

**ATTACHMENT TO THE
ARTICLES OF INCORPORATION
OF THE
EEGS FOUNDATION**

(A Nonprofit Corporation)

**Article I
Objects and Purposes**

This Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and in this connection, subject to the restrictions set forth below, the specific objects and purposes of the Corporation and the nature of the business to be carried on by it are as follows, all of which shall be conducted exclusively for the benefit of the Environmental and Engineering Geophysical Society, a Colorado nonprofit corporation described in Section 501(c)(3) of the Internal Revenue Code (“EEGS”):

[a] To develop the financial resources necessary to strengthen EEGS and to solicit, receive, hold, administer, and distribute funds to or for the benefit of EEGS;

[b] To receive, maintain, and administer a fund of real and personal property, derived from all sources whatsoever, and subject to the terms of any specific gift, grant, bequest, or devise and to the restrictions set forth below, to use, apply, and distribute the income from and the principal of such a fund exclusively for the purpose of carrying out the preceding purposes of the Corporation;

[c] To do and to engage in all lawful activities that further or are consistent with the preceding objects and purposes of the Corporation.

**Article II
Powers**

In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or

subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado.

Article III

Restrictions on Powers

Notwithstanding any other provision of these Articles of Incorporation, the powers of the Corporation are restricted as follows:

[a] The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on [1] by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code or [2] by an organization the contributions to which are deductible under Sections 170(c)(2), 642(c)(1), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code.

[b] No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any other private individual whatsoever (except that reasonable compensation may be paid for, and reimbursement may be made for reasonable expenses incurred in connection with, services rendered to or for the Corporation affecting one or more of its objects and purposes and except that payments may be made to a private individual other than a director or officer of the Corporation in furtherance of the objects and purposes set forth in Article III), and no director or officer of the Corporation or any other private individual whatsoever shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

[c] No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article IV

Prohibited Acts

Notwithstanding any other provision of these Articles of Incorporation, if this Corporation at any time is a private foundation as defined in Section 509 of the Internal Revenue Code, the following provisions shall apply:

[a] The Corporation shall distribute its income for each taxable year at such time and in such a manner as not to subject the Corporation to the tax imposed under Section 4942 of the Internal Revenue Code;

[b] The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code;

[c] The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code;

[d] The Corporation shall not make any investments in such a manner as to subject the Corporation to the tax imposed under Section 4944 of the Internal Revenue Code; and

[e] The Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code.

Article V

Membership and Capital Stock

The sole voting member of the Corporation shall be EEGS, a Colorado nonprofit corporation (the “Member”). The Corporation shall have no capital stock.

Article VI

Board of Directors

The affairs and management of the Corporation shall be under the control of a Board of Directors. The Board of Directors of the Corporation shall be composed of not less than three nor more than 21 directors, as may be fixed by the bylaws of the Corporation. Directors shall serve for the terms stated in the bylaws of the Corporation.

Article VII

Bylaws

The Board of Directors, subject to the approval of the Member of the Corporation, shall have the power to make such bylaws as it may deem proper for the management of the affairs of the Corporation. Such bylaws may prescribe the authority under which conveyance or encumbrance of all or any part of the corporate property may be made, and the persons who shall be authorized to execute the instruments of conveyance or encumbrance.

Article VIII

Officers

The Corporation shall have such officers as may from time to time be prescribed by the bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the bylaws then in effect.

Article IX

Change in Corporate Status and Articles of Incorporation

The Board of Directors of this Corporation shall have the right from time to time on the vote of two-thirds of the Directors, subject to the approval of the Member of the Corporation, and not otherwise, to sell substantially all of the assets of the Corporation, merge, or dissolve the Corporation, or to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or subsequently prescribed by statute, except that no such amendment, alteration, change, or repeal shall be made which shall:

[a] Amend, alter, change, or repeal the restrictions set forth in Article III unless the Internal Revenue Code changes so that so amending, altering, changing, or repealing such restrictions would not disqualify the Corporation for federal income tax exemption under Sections 501(c)(3) of the Internal Revenue Code or as an organization the contributions to which are deductible under Sections 170(c)(2), 642(c)(1), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code.

[b] Operate to permit the use, application, or disbursement of any of the principal or income of all or any part of the corporate property for any purpose other than those expressly provided for in these Articles of Incorporation, or other than exclusively for charitable or educational purposes.

[c] Operate to permit the principal or income of any bequest, devise, grant, or gift to this Corporation to be used contrary to the conditions, limitations, or restrictions contained in any such bequest, devise, grant, or gift.

Article X

Dissolution

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to or for the benefit of such organization or organizations as shall at the time qualify under Section 501(c)(3) of the

Internal Revenue Code, as the Board of Directors, subject to the approval of the Member of the Corporation, shall determine. Any of such assets not so disposed of shall be disposed of by the District Court for the City and County of Denver, Colorado, exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such Court shall determine.

Article XI

Internal Revenue Code

All references to the Internal Revenue Code shall be deemed to mean the Internal Revenue Code of 1986, as it presently is constituted, as it may be amended, or any successor statute of similar purpose.