

## AMENDMENT OF ARTICLES OF INCORPORATION

### PARKS IMPROVEMENT ADVISORY BOARD

The Board of Directors of the Parks Improvement Advisory Board, Inc. hereby adopts these amendments, which shall amend and thereafter constitute the Articles of Incorporation of the Parks Improvement Advisory Board, Inc.

The Board further directs that the Secretary cause these Amended Articles of Incorporation to be filed with the Colorado Secretary of State and shall from time to time as necessary bring matters to the attention of the Board of Directors so that the Parks Improvement Advisory Board, Inc. ("PIAB") shall continuously remain in good standing as a Colorado non-profit corporation.

#### Recitals.

- A. The records of the City of Grand Junction ("City") reflect that a Park Improvement Advisory Board first met formally on July 5, 1960; there is no record of a filing with the Secretary of State at that time, although it appears that funding for the Board was occurring by the City, School District 51, Mesa College and Mesa County.
- B. The City records also show that a "Charter of Greater Grand Junction Park Improvement Fund" was adopted by Mesa College, Mesa County and the City in 1965, with the Board comprised of members appointed by Mesa College, Mesa County and the City, with these three members selecting a fourth who would serve as chairman of the fund. At that time a representative of the Mesa County Valley School District 51 was to "participate in an *ex-officio*, non-voting capacity."
- C. In February 1967, the City Council approved an amendment of the charter of the "Greater Grand Junction Park Improvement Advisory Board", which also made reference to the board having four members, one selected by Mesa College, Mesa County and the City of Grand Junction with a fourth member selected by the other three who would serve as chairman. By the 1967 amendments, a representative of "Mesa County Valley School District 51" and the City Manager for the City of Grand Junction were to participate in an *ex-officio*, non-voting capacity.
- D. Articles of incorporation of "PIAB, Inc., a Colorado Non-Profit Corporation" were filed with the Colorado Secretary of State on June 21, 1982 by incorporator Hurst Otto. The members of PIAB, Inc. stated in those articles were the City of Grand Junction, the County of Mesa and School District No. 51, each of which had 33 1/3 % "percentage of interest."
- E. On June 3, 1985, a different set of articles of incorporation were filed for the "Parks Improvement Advisory Board, Inc.", a Colorado non-profit corporation, the members of which were again the City, the County of Mesa and School District No. 51, each of which had 33 1/3 % of interest. The incorporator of the June 3, 1985 articles was Louis A. Grasso.
- F. Bylaws of "PIAB, Inc." were adopted September 8, 1983 ("Bylaws") stating that the officers of PIAB, Inc. were a chairman, a vice-chairman, a secretary and a treasurer. Those bylaws recognize the chairman of the Lincoln Park Stadium Improvement Committee. The City's Parks and Recreation Director was to serve as Secretary to the Board and the City's Financial Director was to serve as Treasurer.
- G. It is apparent that despite minor variations in names and content of the Articles and an evolving role played by the Lincoln Park Stadium Improvement Committee, the central focus

of said Committee and PIAB, Inc., under whatever name, has remained the same since the early 1960's: To encourage the development of major recreational facilities in the community and advising the community of needs for recreation and cultural structures and improvements. (See, the minutes of the July 5, 1960.)

- H. Since the 1960's, the Grand Junction Baseball Committee, Inc., commonly called the "JUCO Committee" has had a vital and continuing role in helping meet the PIAB mission.
- I. And, over time, the various committees, governments and other stake holders have continued to cooperatively promote improvements to Lincoln Park and other property in the City in accordance with the Board's mission.
- J. In recognition of the evolution of the community efforts to continue to improve "major recreational and cultural facilities," these articles of amendment to PIAB, Inc., sometimes also termed "Parks Improvement Advisory Board, Inc," are appropriate to provide continuing guidance and structure for the Board's current and future cooperative, community improvement efforts.

NOW THEREFORE, the Board of Directors of PIAB, Inc. does adopt the following amended articles of incorporation for "PIAB, Inc." sometimes referred to as the "Parks Improvement Advisory Board, Inc."

These amended articles of incorporation shall read as follows.

**Article I**  
**Name**

The name of the corporation is hereby changed from PIAB, Inc. a/k/a Parks Improvement Advisory Board, Inc. to "Grand Junction Parks Improvement Advisory Board, Inc."

**Article II**  
**Duration**

The period of duration of the Corporation shall be perpetual.

**Article III**  
**Purpose**

The purpose of the Corporation is to encourage the development of athletic and recreational facilities in Grand Junction, Colorado. In support of these purposes, the Corporation has the following powers:

1. To own, receive by gift, lease (as lessor or lessee), maintain, develop and improve real property and improvements thereon for athletic, sporting and recreational purposes, and to encourage the members of the Corporation to make the most efficient and effective use of their powers and responsibilities in support of said purposes by cooperating and contracting with other political subdivisions and the members hereof through the Corporation.
2. To own, receive by gift, hold, lease (as lessor or lessee), manage, improve, mortgage, buy and sell real and personal property or any interest or right therein, buildings, machinery, equipment, material and other property and rights of any kind or nature to aid or accomplish the purposes stated herein.

**Article V**  
**Address**

The address of the registered office of the Corporation is 1340 Glenwood Avenue, Grand Junction, CO 81501. The registered agent at such address shall be the City Director of Parks and Recreation.

