

**ATTACHMENT TO**  
**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**RIVERVIEW TECHNOLOGY CORPORATION**

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, Section 7-121-101 *et seq.*, Colorado Revised Statutes (the "Act"), the Board of Directors of Riverview Technology Corporation, with the approval of the City Council of the City of Grand Junction, Colorado ("City Council") and the Board of County Commissioners of Mesa County, Colorado ("BOCC"), adopts these Amended and Restated Articles of Incorporation ("Restated Articles"). From and after the date when these Restated Articles are filed with the Colorado Secretary of State, they shall be the articles of incorporation of Riverview Technology Corporation.

**Amended and Restated Articles of Incorporation**

**ARTICLE 1. NAME**

- 1.1. The name of the nonprofit corporation is Riverview Technology Corporation (the "Corporation").

**ARTICLE 2. DURATION**

- 2.1. The Corporation shall exist in perpetuity.

**ARTICLE 3. PURPOSES AND POWERS**

- 3.1. The Corporation was formed to accept a donation of real property from the United States Department of Energy ("DOE"). The DOE wished to donate its property in Mesa County, Colorado to the City of Grand Junction or to Mesa County, Colorado. The DOE had, for decades, operated various atomic and nuclear energy, uranium exploration and development, environmental remediation and restoration, and related programs on the property, resulting in contamination of the property and improvements by various hazardous substances. Accordingly, the City and County were unwilling to accept legal title and the related legal burdens under local, state, and federal environmental laws. The City and the County therefore agreed to form this non-profit corporation to accept the DOE's donation. The Corporation was also charged with developing and implementing plans to maintain and improve the site and to utilize fully the resources of the site, both intellectual and physical, for the benefit of the community, with an emphasis on economic development and job

retention and creation. The DOE transferred the property to the Corporation on September 19, 2001.

- 3.2. The Corporation shall continue to operate for these and related charitable, scientific and educational purposes, but no substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.
- 3.3. The Corporation shall have all the powers permitted to corporations under the laws of Colorado consistent with a corporation to be organized and operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) or Section 170(c)(2) of the Internal Revenue Code of 1986 or any superseding section or sections thereof.
- 3.4. The Corporation is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends. No part of its net earnings shall inure to the benefit of any member, director, officer or individual. No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code §501(c)(3).
- 3.5. The services, activities and opportunities of the Corporation shall be available to all persons regardless of race, color, creed, national origin, sex or handicap.

#### **ARTICLE 4. MEMBERS**

- 4.1. The Corporation will not have voting members. Voting power for all purposes will rest with the Corporation's Board of Directors.

#### **ARTICLE 5. DIRECTORS**

- 5.1. The corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the Corporation, and the manner in which they are selected, shall be fixed by the bylaws.

#### **ARTICLE 6. DISSOLUTION**

- 6.1. By the vote of the Board of Directors, and with the approval of both the City Council and the BOCC, the Corporation may be dissolved.
- 6.2. The real and personal property of the Corporation is and shall be irrevocably dedicated to exempt purposes set forth in Article 3. Upon dissolution, other than incident to a merger or consolidation with another non-profit and tax-exempt organization, and after payment or provision has been made for the Corporation's liabilities, the assets of the Corporation shall be dedicated to a governmental entity or any other nonprofit, tax exempt organization which is organized exclusively for purposes which qualify for exemption under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 or any superseding section or sections thereof. The Corporation's Board of Directors shall make a written proposal regarding disposition of the Corporation's assets to one or more qualified recipients. The City Council and the BOCC shall jointly decide to which organization(s) the distribution shall be made.

#### **ARTICLE 7.     LIMITATION OF LIABILITY FOR DIRECTORS**

- 7.1. A director of this Corporation shall not be personally liable to the Corporation or its members, if any, for monetary damages for breach of fiduciary duty as a director. This provision shall not eliminate or limit the liability of a director to the Corporation or any members for monetary damages otherwise existing for (i) any breach of the director's duty of loyalty to the Corporation or its members; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) acts specified in section 7-128-403 or section 7-128-501(2) of the Colorado Revised Nonprofit Corporation Act; or (iv) any transaction from which the director directly or indirectly derived any improper personal benefit. If the Colorado Revised Nonprofit Corporation Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination or limitation of liability provided by this Article, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation under this Article as in effect immediately prior to such repeal or modification with respect to any liability that would have accrued, but for this Article, prior to such repeal or modification.

#### **ARTICLE 8.     INDEMNIFICATION**

- 8.1. The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorneys' fees) incurred by reason of the fact that such person is or was a director or officer of the Corporation, or, while serving as a director or officer of the Corporation, he is or

was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign organization or entity or of an employee benefit plan. The Corporation shall also indemnify any person, and that person's estate and personal representative, if the person is serving or has served the Corporation as director, officer, employee, fiduciary, or agent, to the extent and in the manner provided in any bylaw, resolution of the directors, contract, or otherwise, so long as such provision is legally permissible.

## **ARTICLE 9. AMENDMENT**

9.1. The Board of Directors shall have the power to amend these Restated Articles or the Corporation's Bylaws, provided that:

- (a) The action is proposed at an annual, regular or special meeting of the Board;
- (b) The Board adopts the proposed amendment(s) by the affirmative vote of a majority of the board at a subsequent annual, regular or special meeting;
- (c) The amendment is approved by both the City Council and the BOCC before the amendment takes effect or is filed with the Colorado Secretary of State.

## **ARTICLE 10. DEFINITIONS AND TERMINOLOGY**

10.1. References in these Restated Articles to the "Code" are to the Internal Revenue Code of 1986, as amended. Any reference to specific sections of the Code shall include sections of like or similar import which replace the specific sections as a result of changes to the Code made after the date of this Agreement, and shall include applicable Treasury Regulations and other guidance from the Internal Revenue Service.


10.2. References to any title, article, or section of the Colorado Revised Statutes shall be deemed to be references to any superseding article or provisions of the Colorado Revised Statutes.

10.3. Where the context requires, (a) the masculine gender shall be deemed to include the feminine and the neuter and vice versa, and (b) the singular shall be deemed to include the plural, and vice versa. Headings are inserted only as a matter of

convenience and reference, and in no way define or describe the scope of any provision.


CERTIFICATIONS

The undersigned Secretary of Riverview Technology Corporation certifies that the foregoing Restated Bylaws were adopted by the affirmative vote of at least a majority of the directors present and entitled to vote at a meeting held on November 6, 2013.

  
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Steven Hovland, Secretary

The undersigned City Clerk of the City of Grand Junction certifies that the foregoing Restated Bylaws were approved by the City Council of the City of Grand Junction, Colorado, on May 7, 2013.



  
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Stephanie Tuin, Grand Junction City Clerk

The undersigned Chairman of the Board of County Commissioners of Mesa County, Colorado, certifies that the foregoing Restated Bylaws were approved by the Board of County Commissioners of Mesa County, Colorado, on December 16, 2013.

  
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John Justman, Chairman