

**Amended
Articles of Incorporation
of
Wilderness Medical Society, Incorporated
A Colorado “Not for Profit” Corporation**

The undersigned, President and Secretary of the Colorado Not-for-Profit Corporation in Good Standing Wilderness Medical Society, Incorporated, created under C.R.S. § 7-103-102(1) of Colorado Statutes, attest that the following Amended Articles of Incorporation were Adopted by the Board of Directors in good standing on the date set forth below:

Name of Corporation: The name of the corporation is the Wilderness Medical Society, Incorporated.

Principal Office: The principal office of the corporation is located at 6705 W. Hwy 290, Suite 502-243, Austin, TX 78735.

Registered Agent: The name of the registered agent of the corporation is James H. Moss. The address of this registered agent is PO Box 16743, Golden, Colorado 80402.

Duration/Membership: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the Bylaws.

Board of Directors: The method of selection of the Board of Directors and number of directors shall be stated in the Bylaws.

1. Corporate Purposes

- 1.1. The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:
- 1.2. The Corporation is formed exclusively for Charitable, scientific, literary, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and its principal purpose is to do and perform every act or acts necessary, incidental to or connected with the furtherance of charitable, scientific, literary, religious and educational purposes, and generally to do anything permitted of a nonprofit corporation under the laws of the State of Colorado. A determination by the Corporation’s then serving Board of Directors as to whether a distribution to be made by the Corporation in the form of a donation falls within the statement of purpose shall be final for all purposes.
- 1.3. The specific purpose of the corporation is to encourage, foster, support or conduct activities or programs concerned with life sciences, which may improve the

scientific knowledge of the membership, and the general public in matters related to wilderness environments and human activities.

- 1.4. To do all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

2. Internal Revenue Code Limitations

- 2.1. Corporate Purposes: Notwithstanding any other provision of these six articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- 2.2. Exclusivity: The Corporation is organized exclusively for charitable and educational purposes.
- 2.3. No Private Inurement: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
- 2.4. Lobbying and Political Campaigns: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- 2.5. Dissolution: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.
- 2.6. Private Foundation" Provisions: In the event, this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:
- 2.7. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- 2.8. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 2.9. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 2.10. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 2.11. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. Indemnification

- 3.1. Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by his/her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

4. Members Stockholders and Voting

- 4.1. The Corporation shall have members. The entire voting power for all purposes, including the installation of Directors, shall rest in the Board of Directors. The Corporation shall have no capital stock or stockholders.

5. Bylaws

- 5.1. The Board of Directors shall Adopt the Bylaws of the Corporation. Such Board shall have the power to alter, amend or repeal the Bylaws. Such Bylaws may contain any provisions for the regulation or management of the affairs of the corporation that are not inconsistent with the law of these Articles of Incorporation as the same may from time to time be amended. However, no Bylaw at any time, in effect, shall have the effect of giving any director or officer of this corporation any proprietary interest in its property or assets, whether or during the term of its existence or as an incident to its dissolution.

6. Amendment

6.1. The Board of Directors reserve the right from time to time to amend, alter, change or repeal these Articles of Incorporation by a vote of two-thirds of the Directors present at a meeting called for such purpose pursuant to notice, or in the manner permitted under C.R.S. § 7-128-202 for taking action by unanimous written consent of the Directors without a meeting, provided, however, that no amendment to these Articles of Incorporation shall have the effect of giving any Director or Officer of this corporation any proprietary interest in its property or assets, whether during the term of its existence or as an incident to its dissolution.

Execution

These Articles of Incorporation are hereby executed by the incorporator on this 17th day of July, 2020.

Amended and adopted this 17th day of July, 2020.



WMS President: Scott McIntosh, MD, MPH, FAWM, DiMM

Attest:



WMS Secretary: James Lieberman, MD, DiMM