

F06000007484

(Requestor's Name)

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☐ PICK-UP

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☐ MAIL

(Business Entity Name)

(Document Number)

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Office Use Only



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2010 OCT 29 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

TB

NOV - 1 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Hospital Shared Services, Inc.
Name of Corporation

DOCUMENT NUMBER: F06000007484

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tim Stones
Name of Contact Person

HSS Inc
Firm/Company

900 South Broadway, Suite 100
Address

Denver, CO 80209
City/State and Zip Code

tstones@hss-us.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tim Stones at (303) 603-3071
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 31, 2010

TIM STONES
HSS INC
900 S BROADWAY STE 100
DENVER, CO 80209

SUBJECT: HOSPITAL SHARED SERVICES, INC.
Ref. Number: F06000007484

We have received your document for HOSPITAL SHARED SERVICES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The new name of the corporation is available in Florida, so the alternate name is not needed. Please remove the alternate name from the application.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 510A00020869

FILED
2010 OCT 29 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F06000007484

1. Hospital Shared Services, Inc.
(Name of corporation as it appears on the records of the Department of State)

CEO
(Title of person signing)

Document processing fee
If document is filed on paper \$150.00
If document is filed electronically Currently Not Available

Fees & forms/cover sheets
are subject to change.
To file electronically, access instructions
for this form/cover sheet and other
information or print copies of filed
documents, visit www.sos.state.co.us
and select Business Center.

20091202078 N
\$ 150.00
SECRETARY OF STATE
04-07-2009 14:15:35

Paper documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Correction

filed pursuant to §7-90-305 and, if applicable, §7-90-703 of the Colorado Revised Statutes (C.R.S)

Document number 20091163662 ☒
(of filed document to be corrected)

ID number 19881099824 ☒

1. Entity name HSS, Inc. ☒

2. True name
(if different from the entity name) _____

The corrected statement(s) below correct(s) the corresponding incorrect statement(s) that is/are
contained in the filed document identified by the document number above.

Complete the following sections as applicable. Leave the section blank if it does not apply. You must
complete section 21.

3. Corrections made below are intended to update the entity's current information ☐

OR

Corrections made below are intended for historical purposes only, and not to update the entity's
current information ☐.

4. Correction of entity name of record HSS Inc. ☒

5. Correction of true name of record _____

6. Correction of entity form of record _____

7. Correction of jurisdiction of formation
of record _____

8. Correction of registered agent of record
(if an individual) _____
(Last) (First) (Middle) (Suffix)

OR (if a business organization) _____

The person appointed as registered agent in the document has consented to being so appointed.

If the correction is being effected by the registered agent, the following statement applies:

The person appointed as registered agent has delivered notice of the correction to the entity at the principal office address of its principal office.

9. Correction of registered agent
street address of record

<hr/>		
<i>(Street name and number)</i>		
<hr/>		
<hr/>	<hr/>	<hr/>
<i>(City)</i>	<i>CO</i> <i>(State)</i>	<i>(Postal/Zip Code)</i>

If the correction is being effected by the registered agent, the following statement applies:

The person appointed as registered agent has delivered notice of the correction to the entity at the principal office address of its principal office.

10. Correction of registered agent
mailing address of record*
(if different from above)

<hr/>		
<i>(Street name and number or Post Office information)</i>		
<hr/>		
<hr/>	<hr/>	<hr/>
<i>(City)</i>	<i>(State)</i>	<i>(Postal/Zip Code)</i>
<hr/>		
<i>(Province - if applicable)</i>	<i>(Country - if not US)</i>	

*If this address is being deleted entirely, mark this box ☐.

If the correction is being effected by the registered agent, the following statement applies:

The person appointed as registered agent has delivered notice of the correction to the entity at the principal office address of its principal office.

11. (If the following statement applies, adopt the statement by marking the box.)

- ☐ The person appointed as the registered agent for the entity in the document identified above has not consented to be appointed as registered agent or is otherwise not the registered agent for the entity. Such person has delivered notice of the correction to the entity.

12. Correction of principal office
street address of record

<hr/>		
<i>(Street name and number)</i>		
<hr/>		
<hr/>	<hr/>	<hr/>
<i>(City)</i>	<i>(State)</i>	<i>(Postal/Zip Code)</i>
<hr/>		
<i>(Province - if applicable)</i>	<i>(Country - if not US)</i>	

13. Correction of principal office
mailing address of record*
(if different from above)

<hr/>		
<i>(Street name and number or Post Office information)</i>		
<hr/>		
<hr/>	<hr/>	<hr/>
<i>(City)</i>	<i>(State)</i>	<i>(Postal/Zip Code)</i>
<hr/>		
<i>(Province - if applicable)</i>	<i>(Country - if not US)</i>	

*If this address is being deleted entirely, mark this box ☐.

