

**Amended and Restated Articles of Incorporation
Of
The Colorado Chautauqua Association**

The Board of Directors of the Colorado Chautauqua Association, under the Colorado Revised Nonprofit Corporation Act, does adopt, execute, acknowledge, and deliver in duplicate to the Secretary of State of Colorado the following Amended and Restated Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is The Colorado Chautauqua Association.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purposes and Powers

Section 1. Purpose. The corporation is formed exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). The mission of the corporation is to preserve, perpetuate and improve the site and spirit of the historic Colorado Chautauqua by enhancing its community and values through cultural, educational, social and recreational experiences. The Colorado Chautauqua experience is based on lifelong learning, love of nature, voluntary simplicity, and music, oration and the arts. Historic significance, traditions, cultural relevance, respite and enrichment are among the community benefits provided by the Colorado Chautauqua.

Section 2. Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 3 of this Article, the corporation shall have and may exercise all the powers now or hereafter conferred upon nonprofit corporations organized under the laws of the State of Colorado, except as limited by the Articles of Incorporation and including, without limiting the generality of the foregoing, receiving, maintaining and dealing with, in any manner whatsoever, real or personal property or a fund or funds of real or personal property, and using and applying the whole or any part thereof, including income therefrom; provided, however, that such use be exclusively and irrevocably applied to the charitable purposes of the corporation.

Section 3. Restrictions on Powers.

(a) No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or any private individual (except that the corporation shall

be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation and to make payments and distributions in furtherance of the purposes set forth in Section 1 of Article III), and no director or officer of the corporation, or any private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

(b) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by section 501(h) of the Code and the corresponding laws of the State of Colorado). The corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Upon the dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more exempt organizations described in Section 501(c)(3) of the Code, contributions to which are deductible under 170 (c)(2) of the Code.

(d) During such period, or periods, of time as the corporation is treated as a "private foundation" pursuant to section 509 of the Code, the directors must distribute the corporation's income at such time and in such manner so as not to subject the corporation to tax under section 4942 of the Code, and the corporation is prohibited from engaging in any act of self-dealing (as defined in section 4941(d) of the Code), from retaining any excess business holding (as defined in section 4943(c) of the Code) which would subject the corporation to tax under section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the corporation to tax under section 4944 of the Code, from retaining any assets which would subject the corporation to tax under section 4944 of the Code if the directors have acquired assets, and from making any taxable expenditures (as defined in section 4945(d) of the Code).

(e) It is intended that the corporation shall have the status of an organization (i) which is exempt from federal income tax under section 501(c)(3) of the Code and which is other than a private foundation within the meaning of Section 509(a) of the Code, (ii) to which contributions are deductible for federal income tax purposes under Section 170(c)(2) of the Code, (iii) to which bequests are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code, and (iv) to which gifts are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. The corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation described in section 501(c)(3) of the Code. These Articles of Incorporation shall be construed, and all authority and activities of the corporation shall be limited, accordingly.

ARTICLE IV
Registered Office and Agent

The address of the registered office of the corporation in Colorado is The Colorado Chautauqua Association, Chautauqua Park, 900 Baseline Road, Boulder, Colorado 80302, and the name of its registered agent at such address is Lara Ramsey.

ARTICLE V
Board of Directors

Section 1. General. Except as otherwise provided in the Colorado Revised Nonprofit Corporation Act, these Articles of Incorporation, or the Bylaws of the corporation, the management of the affairs of the corporation shall be vested in a Board of Directors. The Directors are Trustees of the corporation and may also be known as, or referred to as, the Board of Trustees. The number, term of office, method of selection, powers, authority and duties of the Board of Directors, the time and place of its meetings, and such other matters with respect to it as are not inconsistent with the express provisions of these Articles shall be as specified from time to time in the Bylaws of the corporation.

Section 2. Limited Liability of Directors. No officer, director or employee shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director except as provided in §§ 7-128-502, 7-129-102(4), C.R.S., as amended, of the Colorado Revised Nonprofit Corporation Act.

ARTICLE VI
Members

The corporation may include members, as determined by the bylaws or other acts which the Board of Directors shall from time to time enact. The corporation shall have no capital stock.

ARTICLE VII
Bylaws

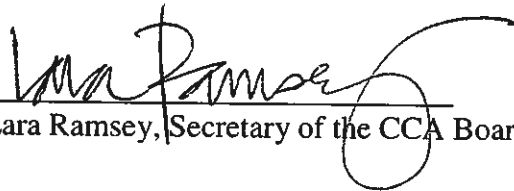
The Bylaws of the corporation have been adopted by the Board of Directors. The Board has the power to alter, amend or repeal the Bylaws from time to time and adopt new Bylaws, so long as any proposed changes are approved by the membership and the method of alteration, amendment or repeal is consistent with the terms of the Bylaws at the time of the proposed change. Such Bylaws may contain any provisions for the regulation or management of the affairs of the corporation that are not inconsistent with law of these Articles of Incorporation, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these Articles of Incorporation shall have the effect of giving any director or officer of this corporation any proprietary interest in its property or assets whether during the term of its existence or as an incident to its dissolution.

ARTICLE VIII
Amendment of Articles of Incorporation

These Amended and Restated Articles of Incorporation amend and replace the Articles of Incorporation filed by the corporation with the Secretary of State on August 24, 1971. The directors reserve the right from time to time to amend, alter, change or repeal these Articles of Incorporation by a vote of two-thirds of the directors, at a meeting called for such purposes pursuant to notice. The directors may not amend the Articles of Incorporation to remove the right of the membership to approve proposed amendments to the Bylaws without an affirmative vote of the membership, according to the voting procedures set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation this 26 day of AUGUST, 2008.

The Colorado Chautauqua Association,
a Colorado nonprofit corporation

By: 
Lara Ramsey, Secretary of the CCA Board of Directors

STATE OF COLORADO)
) ss.
COUNTY OF BOULDER)

The foregoing instrument was acknowledged before me this 26 day of AUGUST, 2008, by Lara Ramsey, Secretary of the Colorado Chautauqua Association, a Colorado nonprofit corporation.

Witness my hand and official seal.
My commission expires: 9/20/11

[SEAL]


Notary Public