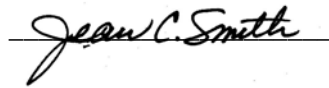


**ARTICLES OF INCOPOPORATION OF
WILD CONNECTIONS, INC.
NONPROFIT CORPORATION
As Amended November 2008**

ARTICLE I. NAME. PLACE OF BUSINESS and REGISTERED AGENT

The name of the corporation shall be Wild Connections, Inc. The corporation may conduct business under trade names including but not limited to Upper Arkansas and South Platte Project. The principal office of the corporation is 1420 Pinewood Road, Florissant CO 80816. The name and address of the initial registered agent is: Jean C. Smith 1420 Pinewood Road, Florissant CO 80816. The following signature indicates the consent to serve as registered agent:



ARTICLE 2. NOT FOR PROFIT STATUS AND PURPOSE

The corporation shall be a Not-For-Profit Corporation and shall have no stock. The corporation is organized exclusively for charitable, religious, educational and scientific proposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3. RESTRICTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 2 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any 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, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 4. PRIVATE FOUNDATION STATUS

Notwithstanding any other provision of these Articles of Incorporation, if at any time or times the Corporation is a private foundation within the meaning of Section 509 of the Internal Revenue Code, then during such time or times, the Corporation shall distribute its income for each taxable year, shall not engage in any act of self-dealing, shall not retain any excess business holdings, and shall not make any investments in such manner as to subject the Corporation to tax, all as defined by the Internal Revenue Code.

ARTICLE 5. NON-DISCRIMINATION POLICY

The Corporation shall operate, do business and hire staff without regard to race, creed, color, national origin, physical limitations, gender or sexual orientation, and shall at all times actively seek to promote equal opportunity for all persons.

ARTICLE 6. INCORPORATORS

The names and addresses of the incorporators, all of whom are natural persons at least 18 years of age, are:

James Lockhart	Tadini Bacigalupi	Jean C. Smith
1718 Lorraine St. # B4	12126 Powhatan Trail	1308 St. Paul St.
Colorado Springs, CO 80906	Conifer, CO 80433	Denver CO 80206

ARTICLE 7. NO VOTING MEMBERS

The corporation shall not have voting members.

ARTICLE 8. DISSOLUTION

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 Internal Revenue 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 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.

ARTICLE 9. INITIAL BOARD OF DIRECTORS

The initial Board of Directors, who shall serve until the first annual meeting of the Board of Directors are:

Tadini Bacigalupi	Conifer, Colorado
Peter Bond,	Howard, Colorado
Debra Callahan	Evergreen, Colorado
David C. Jones	Evergreen, Colorado
James Lockhart	Colorado Springs, Colorado
Claude Neumann	Denver, Colorado
Alison Shapiro	Denver, Colorado
Jean C. Smith	Denver, Colorado
John Stansfield	Monument, Colorado

In witness thereof, the undersigned, acting as incorporators of a corporation under the Colorado Business Corporation Act, adopt the above Articles of Incorporation.

James Lockhart
Date June 3, 2002

Tadini Bacigalupi
Date June 3, 2002

Jean C. Smith
Date June 3, 2002

BY-LAWS OF THE UPPER ARKANSAS and SOUTH PLATTE PROJECT, INC.,

ARTICLE I. OFFICES, MISSION, and PURPOSES

The principal office of the corporation shall be located at 1420 Pinewood Road, Florissant CO 80816 or such place as may be designated by the Board of Directors from time to time. The corporation may have such other offices as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

The mission of the corporation shall be to identify, protect, and restore lands located in the upper Arkansas River and South Platte River watersheds to ensure the survival of native species and preserve and enhance ecological richness. The corporation may pursue all activities related to this charitable purpose, including:

- 1) designing, implementing, updating, and defending the Wild Connections Conservation Plan;
- 2) facilitating restoration, connection, and protection of a network of public and private lands necessary to ensure the viability of native species and natural processes in the upper Arkansas River and South Platte River watersheds;
- 3) Fostering the interest, knowledge, and ability of citizens and local groups to provide an effective voice in support of wilderness, wildlands, and wildlife at regional and local levels;
- 4) continuing improvement of the corporation's strategies by incorporating the best available science and field data into its decisions and advocacy; and
- 5) performing other tasks related to its mission as may be needed to fulfill the corporation's purposes.