14. Correction of delayed effective date of record
(only for filed documents that have not become effective)

(mm/dd/yyyy)

15. Correction of period of duration of record

If the entity's period of duration as corrected is perpetual, mark this box ☐

OR

If period of duration is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

16. If other information contained in the filed document is being corrected, mark this box ☒ and include an attachment stating the information to be corrected and each such correction.

17. Correction regarding unauthorized filed document (if the filed document should not have been filed, mark this box ☐ and include an attachment stating each incorrect statement that is corrected by the statement of correction).
(only for filed documents that have become effective)

18. If this statement of correction affects another record in the records of the Secretary of State, mark this box ☐ and include an attachment stating the entity name, true name, trade name, or trademark and the identification number of that record.

19. If this statement of correction affects this record's status, mark this box ☐.

20. (If this statement of correction revokes a filed document that states a delayed effective date but has not yet become effective, adopt the following statement by marking the box.)

☐ The filed document is revoked.

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

21. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Singh Saur _____
(Last) (First) (Middle) (Suffix)
900 South Broadway, Suite 100
(Street name and number for Post Office Box information)
Denver CO 80209
(City) (State) (Postal/Zip Code)

(Province -- if applicable) (Country -- if not U.S.)

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box ☐ and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

Information Being Corrected

The explanation provided with the name change filing should be corrected as follows. In the first sentence of the first paragraph the name of the corporation should have read, HSS Inc., not HSS, Inc. In the last sentence of the second paragraph, the name should have read HSS Inc., not HSS, Inc.

The Articles of Incorporation attached to the name change filing should be corrected as follows: The title should have read "Articles of Incorporation of HSS Inc." rather than "Articles of Incorporation of HSS, Inc." Additionally, Article I should have read "The name of the Corporation is HSS Inc." rather than "The name of the Corporation is HSS, Inc."

The attached Articles of Incorporation of HSS Inc. are the Articles of Incorporation adopted for the surviving entity as a result of the merger of Hospital Shared Services of Colorado with and into Hospital Shared Services, Inc. pursuant to the Plan and Agreement of Merger of Hospital Shared Services of Colorado and Hospital Shared Services, Inc. which was effective March 17, 2009.

Pursuant to the Plan and Agreement of Merger of Hospital Shared Services of Colorado and Hospital Shared Services, Inc., each share of the outstanding Class A and Class B shares of stock of Hospital Shared Services, Inc. was converted to a share of a single class of common stock of HSS Inc. as specified in the Plan and Agreement of Merger.

ARTICLES OF INCORPORATION
OF
HSS INC.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is HSS Inc.

ARTICLE II

REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 900 South Broadway, Suite 100, Denver, Colorado 80209. The name of its registered agent at such address is George R. Schiel.

ARTICLE III

DIRECTORS

The number of directors of the Corporation which shall constitute the entire Board of Directors shall not be less than three directors. The exact number of directors shall be fixed from time to time by a resolution adopted by a majority of the entire Board of Directors. The directors shall be divided into three classes (hereinafter referred to as "Class I", "Class II", and "Class III" respectively), as nearly equal in number as possible, with respect to the time for which they shall severally hold office. The initial Board of Directors shall be comprised of fourteen directors. Four directors shall constitute the initial Class I directors who shall hold office until the first annual meeting of shareholders after their election, and subsequent Class I directors shall hold office for a term of three years. Five directors shall constitute the initial Class II directors who shall hold office until the second annual meeting of shareholders after their election, and subsequent Class II directors shall hold office for a term of three years. Five directors shall constitute the initial Class III directors who shall hold office until the third meeting of shareholders after their election, and subsequent Class III directors shall hold office for a term of three years. Each director elected shall hold office until his or her successor is duly elected and qualified. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the affirmative vote of the holders of at least 75% of the shares of the Corporation entitled to vote for the election of directors shall be required to amend or repeal, or to adopt any provision inconsistent with, this Article III.

No director shall bear personal liability to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director; except that this provision shall not eliminate or limit the liability of a director to the Corporation or to its shareholders (a) for

monetary damages for any breach of the director's duty of loyalty to the Corporation or to its shareholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for any transaction from which the director directly or indirectly derived an improper personal benefit; or (d) to a greater extent than permitted under the Colorado Business Corporations Act (the "Act").

ARTICLE IV

DURATION OF THE CORPORATION

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

PURPOSES AND POWERS

The Corporation is organized for the purposes of providing shared service programs offering economies of scale and cost advantages to customers and such other activities as may from time to time be specifically found by the Board of Directors to be activities suitable and proper for performance by its employees, contractors, or agents. In addition, the purpose of the Corporation shall be to transact all lawful business or businesses for which corporations may be incorporated pursuant to applicable state statutes.

