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Corporations Section
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SECRETARY OF STATE
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RESTATED ARTICLES OF INCORPORATION WITH
AMENDMENTS FOR A COLORADO NONPROFIT CORPORATION

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, the undersigned nonprofit corporation adopts the following amended and restated Articles of Incorporation. These articles correctly set forth the provisions of the Articles of Incorporation, as amended, and supersede the original Articles of Incorporation and all amendments thereto.

FIRST: The name of the nonprofit corporation is NORTH JEFFCO SWIM TEAM

SECOND: The following amended and restated Articles of Incorporation were adopted on
March 31, 1998, in the manner marked with an "X" below:

XX A quorum of members was present at such meeting, and the amended and restated Articles of Incorporation received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.

Such amended and restated Articles of Incorporation were adopted by a consent in writing signed by all members entitled to vote with respect thereto.

There are no members, or no members entitled to vote thereon, such amended and restated Articles of Incorporation received a vote of a majority of the directors in office.

ARTICLE I: The name of the nonprofit corporation as amended is NORTH JEFFCO SWIM TEAM

ATTACH A COPY OF YOUR AMENDED AND RESTATED ARTICLES OF INCORPORATION

NORTH JEFFCO SWIM TEAM

Name of Corporation

Signature [Signature]

Its _____ President

COMPUTER UPDATE COMPLETE

CRW

Signature [Signature]

Its _____ Secretary

Revised 7/95

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NORTH JEFFCO SWIM TEAM**

The board of directors of the North Jeffco Swim Team, hereby restates its Articles of Incorporation pursuant to the Colorado Nonprofit Corporation Act, and adopts the following amended and restated articles of incorporation:

ARTICLE ONE

Name

The name of the nonprofit corporation is: NORTH JEFFCO SWIM TEAM.

ARTICLE TWO

Existence

The corporation shall have perpetual existence.

ARTICLE THREE

Corporate Purposes

3.1 Said corporation is organized as a competitive, amateur swimming team for youth, organized exclusively for public, charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the U.S. Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

3.2 In furtherance of the foregoing purposes, the corporation shall have and may exercise all lawful rights, powers and privileges now or hereafter conferred upon nonprofit corporations organized under the laws of the United States or State of Colorado. In addition, it may do everything necessary, suitable or proper to accomplish any of its corporate purposes.

3.3 In furtherance thereof, the corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the board of directors may from time to time determine, either directly or through contributions to or from any charitable organization or organizations, exclusively for charitable and educational purposes, together with the power to solicit grants, memberships and contributions for such purposes.

ARTICLE FOUR

Members

4.1 The corporation shall have members, without any other rights except as set forth

in the Bylaws as the board of directors may from time to time determine in its sole and absolute discretion.

4.2 Cumulative voting shall not be permitted.

ARTICLE FIVE

Directors

5.1 The board of directors of the corporation shall be nine in number, and the names and addresses of the persons who shall serve as directors until their successors are selected and shall qualify as provided in the Bylaws are:

<u>Name</u>	<u>Mailing Address</u>
Richard Waterman	8488 Urban Ct. Arvada, CO 80005
Debbie Benefield	8370 Yarrow St Arvada, CO 80005
Susan Blinn	13744 W. 64th Pl. Arvada, CO 80004
Gregory Corey	7375 Lupine St Arvada, CO 80007
Colleen Keeling	9810 Kline St Westminster, CO 80021
Jeff McLaughlin	9979 W. 84th Pl. Arvada, CO 80005
David Meagher	1156 Preserve Cir. Golden, CO 80401
Walter Young	11794 Applewood Knolls Dr. Lakewood, CO 80215
Glenn Zeller	7853 Quaker St Golden, CO 80403

5.2 The number, term and succession of the directors and officers shall be as prescribed by the Bylaws.

ARTICLE SIX

Registered Office and Agent; Consent of Registered Agent

The principal office for transaction of business of the corporation shall be located at: 5611 Kendall Ct., Arvada, CO 80002 in the State of Colorado. The address of the registered office of the corporation is: 5611 Kendall Ct., Arvada, CO 80002. The name of its registered agent at such address is: Susan Hansen.

