

**ARTICLES OF INCORPORATION**  
of  
**USA WORKING EQUITATION**

These Articles of Incorporation are filed pursuant to C.R.S. § 7-90-301 *et seq.* and C.R.S. § 7-122-101 *et seq.* for the purpose of forming a nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act (the “Act”).

**ARTICLE 1.**  
**NAME OF THE CORPORATION**

The name of the corporation shall be USA Working Equitation (also doing business as USAWE).

**ARTICLE 2.**  
**CORPORATE PURPOSE**

The corporation is organized exclusively for charitable and educational purposes within the meaning of sections 501(c)(3) and 501(j) of the Internal Revenue Code of 1986, as amended (or by the corresponding section of any future federal tax code) (the “Code”). To the extent consistent with the above general purposes, the specific purposes of this corporation shall be as follows:

The fostering of local, regional, national and international amateur sports competitions, including educational activities, promotional activities and competitions related to the sport of working equitation in the United States.

The fostering of national or international amateur sports competitions primarily to conduct national or international competition in sports and to support and develop amateur athletes for national or international competition in sports.

**ARTICLE 3.**  
**DURATION**

The corporation shall have perpetual existence in the State of Colorado.

**ARTICLE 4.**  
**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the corporation shall be 5006 Forsythe Place, Boulder, CO 80303. The corporation may conduct its business and maintain offices for such purpose in

such other place or places, either within or without the State of Colorado, as it may from time to time determine advisable.

**ARTICLE 5.**  
**COMPENSATION AND PROFITS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors 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 herein. No member or director shall have any right, title, or interest in or to any property of the corporation. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these 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 Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

**ARTICLE 6.**  
**MEMBERS AND CAPITAL STOCK**

The corporation shall have such classes of voting members as may from time to time be prescribed by its bylaws or by the Board of Directors. The designation and voting powers of each class of members and their respective manner of election or appointment, qualifications, tenure, terms of membership, rights, limitations and obligations shall be as provided from time to time in the bylaws of the corporation or by the Board of Directors. Voting powers may be denied to any class either generally or in any limited way.

The corporation shall have no capital stock. However, the corporation may issue certificates evidencing membership.

**ARTICLE 7.**  
**DISSOLUTION**

The corporation may be dissolved at any time in accordance with the provisions of Colorado law then in effect. The dissolution of the corporation shall be accomplished consistent with the intent that the assets be held and used for the corporation's stated purposes. All assets of the corporation shall be dedicated to the exempt purposes for which the corporation is organized as described in Section 501(c)(3) of the Code. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such

organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event shall the assets be distributed to any director or officer of the corporation or any private individual.

**ARTICLE 8.  
PRIVATE FOUNDATION**

Notwithstanding anything herein to the contrary, if the corporation becomes a private foundation as defined in Section 509 of the Code, while it is a private foundation, the corporation shall not: (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (ii) distribute its income in such manner as to become subject to the tax on undistributed income imposed by Section 4942 of the Code, (iii) retain any excess business holdings as defined in Section 4943(c) of the Code, (iv) make any investment in such manner as to subject it to tax under Section 4944 of the Code, or (v) make any taxable expenditures as defined as Section 4945(d) of the Code.

**ARTICLE 9.  
BOARD OF DIRECTORS**

The management of the affairs of the corporation shall be vested in a Board of Directors except as otherwise provided in the Act, these articles of incorporation, or the bylaws of the corporation. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be as provided from time to time in the bylaws of the corporation.

Fourteen (14) directors shall constitute the initial Board of Directors to serve until such time as a Board of Directors is elected as provided in the bylaws. Their names and addresses are as follows:

Julie Alonzo  
88442 Fisher Rd  
Eugene, OR 97402

Maria Blackstone  
196 Wolfe Branche Road  
Bulls Gap, TN 37711

Jeanne Bond  
494 Christopher Rd  
Warwick, MD 21912

Cindy L Branham  
6248 SE 45th Street  
Tecumseh, KS 66542

Tracey Erway  
26810 SW McConnell Rd  
Sherwood, OR 97140

Trisha Kiefer-Reed  
PO Box 111  
Wolf Creek, MT 59648

Polly Limond  
12291 Caminito Mira Del Mar  
San Diego, CA 92130

Jill Glasspool Malone  
355 Hebron Valley Rd  
Madison, VA 22727

Leslie Martien  
5006 Forsythe Pl  
Boulder, CO 80303

Erin O'Shaughnessy  
2606 NE 172<sup>nd</sup> Ave  
Vancouver, WA 98684

Kiki Pantaze  
PO Box 755  
McDade, TX 78650

Chris Stanko  
7181 Longview Dr  
Niwot, CO 80503

Kristine Strasburger  
31149 N. Hayden Dr.  
Spirit Lake, ID 83869

Eleanor Thomas  
34450 N Gudrun Ave  
Ingleside, IL 60041

**ARTICLE 10.  
INCORPORATOR**

The name and address of the incorporator of the corporation are:

Leslie Martien  
5006 Forsythe Place  
Boulder, CO 80303

**ARTICLE 11.  
BYLAWS**

Bylaws of the corporation may be adopted by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles, the Code, or the Act.

**ARTICLE 12.  
LIMITATION OF DIRECTOR LIABILITY**

No director shall be personally liable to the corporation or to its members for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit liability of a director to the corporation or to its members for monetary damages for the following: (a) any breach of the director's duty of loyalty to the corporation or to its members, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) acts specified in C.R.S. Section 7-128-403, as it now exists or hereafter may be amended, or (d) any transaction from which the director directly or indirectly derived an improper personal benefit. If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Act. Any repeal or modification of this Article 12 shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

**ARTICLE 13.  
INDEMNIFICATION**

The private property of the incorporators, directors and officers of the corporation shall be forever exempt from and not liable for, the debts and obligations of the corporation of any kind whatsoever. The corporation shall indemnify each person who is or was an incorporator, director, officer or employee of the corporation against all expenses incurred by them, and each of them, including but not limited to legal fees, judgments and penalties which may be incurred, rendered or levied in any legal action brought against any of them for or on account of any action or omission

alleged to have been committed while acting within the scope of providing services to or on behalf of the corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by applicable law. No repeal, amendment or modification of this Article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the corporation occurring before the repeal, amendment or modification.

**ARTICLE 14.**  
**REGISTERED AGENT**

The name and address of the initial Registered Agent of the corporation are Leslie Martien, 5006 Forsythe Pl, Boulder, CO 80303. The Registered Agent is not responsible for failing to notify the Corporation of any service of process or correspondence received by the Registered Agent for the corporation if the corporation changes its address and fails to notify the Registered Agent of the change by sending a written notice of address change to the Registered Agent at its address on file with the Colorado Secretary of State.