The Corporation may exercise the powers and privileges now or hereafter conferred upon the Corporation by the laws of Colorado, but only in furtherance of and subject to its corporate purposes.

ARTICLE VI

CAPITAL

Authorized Shares. The total number of shares of all classes of stock that the Corporation shall have authority to issue is 2,000,000 all of which shall be designated Common stock with a par value of \$0.001 per share. No share of stock shall be issued until it has been paid for, and it shall thereafter be nonassessable.

ARTICLE VII

VOTING

Each outstanding share of Common stock shall be entitled to one vote on any matter presented to the shareholders for voting. No cumulative voting shall be allowed. Action which may be taken at a meeting of the shareholders may be taken without a meeting pursuant to the Act if a consent in writing setting forth the action so taken is signed by the shareholders holding shares having not less than the minimum number of votes that would be necessary to authorize or

take such action at a meeting at which all of the shares entitled to vote thereon were present and voted.

ARTICLE VIII

PRE-EMPTIVE RIGHTS

The shareholders shall have no pre-emptive rights to acquire any unissued or treasury shares of stock of the Corporation, securities convertible into shares, or securities carrying stock purchase options or warrants to acquire any unissued or treasury shares of stock of the Corporation.

ARTICLE IX

SHARE TRANSFER RESTRICTIONS

The Corporation shall have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein. The Board of Directors is hereby authorized on behalf of the Corporation to exercise the Corporation's right to impose such restrictions by agreement or otherwise.

ARTICLE X

TRANSACTIONS OF INTERESTED OFFICERS AND DIRECTORS

In the absence of fraud, no contract or other transaction between the Corporation and any other person or entity (a "Conflicting Interest Transaction") shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a shareholder or by or in the right of the Corporation, solely because such Conflicting Interest Transaction involves a director of the Corporation or an entity in which a director of the Corporation is a director or officer or has a financial interest or solely because the director is present at or participates in the meeting of the Corporation's Board of Directors or of the committee of the Board of Directors which authorizes, approves, or ratifies the Conflicting Interest Transaction or solely because the director's vote is counted for such purpose if: (a) the material facts as to the director's relationship or interest and as to the Conflicting Interest Transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the Conflicting Interest Transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or (b) the material facts as to the director's relationship or interest and as to the Conflicting Interest Transaction are disclosed or are known to the shareholders entitled to vote thereon, and the Conflicting Interest Transaction is specifically authorized, approved, or ratified in good faith by a vote of the shareholders; or (c) the Conflicting Interest Transaction is fair as to the Corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves, or ratifies the Conflicting Interest Transaction.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS, OFFICERS,
EMPLOYEES, AND AGENTS

The Corporation shall indemnify and advance reasonable legal fees and expenses to any person who is or was a director of the Corporation to the maximum extent now or hereafter permitted by the Act or any successor law. The Corporation shall indemnify and advance expenses to any person who is or was an officer of the Corporation to the same extent and subject to the same procedures and substantive requirements as would apply if such person were a director. The Corporation may, in its discretion, but shall not be obligated to, indemnify any person who is or was an officer, agent or employee of the Corporation to a greater extent than a director. No amendment to or repeal of this Article shall adversely affect the rights of any person who is or was a director or officer of the Corporation in respect of acts or omissions occurring prior to the effective date of the amendment or repeal.

STATE OF COLORADO
DEPARTMENT OF STATE

I hereby certify that this is a true copy of
Document No. _____
consisting of _____ pages filed by the
Colorado Secretary of State in the records
of the Secretary of State.

[Signature]
Secretary of State

By _____
Date _____





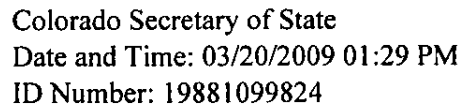
STATE OF COLORADO
DEPARTMENT OF STATE

I hereby certify that this is a true copy of
Document No. 20091202078
consisting of 10 pages filed by the
Colorado Secretary of State in the records
of the Secretary of State.

Dan Buecher

Secretary of State

Huffman 9-29-2010
By Date



Document number: 20091163662
Amount Paid: \$25.00

Paper documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

filed pursuant to §7-90-301, et seq. and §7-110-106 of the Colorado Revised Statutes (C.R.S.)

HSS, Inc.

☐ "bank" or "trust" or any derivative thereof
☐ "credit union" ☐ "savings and loan"
☐ "insurance", "casualty", "mutual", or "surety"

6. If the corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

If the corporation's period of duration as amended is perpetual, mark this box: ☒

(mm/dd/yyyy)

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Miller	Steve		
(Last)	(First)	(Middle)	(Suffix)
633 Seventeenth Street			
(Street name and number or Post Office information)			
Suite 3000			
Denver	CO	80202	
(City)	(State)	(Postal/Zip Code)	
United States			
(Country – if not US)			

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box ☐ and include an attachment stating the name and address of such individuals.)

