

ARTICLES OF INCORPORATION
OF
WATCHABLE WILDLIFE, INC.

The undersigned adult natural person, acting as incorporator, hereby establishes a nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act and adopts the following articles of incorporation:

ARTICLE I.

NAME

The name of the corporation is Watchable Wildlife, Inc.

ARTICLE II.

DURATION

The corporation shall have perpetual existence.

ARTICLE III.

PURPOSES AND POWERS

Section 3.1 Purposes. The corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the specific purposes and objectives of the corporation shall be to enhance, elevate and promote wildlife viewing and nature appreciation for the benefit of society, while building community awareness, understanding and support for the conservation of the wildlife and habitats upon which these activities depend.

Section 3.2 Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 3.3, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3.3 Restrictions On Powers.

(a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any director or officer of the corporation or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes), and no director or officer of the corporation or any other 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. However, if the corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the corporation has effectively elected to have such section apply, the corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The corporation shall not participate 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.

(c) Upon 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 and among one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and/or governmental units within the meaning of section 170(b)(1)(A)(v) of the Internal Revenue Code for exclusively public purposes. The exempt organizations or governmental units to receive such property, and their respective shares and interests, shall be designated by the board of directors.

(d) 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 as an organization described in section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

(e) All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

ARTICLE IV.

OFFICES

Section 4.1 Principal Office. The address of the initial principal office of the corporation is 5097 Pine Ridge Drive, Golden, Colorado 80403.

Section 4.2 Registered Office and Agent. The street address of the initial registered office of the corporation is 1700 Lincoln Street, Suite 4100, Denver, Colorado 80203. The name of the corporation's initial registered agent at the initial registered office is Donald J. Hopkins.

ARTICLE V.

MEMBERS

The corporation shall have no voting members. However, the corporation may have such classes of nonvoting members as may from time to time be prescribed by its bylaws. The designation of each class of members and their respective manner of election or appointment, qualifications, tenure, terms of membership, rights, limitations and obligations shall be as provided from time to time in the bylaws of the corporation. Members shall have no voting rights or other management powers. The corporation shall have no capital stock. However, the corporation may issue certificates evidencing membership therein.

ARTICLE VI.

BOARD OF DIRECTORS

Section 6.1 General. The management of the affairs of the corporation shall be vested in a board of directors, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act, these articles of incorporation or the bylaws of the corporation. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be as provided from time to time in the bylaws of the corporation.

Section 6.2 Liability of Directors. No director shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, except that

the foregoing shall not eliminate or limit liability of a director to the corporation or its members for monetary damages for the following: (a) any breach of the director's duty of loyalty to the corporation or its members (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) acts specified in C.R.S. Section 7-128-403, as it now exists or hereafter may be amended, or (d) any transaction from which the director directly or indirectly derived an improper personal benefit. If the Colorado Revised Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act. Any repeal or modification of this Section 6.2 shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Section 6.3 Initial Board. After incorporation, the incorporator shall elect an initial board of directors. Until the initial board of directors has been elected and shall qualify, the incorporator shall serve as the sole director of the corporation and shall have all of the powers and authority and shall perform all of the duties of the board of directors.

ARTICLE VII.

BYLAWS

The initial bylaws of the corporation shall be as adopted by the board of directors.

Except to the extent limited by the Colorado Revised Nonprofit Corporation Act, the board of directors shall have power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws.

The bylaws of the corporation may contain any provisions for the managing and regulating of the affairs of the corporation that are not inconsistent with law or these articles of incorporation, as these articles may from time to time be amended. However, no bylaw shall have the effect of giving any director or officer of the corporation or any other individual any proprietary interest in the corporation's property, whether during the term of the corporation's existence or as an incident to its dissolution.

ARTICLE VIII.

AMENDMENTS

The board of directors shall have the exclusive power and authority at any time and from time to time to amend these articles of incorporation by the vote of a majority of the directors then in office.

ARTICLE IX.

INCORPORATOR

The name and address of the incorporator is:

Robert D. Hernbrode
5097 Pine Ridge Drive
Golden, CO 80403

Dated: _____, 1999

Robert D. Hernbrode - Incorporator

**CONSENT OF THE
INITIAL REGISTERED AGENT OF
WATCHABLE WILDLIFE, INC.**

I, Donald J. Hopkins, hereby consent to my appointment as the initial registered agent of Watchable Wildlife, Inc., a Colorado nonprofit corporation.

Dated: _____, 1999

Donald J. Hopkins - Initial Registered Agent