

**SECOND RESTATED
ARTICLES OF INCORPORATION
OF
COLORADO WATER CONGRESS**

Pursuant to the provisions of the *Colorado Revised Nonprofit Corporation Act* (Title 7, Articles 121 through 137, Colorado Revised States) the Board of Directors of Colorado Water Congress restates the Amended and Restated Articles of Incorporation filed May 10, 2000 as follows:

ARTICLE I. NAME

The name of the corporation is Colorado Water Congress.

ARTICLE II. REGISTERED AGENT

The registered agent of the corporation is Douglas Kemper. The address of the registered agent is 1580 Logan Street, Suite 700, Denver, CO 80203.

ARTICLE III. PRINCIPAL OFFICE

The address of the corporation's principal office is 1580 Logan Street, Suite 700, Denver, CO 80203.

ARTICLE IV. VOTING MEMBERS

The corporation has voting members.

ARTICLE V. DISSOLUTION

The Board of Directors may adopt a plan of dissolution and recommend that plan to the members, who shall approve the plan at a General Membership Meeting or a Special Business Meeting. The plan of dissolution shall provide for distribution of the assets of the corporation.

The true name and mailing address of the individual causing this document to be filed is Douglas Kemper, 1580 Logan Street, Suite 700, Denver, CO 80203.