

**ATTACHMENT TO  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF THE  
COLORADO WOMEN'S BAR ASSOCIATION**  
*(a Colorado Nonprofit Corporation)*

***Approved May 21, 2021***

**ARTICLE I**  
Purposes and Restrictions

A. The corporation is organized exclusively as a business association within the meaning of § 501(c)(6) of the Internal Revenue Code of 1986 as amended, or the corresponding section of any future federal tax code ("Code"). The corporation may carry on any other lawful activity consistent with the provisions of these Articles, its Bylaws, and the Colorado Revised Nonprofit Corporation Act ("Act").

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its officers, directors, or other private persons, and no officer or director of the corporation, or any other private individual, shall be entitled to share in any distribution of any corporate assets on dissolution of the corporation or otherwise, 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 these Articles. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under § 501(c)(6) of the Code.

C. Upon dissolution of the corporation, its remaining assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(6) or § 501(c)(3) of the Code. 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.

**ARTICLE II**  
Elimination of Certain Liabilities of Directors

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; (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; or (d) any transaction in which the director received improper personal benefit. 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 III**  
Voting Members

The affairs and management of the corporation shall be under the control of the Board of Directors as set forth in the Bylaws. The corporation shall have voting members ("Voting Members") as set forth in the corporation's Bylaws. The corporation shall have no capital stock.

**ARTICLE IV**  
Bylaws

Bylaws of the nonprofit corporation may be adopted, amended or repealed as set forth in the Bylaws.

**ARTICLE V**  
Amendment to Articles of Incorporation

These Articles may be altered, amended, or repealed, in whole or in part, and new Articles may be adopted by the Voting Members; provided, however, that these Articles may only be amended or altered in a manner which would not disqualify the corporation under § 501(c)(6) of the Code.

*Approved by the membership during the 2021 Annual Meeting on May 21, 2021.*