

RESTATED ARTICLES OF INCORPORATION OF
FOOTHILLS GATEWAY, INC.

The undersigned President and Secretary of Foothills Gateway, Inc., hereby restate the Articles of Incorporation of Foothills Gateway, Inc. pursuant to the Statutes of Colorado. These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as previously amended and as amended by these Restated Articles of Incorporation. These restated 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 original date of incorporation being May 15, 1968.

FIRST: The name of the Corporation is FOOTHILLS GATEWAY, INC.

SECOND: The Corporation shall have perpetual existence.

THIRD: (a) The nature, object and purposes of the business to be transacted shall be as follows:

- (i) Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 c (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code).
- (ii) To develop new programs and to consolidate existing programs, in the County of Larimer, Colorado, primarily, for children and adults with developmental/cognitive/intellectual disabilities residing within said County of Larimer, and to acquire, develop and maintain properties and programs together with recreational facilities for use and in connection with the education primarily of children and adults with developmental/cognitive/intellectual disabilities residing within said County of Larimer.
- (iii) In cooperation with other agencies, public or private, to operate a center or centers which will provide programs of activities, services and instruction primarily for individuals with developmental/cognitive/intellectual disabilities.
- (iv) To engage in activities to improve the health, welfare, education, habilitation, and employment and recreational facilities and opportunities primarily for children and adults with developmental/cognitive/intellectual disabilities in said County of Larimer, without discrimination as to race, color, creed, national origin,

gender, sexual orientation (as defined by the Colorado anti-Discrimination Act to be a person's orientation to heterosexuality, homosexuality, bisexuality, or transgender status or an employer's perception thereof), religion, age, or cause of handicap.

(v) To provide other direct or contracted services and programs as deemed needed or appropriate within Larimer County, Colorado.

(vi) To acquire by gift, purchase, lease, devise or bequest, and to hold, sell, mortgage or pledge real and personal property of any kind or nature whatsoever necessary or convenient for the establishment, organization, operation and maintenance of a program, facility and institution for the purposes herein otherwise provided for.

(b) In furtherance of the foregoing purposes, or otherwise, the Corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon non-profit Corporations organized under the laws of Colorado. In addition, the Corporation may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

FOURTH: A Board of Directors shall govern the affairs of the Corporation. The number of Directors shall consist of no more than seventeen (17) members and of no less than nine (9) members. The composition of the Board of Directors shall have a balance of and represent the various communities within Larimer County, Colorado and will have no less than one (1) service recipient represented on the Board. Said Board of Directors shall be elected by ballot at the time and in the manner provided in the By-laws of the Corporation. Employees of the corporation and employees or board members of approved service agencies of the community centered board are prohibited from serving on the Board of Directors and from voting in elections for members of the Board of Directors.

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Restated Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 c (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 c (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SIXTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt organization or organizations under Section 501 c (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH: The Corporation is a membership corporation. Qualifications for membership and rights of members are as set forth in the By-Laws of the Corporation provided, that there shall be one kind and class of membership which shall be non-discriminatory.

EIGHTH: The address of the registered office of the Corporation is 301 Skyway Drive, Fort Collins, Larimer County, Colorado, 80525.

NINTH: The Corporation may conduct part or all of its business in any other part of Colorado, of the United States or of the world. It may hold, purchase, mortgage, lease and convey real and personal property in any of such places. The Board of Directors shall be the authority under which conveyance or encumbrance of all or any part of the corporate property may be made. The Board of Directors shall have the authority and power to execute and accept instruments of conveyance or encumbrance. A two-thirds (2/3) vote of the full Board of Directors shall control such conveyance or encumbrance and such vote shall be recorded in the minutes of the meetings of the Board of Directors.

TENTH: The Board of Directors shall have the authority and power, by a two-thirds (2/3) vote of the full Board of Directors, to make, adopt, repeal, add to or amend from time to time such by-laws as they may deem proper for the management of the affairs of the Corporation consistent with the laws of the State of Colorado.

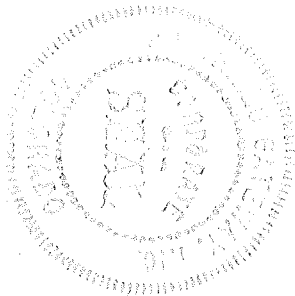
ELEVENTH: The Corporation shall indemnify, to the extent permitted by law, any Director, officer, agent, fiduciary or employee of the Corporation against any claim, liability or expense arising against or incurred by such person as a result of actions reasonable taken by him at the direction of the Corporation. The Corporation shall further have the authority to the full extent permitted by law to indemnify its Directors, officers, agents, fiduciaries and employees against any claim, liability or expense arising against or incurred by them in all other circumstances and to maintain insurance providing such indemnification.

TWELFTH: The date of adoption and approval of these Restated Articles of Incorporation, and the amendments incorporated therein by the membership was the 1st day of March, 2010.

THIRTEENTH: The number of members and Directors who voted for the adoption of these Restated Articles of Incorporation and Amendments incorporated therein was fourteen. No members or directors voted against the adoption of these Amended Articles of Incorporation and Amendments therein.

FOURTEENTH: These Restated Articles of Incorporation and Amendments therein have been effected in conformity with the provisions of the Colorado Corporation Code and these Restated Articles of Incorporation and Amendments made by these Restated Articles of Incorporation were duly adopted on the 1st day of March, 2010.

Dated this 19th day of April, 2011.



FOOTHILLS GATEWAY, INC.

Linda Drees, President

Carol Ward, Secretary

ATTESTED AND VERIFIED:

Secretary