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**Amended and Restated Articles of Incorporation**

filed pursuant to §7-90-301, et seq. and §7-130-106 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

1. For the entity, its ID number and entity name are

ID number 19971164745  
*(Colorado Secretary of State ID number)*  
 Entity name THE JIMMIE HEUGA CENTER ENDOWMENT

2. The new entity name (if applicable) is The Jimmie Heuga Legacy Foundation for MS

3. The amended and restated constituent filed document is attached.

4. The amendment to the articles of incorporation was in the manner indicated below: (make the applicable selection)

The amendment and restatement was adopted by the board of directors or incorporators without member action and member action was not required.

The amendment and restatement was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group.

*(If the amended and restated articles of incorporation include amendments adopted on a different date or in a different manner, mark this box  and include an attachment stating the date and manner of adoption.)*

5. *(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

*(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)*

The delayed effective date and, if applicable, time of this document is/are \_\_\_\_\_  
*(mm/dd/yyyy hour:minute am/pm)*

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**ATTACHMENT TO**  
**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**ARTICLE I**

**Purposes and Powers**

A. **Purposes.** The Corporation is organized exclusively for charitable, scientific, literary, or educational purposes within the meaning of and pursuant to Section 501(c)(3) of the Internal Revenue Code, as amended from time to time (the “Code”). In furtherance of such purposes, and within the meaning of Section 501(c)(3) of the Code, the Corporation’s mission is to promote the legacy of Jimmie Heuga and his Can Do spirit by helping people with MS live better through education and scientific research-based health programs for optimized physical and psychological wellbeing. The Corporation shall be permitted to perform every act necessary or incidental to or connected with the furtherance of its exempt purposes.

B. **Powers.** In furtherance of the foregoing purposes and objects, the Corporation shall have and may exercise all such powers as are expressly or indirectly conferred upon nonprofit corporations organized under the laws of the State of Colorado, except as limited by these Articles, including, without limiting the generality of the foregoing, receiving, maintaining, and dealing with, in any manner whatsoever, real or personal property, and using and applying the whole or any part thereof, including income therefrom. The use of such property shall be exclusively and irrevocably in accordance with the exempt purposes of the Corporation.

## ARTICLE II

### Restrictions Upon the Powers of Directors and Others

A. **Direct Benefits.** No part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the Corporation or any other private individual. However, (1) reasonable compensation may be paid for services rendered to or for the Corporation by any officer, agent or employee, and (2) reimbursement may be made for any expenses incurred in conducting the affairs of the Corporation by any officer, director, agent, or employee, or any other person or Corporation, in each case pursuant to and upon authorization of the Board. No member, director, or officer of the Corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets upon dissolution of the Corporation or otherwise. Any and all property, both real and personal, which may be owned by the Corporation at any time, is and shall always be exclusively and irrevocably dedicated to the exempt purposes of the Corporation. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation or intervene or participate in, including the publication or distribution of statements for, any political campaign on behalf of, or in opposition to, any candidate for public office.

B. **Indirect Benefits.** No part of the assets of the Corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings, or any part thereof, inure to the benefit of any private shareholder or other individual or whose activities, in substantial part, consist of carrying on propaganda or otherwise attempting to influence legislation, if such contribution would not be permitted to be made (i) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code and (ii) by a Corporation described in Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code.

C. **Dissolution.** Upon dissolution of the Corporation, the Corporation shall dispose of all of its assets according to the procedure outlined in the Colorado Revised Nonprofit Corporation Act (“Act”). After the Corporation has discharged or provided for its liabilities, the Corporation’s remaining assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Code or shall be distributed to the federal, state or local governmental entity for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations as such court shall determine which are organized and operated exclusively for such purposes.

D. **Limitations on Actions of the Corporation.** Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization which is tax exempt under the provisions of Section 501(c)(3) of the Code and (ii) by a corporation described in Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code.

E. **Private Foundation.** Notwithstanding any other provision of these Restated Articles, during any period that the Corporation is a “private foundation” within the meaning of Section 509 of the Code, the Corporation shall be required to distribute its income for each taxable year of the Corporation at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code. The Corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings in violation of the provisions of Section 4943(c) of the Code, from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

### **ARTICLE III**

#### **Board of Directors**

All business affairs of the Corporation, including the control and management of the affairs of the Corporation and of the disposition of its funds and property, shall be conducted by its Board. The number of directors, their terms of office, and the manner of their selection and election shall be determined according to the bylaws of the Corporation, as amended from time to time (the “Bylaws”). The entire voting power for all purposes shall rest in the Board. Each member of the Board shall be entitled to one vote on each matter submitted to vote.

### **ARTICLE IV**

#### **Bylaws**

The Bylaws of the Corporation shall be adopted by the Board. Such Bylaws may contain any provisions for the regulation or management of the affairs of the Corporation which are not inconsistent with Colorado law, the Act, or these Articles, as may be amended from time to time. However, no bylaw at any time in effect, and no amendment to these Articles, shall have the effect of giving any director or officer of the Corporation any proprietary interest in its property or assets, whether during the term of its existence or as an incident to its dissolution. Such Bylaws may be amended by the procedures set forth by the Bylaws.

### **ARTICLE V**

#### **Indemnification and Limitation on Director Liability**

A. **Indemnification Generally.** The Corporation may indemnify its directors, officers, employees, agents, and fiduciaries for liabilities incurred by such directors, officers,

employees, agents, or fiduciaries in their capacity as such to the fullest extent permitted by the Act, and as further set forth in the Bylaws of the Corporation.

**B. Limitation on Director Liability for Monetary Damages.** There shall be no personal liability, either direct or indirect, of any director of the Corporation to the Corporation or to its members, if any, for monetary damages for any breach or breaches of fiduciary duty as a director. However, this provision shall not eliminate the liability of a director to the Corporation or to its members, if any, for monetary damages for any breach, act, omission, or transaction as to which the Act expressly prohibits the elimination of liability. This provision is in the Corporation's original Articles of Incorporation and, thus, is effective as of the date of the Corporation's incorporation. This provision shall not limit the rights of directors of the Corporation to be indemnified or to receive other assistance from the Corporation. This provision shall not restrict or otherwise diminish the provisions of the Colorado Revised Statutes, as amended from time to time, concerning immunity from civil liability of certain directors, except for wanton and willful acts or omissions, 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 Act which permits the elimination of liability of directors for which this Article provides 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.

**C. Preservation of Exempt Status.** Notwithstanding any other provision of these Restated Articles or the Bylaws, the Corporation shall not indemnify or advance expenses to any officer or director, purchase insurance, or take any other action under these Restated Articles or

the Bylaws, which would jeopardize or be inconsistent with qualification of the Corporation as an organization described in Section 501(c)(3) of the Code.

## **ARTICLE VI**

### **Amendment**

These Articles may be altered, amended or repealed, in whole or in part, and new Articles may be adopted by the Board of Directors; provided, however, that these Articles may only be amended or altered in a manner which would not disqualify the corporation under §501(c)(3) of the Code. The adoption of new Articles or the alteration, amendment or repeal of the Articles shall require an affirmative vote of two-thirds of those Directors who may vote on such matters as set forth in the bylaws.