**Article VI**  
**Members**

1. The following entities shall be members of the Corporation, each of which shall have the following percentages of interests in the Corporation:

|   |            |
|---|------------|
| City of Grand Junction                  | 20 percent |
| Mesa Valley School District Number 51   | 20 percent |
| Colorado Mesa University                | 20 percent |
| Mesa County                             | 20 percent |
| Grand Junction Baseball Committee, Inc. | 20 percent |
2. Certificates of membership shall not be issued.
3. At the first meeting of every year or in any event on or before March 1, the Board shall determine by resolution the annual contribution amount for the following year for each member of the Corporation.
4. Each member shall annually, on or before June 1 of each year, in the amount determined by resolution of the Board, contribute to the operating and other expenses of the Corporation. Failure to fully and timely contribute shall cause the non-contributing members voting privileges to summarily be suspended. Voting privileges shall remain suspended until the contribution is paid in full.
5. Contributions shall continue at the rate established by the most recent resolution until that rate is changed by the Board acting through a subsequent resolution. Transfer of membership or property or any portion thereof or admission into the Corporation of additional members shall only be upon the affirmative vote of 2/3 of the Directors.

**Article VII**  
**Directors**

1. The affairs of the Corporation shall be managed by a board of directors of five. Each member shall appoint one director who shall serve at the pleasure of the respective member's governing body. Vacancies in the office of any director shall be filled by the respective member.
2. The names and addresses of the persons who are the Directors as of the time of this adoption are as follows:

City - Tom Kenyon; Colorado Mesa University - Lena Elliott; Mesa County - Craig Meis; School District 51 - Harry Butler; Grand Junction Baseball Committee, Inc. (aka "JUCO Committee") - Bruce Hill

3. The term of office of any director shall immediately terminate if said director: (a) dies, (b) resigns; (c) does not reside in Mesa County; (d) becomes a paid employee of any organized charity; or (e) no longer serves/represents the Member that designated him/her to serve on the Board.

#### **Article VIII** **Regulation of Affairs**

1. Directors shall serve without compensation but may be reimbursed for expenses incurred in their service as Directors.
2. The operation and management of the funds of the Corporation shall be under the direction and control of the Board provided, however, that expenditures from the Corporation funds in any year in excess of the total of receipts from: (a) the current year's fees or contributions from the member agencies, (b) the receipts as a result of contracts or other revenue sources and (c) regarding any agreements concerning real property; shall first be approved by each of the governing bodies of the respective member's. The Board shall from time to time designate a fiscal agent for the Board. That fiscal agent shall keep the books of the Board and account for the funds of the Corporation and make such necessary and/or required filings with the agencies having regulatory authority over the Corporation. The City of Grand Junction is presently the designated fiscal agent and such agency shall continue until rescinded.
3. Each member may designate an alternate or replacement Director for any meeting or event if the permanent Director is not present or able to attend.
4. The Board may act by motion or resolution. An affirmative vote of two thirds of the members shall be required for the Board to act. Meetings may be held only after no less than 24 hours notice to each member at the telephone number, address or electronic mail address each member provides to the Secretary.

#### **Article IX** **Powers**

Consistent with the purposes of the Corporation, it shall have all powers which are granted corporations under the laws of the state of Colorado and pursuant to the Colorado Nonprofit Corporation Act, as now enacted or hereafter amended, including without limitation:

1. The power to adopt amendments to the bylaws;
2. The power to amend these articles of incorporation;
3. The power to appoint a Chair and other officers as necessary;
4. The power to indemnify any director or officer or former director or officer of the Corporation for expenses and costs actually necessarily incurred in connection with any claim asserted against such director or officer by action in court or otherwise, by reason of having been such director or officer. This provision, however, shall not relieve a director or officer of responsibility for acts of gross negligence or willful and wanton misconduct in the performance of duty.

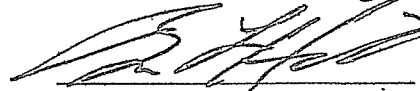
5. Anything herein contained to the contrary notwithstanding, the Corporation shall exercise only such powers as are in furtherance of exempt purposes of organizations set forth in subsection 501 (c) of the Internal Revenue Code of the United States, as amended from time to time, under which the Corporation chooses to qualify.

**Article X**  
**Dissolution**

In the event of the dissolution of this Corporation, from whatever cause, the board of directors shall liquidate the Corporation by disposing of such of its assets as may be necessary to pay its obligations, and shall transfer all the remaining assets to the members as may be determined by the affirmative vote of two thirds or more of the Board, said Board being authorized to make, through its proper officers, all necessary or proper deeds of conveyance, bills of sale, and other legal instruments to properly vest title to the property of the Corporation.

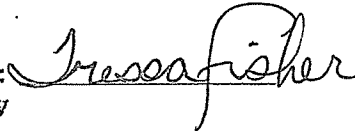
In no event, however, shall any Corporation properties or assets be delivered to any Corporation director, committee, board, fund, foundation, institution or person which would cause such properties or assets to inure either directly or indirectly to the benefit of any director, officer or individual having a personal or private interest in the activities of this Corporation.

IN WITNESS WHEREOF, we have set our hands and seals this 28 day of July, 2011.



Bruce Hill  
Chairman of the Board of Directors

ATTEST:



Secretary