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The attached Articles of Incorporation of HSS, Inc. are the Articles of Incorporation adopted for the surviving entity as a result of the merger of Hospital Shared Services of Colorado with and into Hospital Shared Services, Inc. pursuant to the Plan and Agreement of Merger of Hospital Shared Services of Colorado and Hospital Shared Services, Inc. which was effective March 17, 2009.

Pursuant to the Plan and Agreement of Merger of Hospital Shared Services of Colorado and Hospital Shared Services, Inc., each share of the outstanding Class A and Class B shares of stock of Hospital Shared Services, Inc. was converted to a share of a single class of common stock of HSS, Inc. as specified in the Plan and Agreement of Merger.

ARTICLES OF INCORPORATION

OF

HSS, INC.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is HSS, Inc.

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No director shall bear personal liability to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director; except that this provision shall not eliminate or limit the liability of a director to the Corporation or to its shareholders (a) for

monetary damages for any breach of the director's duty of loyalty to the Corporation or to its shareholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for any transaction from which the director directly or indirectly derived an improper personal benefit; or (d) to a greater extent than permitted under the Colorado Business Corporations Act (the "Act").

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ARTICLE VII

VOTING

Each outstanding share of Common stock shall be entitled to one vote on any matter presented to the shareholders for voting. No cumulative voting shall be allowed. Action which may be taken at a meeting of the shareholders may be taken without a meeting pursuant to the Act if a consent in writing setting forth the action so taken is signed by the shareholders holding shares having not less than the minimum number of votes that would be necessary to authorize or

take such action at a meeting at which all of the shares entitled to vote thereon were present and voted.

ARTICLE VIII

PRE-EMPTIVE RIGHTS

The shareholders shall have no pre-emptive rights to acquire any unissued or treasury shares of stock of the Corporation, securities convertible into shares, or securities carrying stock purchase options or warrants to acquire any unissued or treasury shares of stock of the Corporation.

ARTICLE IX

SHARE TRANSFER RESTRICTIONS

The Corporation shall have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein. The Board of Directors is hereby authorized on behalf of the Corporation to exercise the Corporation's right to impose such restrictions by agreement or otherwise.

ARTICLE X

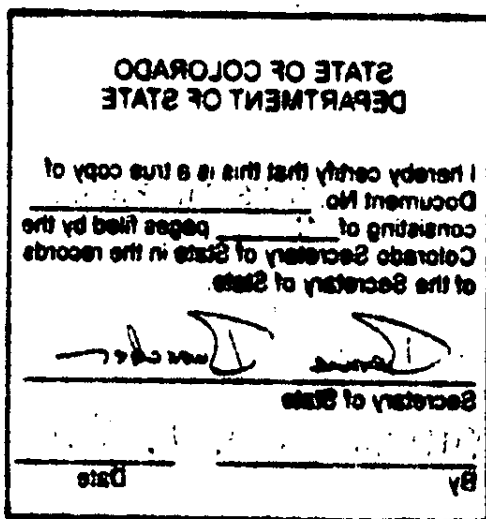
TRANSACTIONS OF INTERESTED OFFICERS AND DIRECTORS

In the absence of fraud, no contract or other transaction between the Corporation and any other person or entity (a "Conflicting Interest Transaction") shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a shareholder or by or in the right of the Corporation, solely because such Conflicting Interest Transaction involves a director of the Corporation or an entity in which a director of the Corporation is a director or officer or has a financial interest or solely because the director is present at or participates in the meeting of the Corporation's Board of Directors or of the committee of the Board of Directors which authorizes, approves, or ratifies the Conflicting Interest Transaction or solely because the director's vote is counted for such purpose if: (a) the material facts as to the director's relationship or interest and as to the Conflicting Interest Transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the Conflicting Interest Transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or (b) the material facts as to the director's relationship or interest and as to the Conflicting Interest Transaction are disclosed or are known to the shareholders entitled to vote thereon, and the Conflicting Interest Transaction is specifically authorized, approved, or ratified in good faith by a vote of the shareholders; or (c) the Conflicting Interest Transaction is fair as to the Corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves, or ratifies the Conflicting Interest Transaction.

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STATE OF COLORADO
DEPARTMENT OF STATE

I hereby certify that this is a true copy of
Document No. 20091163662
consisting of 7 pages filed by the
Colorado Secretary of State in the records
of the Secretary of State.

Danise Dunscher

Secretary of State

[Signature]
By

9-29-2010

Date