

**Articles of Incorporation
of the
National Park Travelers Club**

Incorporated April 7, 2008
Restated May 12, 2009

The Executive Committee of the Club, natural persons of the age of eighteen years or more, desire to amend by re-stating its Articles of Incorporation, remaining a non-profit corporation under the laws of the State of Colorado and do sign and verify these Articles of Incorporation:

**ARTICLE ONE
NAME**

The name of the Corporation shall be the “**National Park Travelers Club, Inc.**,” (referred to herein as “the Corporation”) a non-profit corporation.

**ARTICLE TWO
PERIOD OF DURATION**

The Corporation shall exist in perpetuity unless dissolved according to law.

**ARTICLE THREE
PURPOSE**

The Corporation is organized to provide networking and recognition opportunities for visitors to America’s National Park System and collectors of Passport to Your National Parks cancellation stamps. This Club shall further act to support and expand appreciation of the U.S. National Park System while recognizing that the corporation is not affiliated with the National Park Service or Eastern National, Inc. The Corporation may transact all lawful business for which Corporations may be incorporated pursuant to the Colorado Revised Nonprofit Corporation Act, as it may be amended from time to time.

**ARTICLE FOUR
USE OF EARNINGS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of 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 by a corporation exempt from federal income tax under section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE FIVE
NOT-FOR-PROFIT**

The Corporation shall have no capital stock and operations shall not be conducted for pecuniary profit. No distribution of the property of the Corporation among members of the Corporation shall be made. All of the property of the Corporation shall be devoted to the purposes specified.

ARTICLE SIX DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed to the “National Park Foundation,” or if the National Park Foundation is unwilling or unable to accept this distribution, to some other organization whose purpose is the enhancement of the National Park System, or one or more areas that comprise the National Park System, and is organized for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE SEVEN POWERS

The Corporation shall have and may exercise all powers necessary or convenient to affect its purpose. Without limiting the general powers granted to the Corporation by Colorado law, the Corporation shall have the following specific powers:

- a. To provide networking and recognition opportunities for visitors to America’s National Park System. This Club shall further act to support and expand appreciation of the U.S. National Park System;
- b. To invest and reinvest the principal and income of the Corporation in such property, real, personal, or mixed, and in such manner as they shall deem proper, and from time to time to change investments as they shall deem advisable; to invest in or retain any stocks, shares, bonds, notes, obligations, or personal or real property (including without limitation any interests in or obligations of any corporation, association, business trust, investment trust, common trust funds, or investment company) although some or all of the property so acquired or retained is of a kind or size which but for this express authority would not be considered proper and although all of the trust funds are invested in the securities of one company. No principal or income, however, shall be loaned, directly or indirectly, to any director, member or to anyone else, corporate or otherwise, who has at any time made a contribution to this Corporation, nor to anyone except on the basis of an adequate interest charge and with adequate security;
- c. To execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory notes, releases, and other instruments, sealed or unsealed, incident to any transaction in which they engage;
- d. To employ a bank or trust company as custodian of any funds or securities and to delegate to it such powers as they deem appropriate; to hold trust property without indication of fiduciary capacity but only in the name of a registered nominee, provided the trust property is at all times identified as such on the books of the trust; to keep any or all of the trust property or funds in any place or places in the United States of America; to employ clerks, accountants, investment counsel, investment agents, and any special services, and to pay the reasonable compensation and expenses of all such services in addition to the compensation of any directors;
- e. The directors’ powers are exercisable solely in the fiduciary capacity consistent with and in furtherance of the exempt purposes of this Corporation as specified in Article Three and not otherwise.

- f. Pursuant to 7-40-102, Colorado Revised Statutes as it exists and as it may be amended, the Corporation shall have the same powers, rights, and obligations and shall be subject to the same limitations as apply to for-profit corporations.
- g. The Corporation's directors and officers shall have the benefit of the same limitation on personal liability for injury to every person or property arising out of a tort as set forth in 7-40-104, Colorado Revised Statutes, for directors and officers of for-profit corporations.

ARTICLE EIGHT MEMBERS

Any person who has visited any portion of the National Park System of the United States may become a member upon applying for such membership and paying the membership fee as set forth in the bylaws. The qualifications and rights of the members shall be as set forth in the Bylaws. Members shall elect an executive committee.

ARTICLE NINE REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 515 F Avenue, Limon, Colorado, 80828, and the name of the initial registered agent at such address is Craig A. Bailey. Either the registered office or the registered agent may be changed in the manner permitted by law.

ARTICLE TEN INITIAL EXECUTIVE COMMITTEE

The business and affairs of the Corporation shall be managed by an executive committee which shall be elected in accordance with the bylaws of the Corporation. The number of members shall be fixed in accordance with the bylaws. However, the number of directors shall not be less than four.

The initial executive committee shall consist of the following members, who shall serve in accordance with the bylaws of the Corporation and until their successors are selected and qualified:

<u>Executive Committee Members:</u>	<u>Address:</u>
Nancy Bandlely – President	9431 Luders Avenue, Garden Gove, CA 92844
John D. Giorgis – Vice President	8216 Roanoke Avenue, Takoma Park, MD 20912
Craig A. Bailey – General Secretary	P.O. Box 203, Limon, CO 80828
Glenn Morton – Treasurer-Membership Director	8235 Redberry Lane, Mechanicsville, VA 23116
Mike Brown – President Emeritus	520 Park Avenue, Laurel Springs, NJ 08021

ARTICLE ELEVEN INCORPORATORS

The names and addresses of the initial incorporators are:

Nancy Bandlely
9431 Luders Avenue
Garden Gove, CA 92844

Craig Bailey
P. O. Box 203
Limon, CO 80828

John Giorgis
8216 Roanoke Avenue
Takoma Park, MD 20912

Glenn Morton
8235 Redberry Lane
Mechanicsville, VA 23116

Mike Brown
520 Park Avenue
Laurel Springs, NJ 08021

**ARTICLE TWELVE
AMENDMENTS**

These Articles of Incorporation may be amended and re-stated by a majority vote of the Executive Committee and must be re-filed with the Colorado Secretary of State.

Amended & Re-Styled BY ORDER OF THE EXECUTIVE COMMITTEE, this ____ day of _____, 2009.

BY: NATIONAL PARK TRAVELERS CLUB, Inc.

Attest: _____
Craig A. Bailey, Secretary