorporators

The names and addresses of the incorporators of the Lookout Mountain Observatory Association shall be as follows:

NAME	ADDRESS
Alva Hibbs	705 Pine Street, Del Norte, Co.
John Allen Davey	7776 West Co. Road 10 North, Del Norte, Co.
Jay Schrader	11 Yucca Court, Del Norte, Co.
Michael Wisdom	2543 Co. Road 33, Del Norte, Co.
Patsy Moreland	1190 Seventh St., Del Norte, Co.
Nancy Schrader	11 Yucca Court, Del Norte, Co.

ARTICLE X
Non-profit Provisions

This Corporation shall not have any capital stock or shareholders; it shall not declare any dividends and none of its activities shall be carried on for profit or pecuniary gain of its members, Directors, Officers, employees, incorporators, or any other individual connected with it, and its net

earnings, if any, shall not belong to or inure to the benefit of the aforesaid individuals or any other person. It is the intent of the incorporators hereof that all activities of the said Corporation shall be so conducted and of such character so that all income of this Corporation shall be exempt at all times, from payment of federal and state income tax, and that all dues, payments and contributions made to it shall be tax deductible by the donors.

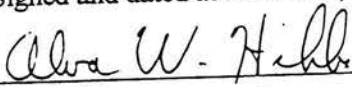
ARTICLE XI Amendments

Unless otherwise provided by the Colorado Non-profit Corporation Act, every amendment to these Articles of Incorporation shall require approval by a two-thirds majority vote of the Board of Directors, which may be at an annual, regular or other special meeting thereof in accordance with procedures set forth in the By-laws.


ARTICLE XII Restrictions

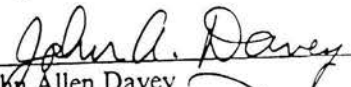
No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III 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 (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

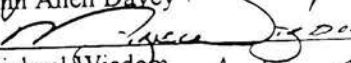
Signed and dated at Del Norte, Colorado, this 12th day of November, 1998.

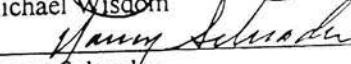

Alva Hibbs


Jay Schrader


Patsy Moreland


John Allen Davey


Michael Wisdom


Nancy Schrader

STATE OF COLORADO)

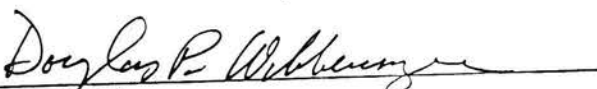
) ss

COUNTY OF RIO GRANDE)

I, Douglas Wibbenmeyer, Notary Public hereby certify that on this 12th day of November, 1998, personally appeared before me Alva Hibbs, John Allen Davey, Jay Schrader, Michael Wisdom, Patsy Moreland, and Nancy Schrader, and who, having been first duly sworn declared that they are the people who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of November, 1998.

(SEAL)



Notary Public

My commission expires:

My address is 15810 W. US HWY 160, Del Norte, CO 81132