The undersigned consents to appointment as registered agent for the North Jeffco Swim

Team:



Susan Hansen,
Registered Agent

ARTICLE SEVEN

Regulation of Corporate Operations

The following provisions are inserted for the management and conduct of the affairs of the corporation, and are in furtherance of and not in limitation of the powers conferred by law:

7.1 No part of any net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, 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 Three hereof. No part of the activities of the corporation or assets thereof shall be devoted to carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to 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 U.S. Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the U.S. Internal Revenue Code, or corresponding section of any future federal tax code.

7.2 As an amateur competitive swimming team for youth, the corporation is not intended to be a private foundation, and is intended to be and shall take all necessary or prudent actions to maintain itself as a public charity, all as set forth in sections 509(a)(1) and 507 of the U.S. Internal Revenue Code, or corresponding sections of any future federal tax code. Accordingly, the operations of the corporation shall be subject to the following restrictions:

(a) The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to any tax on undistributed income imposed by section 4942 of the U.S. Internal Revenue Code, or corresponding section of any future federal tax code.

(b) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the U.S. Internal Revenue Code, or corresponding section of any future federal tax code, including for purposes of illustration only, sales and loan transactions with corporation members or contributors, or their officers, managers or agents, or entities affiliated with such members or contributors.

(c) The corporation shall not retain any excess business holdings as set forth in section 4943(c) of the U.S. Internal Revenue Code, or corresponding section of any future federal tax code.

(d) The corporation shall not make any investments in such manner that jeopardize or are contrary to charitable or exempt purposes, or subject it to tax under section 4944 of the U.S. Internal Revenue Code, or corresponding section of any future federal tax code.

(e) The corporation shall not make any taxable expenditures that jeopardize or are contrary to charitable or exempt purposes, as defined in section 4945(d) of the U.S. Internal Revenue Code, or corresponding section of any future federal tax code, including for purposes of illustration only, grants of money for carrying on propaganda or influencing legislation.

7.3 No section, paragraph or provision of the corporation's articles of incorporation or bylaws may be altered, changed or amended so as to impair, jeopardize or be contrary to tax-exempt or charitable purposes or allow income, assets or monies to be used for nonexempt purposes, and the corporation shall take all necessary or prudent actions to conform to the requirements for tax-exempt organizations or public charities as set forth in the U.S. Internal Revenue Code of 1986, or any future federal tax code.

ARTICLE EIGHT

Liability of Directors and Officers

No director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the corporation for monetary damages shall be eliminated or limited on account of any of the following: (a) Any breach of the director's duty of loyalty to the corporation or its members; (b) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; (c) the director's assent to or participation in a loan by the corporation to any director or officer of the corporation; (d) any transaction in which the director received improper personal benefit. Nothing herein will be construed to deprive any director of the right to all defense ordinarily available to a director nor will anything herein be construed to deprive any director of any right for contribution from any other director or other person.

To the fullest extent permitted by the Colorado Nonprofit Corporation Act, as the same exists or may hereafter be amended, a director, trustee or officer of this corporation shall not be liable to the corporation or to its members for monetary damages for breach of fiduciary duty as a director, officer or both. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE NINE

Regulation of Internal Affairs

9.1 In the event of dissolution or final liquidation of the corporation, all assets of the corporation shall, after paying or making provision for payment of all liabilities and obligations

of the corporation and for necessary expenses thereof, as the board of directors shall determine, be dedicated and distributed without charge for one or more exempt purposes within the meaning of section 501(c)(3) of the U.S. Internal Revenue Code, or corresponding section of any future federal tax code, to that organized nonprofit community swimming team for youth within metropolitan Denver, Colorado qualified at the time as exempt within the meaning of section 501(c)(3), or if none shall exist, for a public purpose to the federal government or to the State of Colorado or a county or local governmental agency within Colorado. Any such assets not so disposed of shall be disposed of by the Jefferson County District Court, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for those purposes set forth herein.

9.2 Amended Bylaws shall be concurrently adopted by the board of directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the board of directors. The bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with law or these articles of incorporation.

9.3 The corporation shall not authorize or issue stock or pay dividends of any kind. The corporation shall not directly or indirectly make or extend loans of any kind to any member, director, trustee or officer of the corporation.

ARTICLE TEN

Nondiscriminatory Policy

In furtherance of the corporation's charitable and educational purposes, the aquatic and educational programs, benefits, facilities, products and services of the corporation shall be available to all persons regardless of race, color, national origin, sex, age or handicap, and in its activities the corporation shall not discriminate against any person on these grounds.

ATTEST to these amended and restated Articles of Incorporation:

April 21, 1998.


Secretary