

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE BOULDER MEETING OF THE RELIGIOUS SOCIETY OF
FRIENDS
(A Colorado Nonprofit Corporation)**

Upon unanimous approval of the members, the following Amended and Restated Articles of Incorporation are adopted.

ARTICLE I

Name

The name of the Corporation shall be the Boulder Meeting of the Religious Society of Friends, sometimes referred to as "Boulder Meeting."

ARTICLE II

Duration

The period of the Corporation's duration shall be perpetual.

ARTICLE III

Principal Office

The principal office for the transaction of business of the Corporation shall be 1825 Upland Avenue, Boulder, Colorado, 80304.

ARTICLE IV

Registered Agent

The registered agent for the Corporation shall be John S. Huyler, Jr., who may be found at 1825 Upland Avenue, Boulder, Colorado.

ARTICLE V

Membership

The Corporation shall have members, whose rights and duties shall be set forth in the Corporation's Bylaws, as they may be amended from time to time in accordance with Colorado law.

ARTICLE VI
Objects and Purposes

The Corporation is organized as a public charity as defined in Section 501(c)(3) of the Internal Revenue Code (or any successor provision), and shall be operated exclusively for public, charitable, or educational purposes. In furtherance of such purposes, it may promote, establish, conduct, and maintain activities on its own behalf or it may contribute to or otherwise assist other corporations, organizations, and institutions carrying on such activities. More particularly, and in furtherance of its public charity purposes, the Corporation shall exist to further and enhance the religious education and spiritual development of its members and of other interested persons.

ARTICLE VII
Powers and Limitations

In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado.

Notwithstanding any other provision of these Articles of Incorporation, the powers of the Corporation are restricted as follows:

- (a) No part of the net earnings or other assets of the Corporation shall inure to the benefit of the members, officers or any private individual, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.
- (b) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (1) by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code or (2) by an organization the contributions to which are deductible under Section 170 of the Internal Revenue Code.
- (c) No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that in the opinion of the members may cause the Corporation to lose its federal income tax exemption.
- (d) No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VIII
Private Foundation Status

Notwithstanding any other provision of these Articles, if at any time or times the Corporation is a private foundation within the meaning of Section 509(c)(3) of the Internal Revenue Code, as amended, then during such time or times:

- (a) 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 Code;
- (b) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;
- (c) The Corporation shall not retain any excess business holdings, as defined in Section 4943 of the Code;
- (d) The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and
- (e) The Corporation shall not make any taxable expenditures as defined in Section 4045(d) of the Code.

ARTICLE IX
Corporate Powers and Management

The corporate powers and management of the Corporation shall be vested in and exercised exclusively by the membership, as set forth in the Bylaws as they may be amended from time to time in accordance with Colorado law.

ARTICLE X
Officers

The Corporation shall have such officers as may from time to time be prescribed by the Bylaws. Their term of office and the manner of their designation or selection shall be determined according to the Bylaws then in effect.

ARTICLE XI
Non-Discrimination Policy

The Corporation shall make its services, facilities, and programs available to all persons regardless of race, color, creed, national origin, sex, or handicap, and the Corporation shall not in any way discriminate against any person on the basis of race, color, creed, national origin, sex, or handicap.

ARTICLE XII
Indemnification

The Corporation may indemnify its members, officers, employees, and agents.

ARTICLE XIII
Dissolution

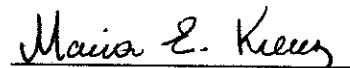
Upon any liquidation, dissolution, or winding up of the Corporation, the officers shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to or for the benefit of such organization or organizations as shall at the time qualify under Section 501(c)(3) of the Internal Revenue Code, as the member shall direct. Any of such assets not so disposed of shall be disposed of by the District Court for Boulder County, Colorado, exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such Court shall determine.

ARTICLE XIV
Amendment to Articles

The members may make, alter and amend these Articles of Incorporation and the Bylaws of the Corporation as provided in the Bylaws then in existence. A proposed amendment may be conditioned on any basis.

CERTIFICATE OF AMENDMENT

I hereby certify that the members of the Corporation duly adopted these Amended and Restated Articles of Incorporation on April 8, 2007.



Maria E. Krenz, Secretary