

ATTACHMENT

TO

ARTICLES OF INCORPORATION OF

PATHFINDERS

The undersigned person, acting as the incorporator of a corporation pursuant to the Colorado Revised Non-Profit Corporation Act and being 21 years of age or older, hereby signs and acknowledges the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of the corporation is: **PATHFINDERS**

ARTICLE II

Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Principal Place of Business

The principal place of business of the Corporation in Colorado is 100 Little Elk Creek, Snowmass, Colorado 81654.

ARTICLE IV

Purposes, Objectives, Powers and Limitations

1. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation shall be operated exclusively as a non-profit tax-exempt organization dedicated to (a) educational and assistance programs for cancer patients and for their families and (b) educational and assistance programs for individuals preparing for the end-of-life.

2. In furtherance of the foregoing purposes and objectives and subject to the restrictions set forth in Section 3 of this Article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon non-profit corporations organized under the Colorado Revised Non-Profit Corporation Act.

3. In addition to any other restrictions provided by Colorado law or by the Internal Revenue Code applicable to non-profit and tax-exempt corporations, the following provisions shall in all events apply:

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, trustee or officer of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its charitable purposes) and no member, director, trustee or officer of the corporation, or any other private individual, shall be entitled to share in any distribution of any of the corporation's assets on dissolution of the corporation or otherwise;

(b) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office;

(c) No part of the assets of the corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation;

(d) The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is qualified as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations, as the same now exist or may hereafter be amended;

(e) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Internal Revenue Code of 1954 and its regulations; shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1954 and its regulations; shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1954 and its regulations; shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1954 and its regulations; and shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1954 and its regulations, all as said Internal Revenue Code and the regulations thereunder now exist or may hereafter be amended.

(f) Upon dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over and distributed only for the purposes set forth in Article IV to one or more organizations qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations. The organizations to receive such assets and property shall be designated by the Board of Directors.

ARTICLE V
Registered Office and Agent

The address of the initial registered office of the corporation is 100 Little Elk Creek, Snowmass, Colorado 81654. The name of its initial registered agent at such address is Tina Staley.

ARTICLE VI
Members and Capital Stock

The corporation shall have no members with voting and other rights and powers under the provisions of the Colorado Revised Non-Profit Corporation Act. The Board of Directors may establish honorary non-voting classes of "members" for fundraising purposes as it deems appropriate from time to time. The corporation shall have no capital stock.

ARTICLE VII
Board of Directors

The management of the affairs of the corporation shall be vested in a Board of Directors, except as otherwise provided in the Colorado Revised Non-Profit Corporation Act, these articles of incorporation, or the bylaws of the corporation. The Board of Directors shall consist of not less than three (3) nor more than thirty (30) directors, the number of directors, their classification, if any, their terms of office, and the manner of their election or appointment to be determined according to the Bylaws of the corporation from time to time in force.

The number of Directors constituting the initial Board of Directors is three (3). The names and addresses of the persons who shall serve as the initial Board of Directors are as follows:

Tina Staley
100 Little Elk Creek
Snowmass, CO 81654

Kristin MacDermott
153 W. Lupine
Aspen, CO 81611

Archer Bishop
1400 Owl Creek Ranch Road
Aspen, CO 81611

The number of Incorporators shall be one, and the name and address of the person who shall serve as the incorporator is as follows:

Timothy McFlynn
1280 Ute Avenue, Suite 10
Aspen CO 81611

ARTICLE VIII
Indemnity and Insurance

To the fullest extended permitted by Section 7-128-402 C.R.S. and Section 7-129-102 and any other applicable provision of the Colorado Revised Non-Profit Corporation Act, as amended from time to time, the corporation shall indemnify any director or former director of the corporation against any claim by the corporation or by a third party for any monetary damages for breach of fiduciary or other duty as a director. Such limit of personal liability shall not extend to a director for monetary damages for any breach of the director's duty of loyalty to the corporation; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; acts specified in Sections 7-128-403 or 7-128-501(2), C.R.S.; or any transaction from which the director derived an improper personal benefit. The corporation shall maintain such officers' and director's liability insurance as may from time to time be required in the Bylaws of the corporation or by resolution of its Board of Directors.

ARTICLE IX
Distribution of Assets

In the event of dissolution, the assets of the corporation shall be distributed as follows:

(a) All liabilities and obligations of the corporation shall be paid and discharged, or adequate provisions shall be made therefor;

(b) Assets received and held by the corporation, subject to limitations permitting their use only for specified purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities similar to those of the corporation, pursuant to a plan of distribution adopted as provided in Section 77-26-104, CRS.

(c) Remaining assets, if any, shall be distributed to another non-profit organization with charitable goals similar to PATHFINDERS which organization is tax-exempt under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned incorporator of the corporation as designated in Article VII has executed these Articles of Incorporation this 7th day of September, 2004.

INCORPORATOR:

By: 
Timothy McFlynn