ARTICLE 2. BOARD OF DIRECTORS

Section A. General Powers. The affairs of the corporation shall be managed and controlled by its Board of Directors. Directors need not be residents of the State of Colorado.

Section B. Number and Tenure, Indemnification. The Board of Directors shall consist of not fewer than seven and not more than fifteen Directors, each of whom shall be a member of the corporation and shall be elected for three year terms at the annual meeting of the Board of this corporation to serve until the next annual meeting of the Board on or after termination of their term and until their successors are qualified. No director shall serve more than two consecutive full terms without one full year of not being a Director. The first Board shall have nine directors, of whom three shall serve an initial partial term of only one year, and three shall serve an initial partial term of two years.

The corporation shall save, defend, hold harmless and indemnify all directors for good faith actions taken in reasonable belief that such actions were in the best interests of the corporation, are within the standard of care of an ordinary person. Directors may rely on information provided by officers or employees of the corporation. Indemnification shall include reimbursement of all attorneys' fees spent by directors in defending themselves personally.

Section C. Regular Meetings. The meetings of the Board of Directors shall be held quarterly, with the annual meeting to be held in the fourth quarter, at such time and place as may be determined by the Board of Directors and upon notice issued by the president in accordance with Section E, below. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board with notice in accordance with Section E, below.

Section D. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

Section E. Notice of Meetings. Notice of the annual meeting of the Board of Directors shall be delivered to each Director, personally, by mail, telephone, fax or other means of transmission of voice communication or plain language document, copy, at least one month before the meeting for a regular meeting and at least four days before the meeting for a special meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, in a sealed envelope addressed to the Director at her address as it appears in the records of the corporation, with postage thereon prepaid. Any Director may waive notice of any special meeting. The attendance of a Director at any special meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. If a member is absent from either a regular or special meeting, they shall be notified of the proceedings within three days following the meeting.

Section F. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, the Directors present may adjourn the meeting from time to time without further notice.

Section G. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section H. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the Directors then in office, though less than a quorum, or the sole Director then in office.

Section I. Removal and Resignation. Any director may be removed, with or without cause, by an affirmative vote of a majority of the Board of Directors then in office at a regular or special meeting if in the judgment of the Board of Directors the best interests of the Corporation will be served by such removal. Any Director may resign at any time by giving written notice to the chair of the Board of Directors. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.

Section J. Compensation. Directors as such shall not receive any stated salaries for their services as directors, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board, provided that such fixed sum shall not exceed \$50 per meeting per person. Reimbursement for travel to meetings or on corporation business may be authorized, and any director may be paid a reasonable fee for professional services beyond the scope of regular directors' services rendered to the corporation.

Section K. Written Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors.

Section L. Miscellaneous: The Board may appoint non-voting Associate Directors and members of an Advisory Board.

ARTICLE 3. OFFICERS

Section A. Officers. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. Officers other than the president and vice-president may but need not be Directors. Any two or more offices may be held by the same person, except the office of President.

Section B. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section C. Removal. Any officer elected or appointed by the Board of Directors may be removed by a majority of the Board of Directors with or without cause whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section D. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section E. President. The President shall be the principal executive officer and a Director of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President is authorized to delegate authority for day-to-day operations to staff

Section G. Vice President. In the absence of the President or in event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section H. Treasurer. The Treasurer may be bonded for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The bond shall be paid for by the corporation. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as he/she shall select; and in general perform all the duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section I. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section J. Execution of documents. The President shall sign any deeds, mortgages, bonds, contracts or other instrument which may be lawfully executed on behalf of the corporation, except where required or permitted by law to be otherwise signed and executed or except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent.

