

**ARTICLES OF INCORPORATION
FOR
ALL-HAZARDS INCIDENT MANAGEMENT TEAMS ASSOCIATION, INC.
(A NONPROFIT CORPORATION)**

The undersigned incorporator hereby executes and acknowledges, for delivery in duplicate to the Colorado Secretary of State, these Articles of Incorporation for the purpose of forming a nonprofit corporation under the Colorado Revised Nonprofit Corporation Act.

**ARTICLE ONE
CORPORATE NAME**

The name of this corporation is All-Hazards Incident Management Teams Association, Inc. (the "Association").

**ARTICLE TWO
NOT FOR PROFIT**

The Association is a not-for-profit corporation as defined in the Colorado Revised Nonprofit Corporation Act. The Association is not formed for pecuniary profit. No part of the income or assets of the Association is distributable to or for the benefit of its members, directors or officers, except to the extent permissible under law. No part of the net earnings of the corporation shall inure to the benefit of any private member or individual. No member of the Association shall have any vested right, interest or privilege in or to the assets, income or property of the Association.

**ARTICLE THREE
DURATION**

The period of duration of this Association shall be perpetual.

**ARTICLE FOUR
PURPOSES**

The Association is organized, and shall be operated exclusively, for the purpose of promoting, supporting, improving and enhancing the profession of emergency management based on the incident management team approach by providing educational opportunities, setting standards, establishing and maintaining a certification program, and promoting the cooperation of federal, state, local and tribal entities as well as non-governmental agencies in all phases of emergency management.

**ARTICLE FIVE
POWERS**

Solely for the purposes set forth in Article Four, the Association shall have the following powers:

A. To publicize and promote the purposes of the Association.

B. To exercise all rights and powers conferred by the laws of Colorado upon nonprofit corporations, including but not limited to the following: to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

C. To engage in and transact any other lawful activity, solely in furtherance of the purposes set forth in Article Four, for which nonprofit corporations may be incorporated under the Colorado Revised Nonprofit Corporation Act, as amended.

D. To do such other things as are incidental to the powers of the Association or necessary or desirable in order to accomplish the purposes of the Association.

**ARTICLE SIX
LIMITATION**

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, directors or officers, but the Association 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 Four ("Purposes") above.

**ARTICLE SEVEN
TAX EXEMPT**

It is intended that the Association shall have the status of a corporation that is exempt from federal income taxation under § 501(a) of the Internal Revenue Code of 1986 (the "Code") and an organization described in § 501(c)(6) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Association shall be limited accordingly. All references in these articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

**ARTICLE EIGHT
DISSOLUTION**

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all assets of the Association exclusively for the authorized purpose of the Association as the Board of Directors shall determine, and any of such assets not so distributed shall be distributed exclusively for such purpose by the District Court of the county in which the principal office of the Association is located. None of such assets shall be diverted to any other purpose.

**ARTICLE NINE
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Association is 23455 Curren Drive, Golden, Colorado 80401 and the name of its initial registered agent at that address is William A. Easterling.

**ARTICLE TEN
INITIAL BOARD OF DIRECTORS**

The management of the Association shall be vested in a Board of Directors. The number of directors constituting the initial Board of Directors is three. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The voting members shall elect the directors at an annual meeting of voting members. The Bylaws may provide for ex officio and honorary directors, and their rights and privileges. The name and address of each initial director of the Association are as follows:

Name	Address
James T. McSherry	c/o Jefferson County Sheriff's Department 800 Jefferson County Parkway, Golden, CO 80401
Michael Rubenstein	c/o Jefferson County Sheriff's Department 800 Jefferson County Parkway, Golden, CO 80401
William A. Easterling	c/o Genesee Fire Protection District 23455 Curren Drive, Golden, Colorado 80401

**ARTICLE ELEVEN
OFFICERS**

The officers of the Association shall consist of a president, one or more vice presidents, secretary, treasurer and such other officers and assistant officers as may be provided in the Bylaws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

**ARTICLE TWELVE
INCORPORATORS**

The name and address of the incorporator is Raule G. Nemer, Toussaint, Nemer & Coaty, P.C., 32065 Castle Court, #150, Evergreen, Colorado 8039.

**ARTICLE THIRTEEN
BYLAWS**

The Bylaws of the Association are to be made and adopted by the Board of Directors, and, except as required by law, may be altered, amended or rescinded by the Board of Directors. The provisions of the Colorado Revised Nonprofit Corporation Act, as amended from time to time, shall govern the Bylaws.

**ARTICLE FOURTEEN
AMENDMENT**

The Association reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and any rights and privileges conferred upon the members, directors or officers are subject to this reservation.

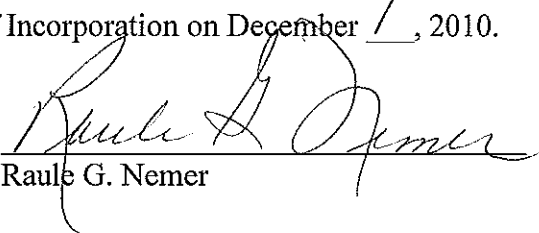
**ARTICLE FIFTEEN
NONSTOCK BASIS**

This Association is formed on a nonstock basis and shall not issue shares of stock.

**ARTICLE SIXTEEN
INDEMNIFICATION**

The Association shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law.

The undersigned has signed these Articles of Incorporation on December 1, 2010.

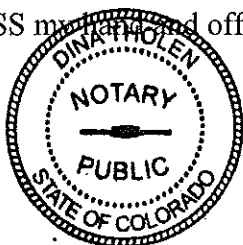


Raule G. Nemer

STATE OF COLORADO)
) ss.
COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me this 1st day of December, 2010 by Raule G. Nemer, in her capacity as incorporator of All-Hazards Incident Management Teams Association, Inc., a Colorado nonprofit corporation.

WITNESS my hand and official seal.





Notary Public

My commission expires
~~My Commission Expires Nov. 26, 2012~~