

**FINAL VERSION SUBMITTED TO THE MEMBERSHIP FOR APPROVAL ON
SEPTEMBER 15, 2020**

AMENDED ARTICLES OF INCORPORATION
UTILITY NOTIFICATION CENTER OF COLORADO, INC.
A NOT FOR PROFIT COLORADO CORPORATION
(aka Colorado 811 and CO 811)

The undersigned, being the Chair and Secretary of the corporation, pursuant to the Colorado Nonprofit Corporation Act, sign and acknowledge the following as the Amended Articles of Incorporation for the corporation. The previous Articles and Amendments to the Articles are hereby amended such that the following constitute the total, current and effective Articles of Incorporation.

FIRST: The name of the corporation is Utility Notification Center of Colorado, Inc., aka Utility Notification Center of Colorado, UNCC, CO811 and Colorado 811.

SECOND: The period of duration is perpetual.

THIRD: The purposes for which the corporation is organized are as follows:

- a) To be the "Notification Association" or "Association" which is the statewide notification association of owners and operators of underground utility facilities as such is defined in Section 9-1.5-102, *et. seq.* of the Colorado Revised Statutes (also referred to as "Notification Law"). The corporation elects to perform the duties and obligations and to otherwise comply with the provisions of the Notification Law as it is amended from time to time.
- b) To have all powers, rights and responsibilities as the designated Colorado Notification Association as such are provided for in Sections 9-1.5-101 through 108, Colorado Revised Statutes (also referred to the "Notification Law") and as such may be provided for in other State or Federal enactments from time to time.
- c) To provide an organization and a means by which persons desiring to excavate within the State of Colorado, including the general public, can receive information with respect to underground facilities within the areas in which they have an interest; and
- d) To receive notification of damages to underground facilities or planned excavation activities in specified areas and disseminating such notifications of damage or planned excavation to operators and owners of underground facilities who are members of the Corporation; and

- e) To enter into contracts with third parties to provide services to carry out the purposes of the corporation, and to acquire, own, buy and sell real and personal property in connection therewith; and
- f) To exercise all the powers given to nonprofit corporations under the Colorado Nonprofit Corporation Code or Act, whether related to or independent of the above and foregoing purposes; and
- g) To exercise all the powers and rights of a nonprofit corporation under the Internal Revenue Code of the United States of America.

FOURTH: The address of the registered office of the corporation in Colorado is 16361 Table Mountain Parkway, Golden, CO 80403. The name of the registered agent of the corporation is J.D. Maniscalco. The address of the principal office is the same as its registered agent.

FIFTH: The corporation members shall consist of owners and operators of underground utility facilities as such are defined in the Notification Law, as it is amended from time to time. Other persons or entities may become members of the corporation upon approval of the Board of Directors of the corporation, as provided in the Bylaws or Resolutions of the corporation as enacted from time to time.

SIXTH: The Board of Directors shall consist of not more than fifteen (15) voting directors. In addition there may be no more than five (5) advisory, non-voting directors on the Board. Election of directors who are representative of the various categories of owners and operators of underground facilities shall be as provided in the Bylaws of the corporation, to the extent consistent with the Articles of Incorporation of the corporation, as amended.

SEVENTH: Effective January 1, 2021, the corporation shall no longer have Tier One and Tier Two classes of membership and owners and operators of underground utility facilities shall be of one class and are designated as "Owner/Operator Members".

EIGHTH: The Board of Directors may create or designate others classes of membership from time to time.

NINTH: With respect to any election of directors based upon the status of being an owner and operator of underground facilities, an eligible Owner/Operator Member may vote only in the election of a director for the category to which such member has been assigned in accordance with the Bylaws and any Resolution of the corporation. In the event an Owner/Operator Member of the corporation is entitled to appoint a director and in the event that such member does appoint a director, such member may neither nominate persons to be a category director

nor be eligible to vote for category directors for as long as it has an appointed director on the Board.

TENTH: Eligible Owner/Operator Members may vote on every issue requiring a vote of the members of the corporation. Each Owner/Operator Member that has paid all of the fees, charges, dues and assessments due from it to the corporation, as determined by the Bylaws and Resolutions of the corporation, as of 60 days prior to the date set for any meeting at which Owner/Operator Members may vote, is eligible to vote at such meeting. On each matter or issue requiring a vote of an Owner/Operator Member each member eligible to vote shall be entitled to one vote for each One Thousand Dollars (\$1,000.00), or any portion thereof, paid in fees, charges, dues and assessments by it to the corporation in the twelve (12) month period ending on the day 60 days prior to the date set for any meeting at which the Owner/Operator Members may vote.

ELEVENTH: The Corporation is organized primarily as an association of businesses pursuant to Section 501 (c) (4) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

TWELFTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 its purposes. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(4) of the Internal Revenue Code, or corresponding section of any future tax code.

THIRTEENTH: No director or officer of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director in accordance with the maximum protections afforded directors and officers of a nonprofit corporation pursuant to Colorado Revised Statutes, as such may be amended from time to time. The Board of Directors may adopt provisions related to the liability of officers or directors from time to time as such are consistent with this article.

FOURTEENTH: There shall be a delayed effective date of January 1, 2021.

In witness whereof, Utility Notification Center of Colorado, Inc. has caused these amendments to Articles of Incorporation to be signed by its Chair and attested to by its Secretary on this 15th day of September, 2020. The Chair and Secretary acknowledge that these Articles of Amendment are the act and deed of Utility Notification Center of Colorado, Inc., and state under the penalty of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of the Chair's and Secretary's knowledge, information and belief.

UTILITY NOTIFICATION CENTER OF COLORADO, INC.

By: _____
Toni Lynn Pascal, Chair

ATTEST:

Tony Cocozzella, Secretary

State of Colorado)
County of Jefferson) ss.

The forgoing Articles of Amendment were signed before me this 15th day of September, 2020 by Toni Lynn Pascal, Chair of the corporation and Tony Cocozzella, Secretary of the corporation, who, under oath, stated that the matters and facts set forth therein are true in all material respects to the best of their knowledge and belief.

My commission expires: _____

Notary Public