Section K. Compensation. Officers shall receive such compensation for services as may be authorized by the Board of Directors, or by any committee or other officer, with delegated authority. Election or appointment of an officer shall not of itself create a contract right to compensation for services performed by such officer, provided however, such compensation shall be reasonable for the services actually performed and further provided that no donor to the corporation who is acting as an officer shall receive any compensation for such services.

ARTICLE 4. COMMITTEES

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, including an Executive Committee, each of which shall consist of at least one Director and additional Directors or Officers as the Board deems necessary.

The committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the by-laws; election, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the articles or incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings thereof; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it, him or her by law.

ARTICLE 5. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section A. Contracts. The Board of Directors may authorize an officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. The Board of Directors is expressly authorized to retain such investment counsel, as it deems necessary to provide investment management for the assets of the corporation.

Section B. Loans. No loans shall be contracted for on behalf of the corporation and no evidence of indebtedness shall be issued in the name of the corporation unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section C. Checks. Drafts. etc. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation worth less than \$1,000.00 shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or by the President of the corporation. All checks and other financial documents over \$1,000.00, except for payroll, shall be signed

by the President and by another person, who shall be the Executive Director, Treasurer, or other director authorized, by formal action of the Board to sign such checks.

Section D. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section E. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation. The Board of Directors may solicit contributions on behalf of the corporation.

Section F. Audits: The books, records and financial accounts of the corporation shall be audited every two years by an independent CPA.

ARTICLE 6. GENERAL PROVISIONS

Section A. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the corporation may be inspected by any Director, or her agent or attorney, for any proper purpose at any reasonable time.

Section B. Fiscal Year. The corporation shall use a fiscal year ending December 31 for its accounting purposes.

Section C. Seal. The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the year of its incorporation, and the words "Colorado" and "Seal."

Section D. Members. There shall be no voting members of the corporation.

Section E. Waiver of Notice. Whenever any notice is required to be given under the provisions of Colorado law or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent of the giving of such notice.

Section F. Amendments to By-Laws. These by-laws may be altered, amended or repealed and new by-laws may be adopted either by written action of two-thirds of the Board of Directors, or by a two-thirds vote of the Directors present at any regular or special meeting, provided notice is given in the notice of the meeting of the intention to alter, amend or repeal or to adopt new by-laws at such meeting.

Section G: Conflict of Interest. Any director shall disqualify himself from voting on any issue in which he has a conflict of interest, however, his presence at the meeting shall be counted as part of the quorum. A potential conflict of interest shall be deemed to exist if a director or a member of his immediate family is an officer, director, owner, or controller of any interest, direct or indirect, in any business entity doing business with the corporation. A director shall not perform any official act, including voting, that shall directly and substantially affect or economically benefit any such business entity.

ARTICLE 7. RESTRICTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and

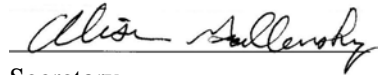
empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any 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, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 8. DISSOLUTION

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 Internal Revenue 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

AMENDMENTS

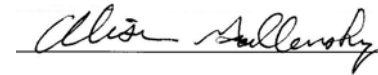
The above by-laws as amended were approved and adopted by the Board of Directors on the 10th. day of June 2008.



Secretary

Change to Article : Article 1 was amended to change the corporation's name. This amendment was approved and adopted by the Board of Directors on the 8th.day of November, 2008 at the annual meeting of the Board of Directors. The changes are as follows:

“The name of the corporation shall be Wild Connections, Inc. The corporation may conduct business under trade names including but not limited to Upper Arkansas and South Platte Project. ~~The name of the corporation shall be Upper Arkansas and South Platte Project, Inc. The corporation may conduct business under trade names including but not limited to Wild Connections.~~”



Secretary