

**ARTICLE OF INCORPORATION OF THE
NATIONAL SOCIETY OF PROFESSIONAL ENGINEERS
COLORADO EDUCATION FOUNDATION**

(A Nonprofit Corporation)

KNOW ALL PERSONS BY THESE PRESENT;

That we, the undersigned, being United States citizens over the age of twenty-one years and residents of Colorado, have this day voluntarily associated ourselves together for the purpose of forming a corporation not for pecuniary profit under the laws of the State of Colorado, and for the purposes hereinafter stated.

ARTICLE I

The name of the Corporation is:

THE NATIONAL SOCIETY OF PROFESSIONAL ENGINEERS COLORADO EDUCATION FOUNDATION - the duration shall be perpetual. The board of trustees shall have the right and power to dissolve the corporation when, in its judgement, such dissolution is necessary and proper.

ARTICLE II

The purpose for which the Corporation is formed is to carry forward the increased role science and engineering plays in and for the betterment of mankind.

In the advancement of the said purpose:

1) To undertake educational programs which cultivate the use of engineering principles.

2) To develop the capabilities of individuals through education for eventual service as engineers to our Nation providing scholarships or fellowships at the undergraduate and graduate level for outstanding students of public, private, and parochial schools and universities throughout the United States who plan on or are enrolled an accredited college or university in the United States and who meet such qualifications as the board of trustees may prescribe and who are selected as

recipients of such scholarships or fellowships by the board of trustees.

3) To aid and assist public, private, and parochial high and preparatory schools, accredited colleges and universities in the United States in promoting in their student bodies an interest in engineering as a field of study.

4) To sponsor educational seminars, conferences, forums and clinics with government and private engineering specialist and executives and engineering administrators and educators on methods and procedures for improving the quality of engineers and the practice of engineering in the United States.

5) To acquire, preserve, and make available for use to interested individuals, institutions, governmental agencies and industrial concerns, books, reports, studies, memoranda, manuscripts, theses, research papers, and educational films which have been prepared as a result of carrying out any of the purposes of the Corporation.

6) To prepare and publish such text materials, pamphlets, books, periodicals, and articles as may be necessary or helpful in the accomplishment of the work to which the Corporation is dedicated; to use and to develop and maintain any and all lawful means or methods of publicity and dissemination of fact or opinion, in furtherance of said work.

7) To receive free-will offerings and gifts by will, trusts, or otherwise; to charge and collect fees, dues, and tuitions from those who may participate in the activities of the Corporation or in the use of its facilities for any purpose consistent with the purpose of the Corporation.

8) To do all things whatsoever necessary or convenient in carrying on the work of the Corporation and the furtherance of the purpose for which the Corporation is formed; said Corporation is organized exclusively for charitable, educational, or scientific purposes, including for such purposes the making of distribution to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III

The location and principal office of the Corporation shall be at such a place in the State of Colorado as the board of trustees shall from time to time determine.

ARTICLE IV

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its trustees, board of trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation to staff, trustees, and officers for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II 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 any candidate for public office.

Notwithstanding any provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation to which contributions are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

The board of trustees may receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or Corporation, to be held, administered, and disposed of in accordance and pursuant to the provisions of this Declaration of Trust; but no such gift, bequest, or devise of any such property shall be received and accepted if it is conditioned or limited in such manner as to require the disposition of the income or its principal to any person or organization other than a "charitable, educational, or scientific organization" or for other than "charitable, educational, or scientific purposes" within the meaning of such terms as defined in Article II of this Declaration of Trust or as shall, in the opinion of this trustees jeopardize the Federal Income Tax exemption of this Trust pursuant to Section 501 (c) (3) of the Internal Revenue Code of 1954 as now in force or afterwards amended.

ARTICLE V

Upon the dissolution of the Corporation by the board of trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue law) as the board of trustees shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VI

As the corporation is not organized for profit, it shall have no capital stock. The conditions of membership in the corporation shall be stated in the By-laws. The private property of the members shall not be subject to the payments of the debts of the corporation.

ARTICLE VII

The final number of Trustees, the terms of their office, and their qualifications are not set forth herein. The same shall be set forth in the By-laws.

ARTICLE VIII

The Registered or Statutory Agent for this Corporation is:

James L. Higerd, 2755 South Locust Street #214, Denver, Colorado 80222, who has been a bona fide resident of the State of Colorado for three or more years.

ARTICLE IX

The names and place of residence of each of the incorporators and who will serve as initial trustees (board of trustees) of the corporation shall be as follows:

David Krenek, P.E.

7515 Conifer Dr
Colorado Springs, Colorado 80920

Dan Henderson, P.E.

125 Ironweed Dr
Pueblo, Colorado 81001

Steve Bagley, P.E.

1381 Ridge Ct.
Eaton, Colorado 80615

Bill Hyatt, P.E.

8477 E Hinsdale Dr
Centennial, Colorado 80112

Dennis Whitney, P.E.

12938 West Virginia Avenue
Lakewood, Colorado 80228

IN WITNESS WHEREOF, the party hereto has hereunder set his/her hand and seal this 13th day of February, 2013.