

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MOUNTAINS AND PLAINS INDEPENDENT BOOKSELLERS ASSOCIATION, INC.**

The following articles (these “Articles of Incorporation”) constitute the Second Amended and Restated Articles of Incorporation of Mountains and Plains Independent Booksellers Association, Inc. (the “Corporation”), a non-profit corporation organized and existing under the Colorado Nonprofit Corporation Act (the “Act”) and have been adopted by the Corporation in accordance with the requirements of [Section 7-130-103](#), Colorado Revised Statutes, as amended. These Articles of Incorporation (i) correctly set forth the provisions of the Corporation’s articles of incorporation, as amended, (ii) have been duly adopted as required by law, and (iii) supersede the Corporation’s original articles of incorporation and any previous amendments thereto.

1. Upon the filing of these amended and restated Articles of Incorporation, the name of the corporation will remain Mountains and Plains Independent Booksellers Association, Inc. Before the filing, the name of the corporation was Mountains and Plains Independent Booksellers Association, Inc.
2. The Articles of Incorporation of this corporation are amended and restated in their entirety to read as follows:

**ARTICLE I**

The name of the corporation is Mountains and Plains Independent Booksellers Association.

**ARTICLE II**

The corporation shall have perpetual existence.

**ARTICLE III**

This corporation is organized and shall be operated exclusively as a business league, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 as amended (or corresponding provisions of any subsequent federal tax laws) (the “Code”); and within such limits, to administer, and expend funds for the following purposes:

1. To support and promote independent booksellers
2. To raise awareness of the value of locally owned businesses in communities,
3. To promote and celebrate literary culture and an open exchange of ideas as crucial to a free society.
4. To do any and all acts or things necessary or appropriate in furtherance of the foregoing purposes.

The Corporation shall have and may exercise all rights, powers, and privileges permitted, expressly or impliedly, under the Act, as it may be amended from time to time in furtherance of the objectives and purposes.

#### **ARTICLE IV**

The Corporation shall have members. Members shall have the right to vote as set forth in the Bylaws.

#### **ARTICLE V**

No part of the assets or net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article III hereof.

#### **ARTICLE VI**

The regulation of the internal affairs of the corporation shall be carried on through its Board of Directors and prescribed according to its Bylaws; the manner of their election or appointment shall be provided in the Bylaws. In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to hold annual or special meetings of its Board of Directors in any country or in any of the states, territories or possessions of the United States, or the District of Columbia.

#### **ARTICLE VII**

The private property of the incorporators, directors, and officers shall not be subject to the payment of corporate debts to any extent whatever.

#### **ARTICLE VIII**

Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE IX**

Upon dissolution of the corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the corporation (but not including assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to another 501(c)(3) or 501(c)(6) corporation working to support independent bookstores, small businesses, or literacy, which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986 (or

corresponding provisions of any subsequent federal tax laws), to be determined by the board and approved by the membership.

**ARTICLE X**

The Corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

These Articles of Incorporation were adopted on January 4, 2021, in the manner prescribed by Section 7-130-103 of the Colorado Revised Statutes, as amended, by written consent of the voting members of the corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation as of this \_\_\_\_ day of 1/26/2021, 20\_\_.

DocuSigned by:  
*President, Christopher R. Green*  
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\_\_\_\_\_  
President

DocuSigned by:  
*[Signature]*  
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\_\_\_\_\_  
Secretary