

ARTICLES OF INCORPORATION
OF
PROFESSIONAL DISC GOLF ASSOCIATION
(Nonprofit)

The undersigned, acting as incorporator of a corporation under the Colorado Revised Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the Corporation is Professional Disc Golf Association and its initial principal office is 200 Linden, Ft. Collins, Colorado 80524.

ARTICLE II

The period of its duration shall be perpetual.

ARTICLE III

The purposes for which the Corporation is organized are: the promotion and governance of the sport of disc golf and to conduct such other business not prohibited by or inconsistent with the Colorado Nonprofit Corporation Act (as it may be amended from time to time).

ARTICLE IV

The Corporation shall be prohibited from engaging in any regular business or activity of a kind ordinarily carried on for profit, and no part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the Corporation or to any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the Corporation by any officer, director, member, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that in the event of dissolution of the Corporation, the property and assets thereof remaining after providing for all obligations shall then be distributed only to such organization or organizations exempt from taxation pursuant to Section 501(c) of the Internal Revenue Code of 1986 (or any subsequent statutory provision of similar effect) as shall be designated by the Board of Directors.

ARTICLE V

The Corporation shall have members as provided in the Bylaws of the Corporation, and the proxy system of voting by members of the Corporation shall be permitted.

ARTICLE VI

The address of the initial registered office of the Corporation is 200 Linden, Ft. Collins, Colorado 80524, and the name of its initial registered agent at such address is Bill Wright.

ARTICLE VII

There shall be no personal liability, either direct or indirect, of any director of the Corporation to the Corporation or to its members for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the Corporation or to its members for monetary damages for any breach, act, omission or transaction as to which the Colorado Nonprofit Corporation Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision is in the Corporation's original Articles of Incorporation and thus is effective on the date of the Corporation's incorporation. This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the Corporation. This provision shall not restrict or otherwise diminish the provisions of Section 13-21-116(2)(b), Colorado Revised Statutes (concerning liability of directors except for wanton and willful acts of omissions), any amendment or successor provision to such Section, or any other law limiting or eliminating liabilities. Any repeal or modification of the foregoing provisions of this Article by the members of the Corporation of any repeal or modification of the provision of the Colorado Nonprofit Corporation Act which permits the elimination of liability of directors by this Article shall not affect adversely any elimination of liability, right or protection of a director of the Corporation with respect to any breach, act omission, or transaction of such director occurring prior to the time of such repeal or modification.

ARTICLE VIII

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations, organized and operated exclusively for religious, charitable, educational, literary, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) and 501(c)(6) of the Code. 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 or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

The name and address of the incorporator is:

Bill Wright

200 Linden
Ft. Collins, Colorado 80524

Dated: _____

Bill Wright

CONSENT OF REGISTERED AGENT

The undersigned consents to the appointment as the initial registered agent of Professional Disc Golf Association.

Bill Wright