

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

UNIVERSITY CORPORATION FOR ATMOSPHERIC RESEARCH

DN 871157425

The following Amended and Restated Articles of Incorporation of University Corporation for Atmospheric Research, a Colorado nonprofit corporation (the "Corporation") correctly set forth the provisions of the articles of incorporation, as amended, have been duly adopted as required by law, and supersede the original articles of incorporation and all amendments thereto. The following Amended and Restated Articles of Incorporation of the Corporation ("Articles of Incorporation") were duly adopted at the annual meeting of the Corporation's members held on October 8, 1996, at which a quorum was present, and received at least two-thirds of the votes of all members entitled to vote with respect thereto.

ARTICLE I. -- NAME OF THE CORPORATION

The name of the corporation is University Corporation for Atmospheric Research. *gs*

ARTICLE II. -- DURATION

The duration of the corporation shall be perpetual.

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ARTICLE III. -- PURPOSES

The Corporation is organized exclusively for scientific and educational purposes within the meaning of and pursuant to section 501(c)(3) of the Internal Revenue Code of 1986 (or under the corresponding provision of any future United States Internal Revenue law) including for such purposes, but not limited to, to (i) engaging in, assisting and contributing to the support of scientific activities and projects and programs in the field of atmospheric research and related fields, (ii) fostering and encouraging the advancement of knowledge concerning the atmosphere and related fields in all of their aspects, and (iii) in furtherance of such purposes, conducting any lawful activity. References in these Articles of Incorporation to the "Code" shall be to the Internal Revenue Code of 1986, as amended from time to time. In furtherance of those purposes, but not as a limitation to its powers, the Corporation is empowered to operate an institute for atmospheric research, the National Center for Atmospheric Research, and other laboratories and facilities for atmospheric research and for research in related fields.

ARTICLE IV. -- DISTRIBUTIONS AND RELATED MATTERS

A. No part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Trustee or officer of the Corporation or

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any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the Corporation by any officer, Trustee, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Trustees); and provided further that no Member, Trustee or officer of the Corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in section 501(h) of the Code. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

B. No part of the assets of the Corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

C. Upon dissolution of the Corporation, all of its assets shall be transferred to one or more exempt organizations of the kind described in section 501(c)(3) of the Code. ~~561,502.00~~ ~~60.00~~

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D. Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt under the provisions of section 501(c)(3) of the Code.

E. Notwithstanding any other provision of these Articles during any period that the Corporation is a "private foundation" within the meaning of section 509 of the Code, the Corporation shall be required to distribute its income for each taxable year of the Corporation at such time and in such manner as not to subject the Corporation to tax under section 4942 of the Code; and the Corporation shall be prohibited from engaging in any act of self-dealing as defined in section 4941(d) of the Code, from retaining any excess business holdings in violation of the provisions of section 4943(c) of the Code, from making any investments in such manner as to subject the Corporation to tax under section 4944 of the Code, and from making any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE V. -- MEMBERS

The Corporation shall be a membership corporation. In addition to such other terms and conditions of membership provided herein and as may be provided from time to time in the bylaws of the Corporation, Members shall be universities, other nonprofit institutions or organizations, divisions or units of universities, institutions or organizations or governmental instrumentalities, which are organized for educational or scientific purposes. Members shall be not less than five in number. The bylaws of the

Corporation in effect from time to time shall establish the rights and privileges of Members, including but not limited to the kinds and classes of Members, the voting rights of each class of Members, whether voting Members shall have one or more votes, and the terms of election to and continuation of membership.

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ARTICLE VI. -- BOARD OF TRUSTEES

The business and affairs of the Corporation shall be managed and conducted by a Board of Trustees comprised of persons elected or selected by Members of the Corporation of such class or classes and in such manner as may be provided in the bylaws of the Corporation.

ARTICLE VII. -- ELIMINATION OF CERTAIN LIABILITIES OF TRUSTEES

There shall be no personal liability, either direct or indirect, of any Member of the Corporation's Board of Trustees (a "Trustee") to the Corporation or to its Members for monetary damages for any breach or breaches of fiduciary duty as a Trustee; except that this provision shall not eliminate the liability of a Trustee to the Corporation or to its Members for monetary damages for any breach, act, omission or transaction as to which the Colorado Nonprofit Corporation Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of Trustees to indemnification or other assistance from the Corporation. This provision shall not restrict or otherwise diminish the provisions of Section 13-21-116(2)(b), Colorado Revised Statutes (concerning the nonliability of Trustees except for wanton and willful acts or omissions), any amendment or successor provision to such Section, or any other law limiting or eliminating liabilities. Any repeal or modification of the foregoing provisions of this Article by the Members of the Corporation or any repeal or modification of the provision of the Colorado Nonprofit Corporation Act which permits the elimination of liability of Trustees by this Article shall not affect adversely any elimination of liability, right or protection of a Trustee of the Corporation with respect to any breach, act, omission, or transaction of such Trustee occurring prior to the time of such repeal or modification.

ARTICLE VIII. -- AMENDMENT OF ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter or repeal any provision contained in its Articles of Incorporation as they are in effect from time to time in the manner provided by law, provided that such amendment, alteration or repeal is recommended to the Members by a resolution adopted by the Board of Trustees and is thereafter approved by the affirmative vote of two-thirds of all Members entitled to vote for amending, altering, or repealing provisions in the Articles of Incorporation, at a meeting of such Members, and all rights conferred on Members herein are granted subject to this reservation. No such amendment, alteration or repeal shall be made which would so change the nature of the activities to be transacted or carried on or the objects of purposes to be promoted as to include any business, object or purposes which would not be exclusively scientific, educational, or otherwise charitable, or which would

permit any part of the net earnings or of any other funds of the Corporation to inure to the benefit of any Member, Trustee or officer of the Corporation or any other private individual, (except that this provision shall not be so construed as to prevent the payment to officers, Trustees and Members of reasonable compensation for services actually rendered to the Corporation), or would permit the Corporation to contribute or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt under the provisions of section 501(c)(3) of the Code or the substantially similar provision of the Code hereafter adopted.

Executed as of this 9th day of October, 1996.

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UNIVERSITY CORPORATION FOR
ATMOSPHERIC RESEARCH

By: Richard A. Anthes
Name: Richard A. Anthes
Title: President

By: Harriet V. Barker
Name: Harriet V. Barker
Title: Assistant Secretary

I hereby certify under penalty of perjury that the Amended and Restated Articles of Incorporation of University Corporation for Atmospheric Research set forth above are the true and correct Amended and Restated Articles of Incorporation of University Corporation for Atmospheric Research.

Harriet V. Barker
Harriet V. Barker, Assistant Secretary

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