

**ARTICLES OF INCORPORATION**  
**OF**  
**PROFESSIONAL LAND SURVEYORS OF COLORADO, INC.**

KNOW ALL MEN BY THESE PRESENTS, that we, WARREN H. ALLOWAY, FRED L. ADAMS, ARTHUR WL. HIPPI, CARL BABBERGER, GARY L. BOYACK, C. TOM BROWN, ROBERT A. CHICHESTER, HARRY W. EMRICK, ROBERT H. GALLAHER, BERNARD KOCHEVAR, SR., ROGER H. PATTERSON, and JOHN R. STOCK, desire to organize, create and form a non-profit corporation under the laws of the State of Colorado.

NOW, THEREFORE, pursuant to the requirements of the laws of the State of Colorado, we do hereby make, sign and acknowledge this Certificate in writing, and one like Certificate, and do certify as follows, to-wit:

**I**

**NAME**

**The name of our said corporation shall be PROFESSIONAL LAND SURVEYORS OF COLORADO, INC.**

**II**

**OBJECTS AND PURPOSES**

That the objects and purposes for which our said corporation is created and incorporated are:

To improve and protect the profession of land surveying in Colorado.

To provide educational and instructional opportunities for those persons presently licensed as land surveyors within the State of Colorado, and for any other persons who are in any manner interested in learning of the profession of land surveying.

To promote in general the good and welfare of the profession of land surveying within the State of Colorado.

To provide a forum for the discussion of matters of professional interest to land surveyors.

~~To compose, recommend and present to the general assembly of the State of Colorado, and to any other legislative, executive or regulatory agency of the government of this State, legislation promoting the general good and welfare of the profession of land surveying.~~

~~To lobby and promote such legislation, as in the opinion of the directors, advances the general good and welfare of the profession of land surveying and to lobby in opposition to any legislation which, un the opinion of the Directors, adversely affects the general good and welfare of the profession of land surveying.~~

~~———To support those candidates for public office who, in the opinion of the Directors, adhere to policies, principles and beliefs tending to promote the general good and welfare of the profession of land surveying within the State of Colorado, and, conversely, to oppose those candidates for public office who, in the opinion of the Directors, adhere to policies, principles and beliefs inimical to the general good and welfare of the profession of land surveying within the State of Colorado.~~

To have perpetual succession by its corporate name, to sue and be sued, complain and defend in its corporate name; to have a corporate seal which may be altered at the pleasure of the Board of Directors, and to use the same by causing it or a facsimile thereof to be impressed or affixed, or in any other manner reproduced; to purchase, take receive, lease, take by gift, devise or bequest, or otherwise acquire, hold, own, improve, use and otherwise deal in and with real or personal property, or any interest therein, of whatever nature, and wherever situated.

To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets. ~~to lend money to its employees, other than its officers and directors, and to otherwise assist its employees, officers and directors.~~

To purchase, take, receive, subscribe for or otherwise acquire, to own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and to otherwise use and deal in and with shares or other interests in or obligations of either domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality, or of any instrumentality thereof.

To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any part of its property, franchises, and income.

~~To lend money for its corporate purposes, invest, and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.~~

To conduct its affairs, carry on its operations and have offices, and exercise the powers granted by Article 20 to 29 of Title 7 of the Colorado Revised Statutes, 1973, in any state, territory, district, or possession of the United States, or in any foreign country.

To elect or appoint officers and agents of the corporation, who may be directors or members, and define their duties and fix their compensation.

To make and alter by-laws not inconsistent with these Articles, or with the laws of the State of Colorado.

To make donations for the public welfare or for charitable, scientific, or educational purposes, and in time of war, to make donations in aid of war activities.

To indemnify any director, officer, or former directors or officers of the corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being, or having been, a director or officer, except in relation to matters as to which he is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in

the performance of duty to the corporation, and to make any other indemnification that is authorized by these Articles of Incorporation, the By-Laws of this corporation, or by any resolution adopted, after notice, by the members entitled to vote.

To cease its corporate activities and surrender its corporate franchise; to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

### III

#### **EXISTENCE**

Our said corporation shall have a perpetual existence from and after this Certificate, or a like Certificate, shall have been filed with the Office of the Secretary of State of the State of Colorado.

### IV

#### **REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the corporation in Colorado is 9660 West 56<sup>th</sup> Place, Arvada, Colorado 80002; and the name of its initial registered agent as such address is Arthur W. Hipp.

### VI

#### **NUMBER OF DIRECTORS AND INITIAL BOARD**

The number of Directors constituting the initial Board of Directors of the corporation is eight (8). The names and addresses of the persons who are to serve as initial directors for the terms hereinafter set forth, are: CARL BABBERGER, P.O. Box 286, Canon City, Colorado 81212; GARY L. BOYACK, 2109 North County Road 11, Fort Collins, Colorado 80521; ROBERT A. CHICHESTER, 2119 South Birch Street, Denver, Colorado 80222; HARRY W. EMRICK, 12225 West 29<sup>th</sup> Place, Lakewood, Colorado 80215; ROBERT H. GALLAHER, P.O. Box 341, Evergreen, Colorado 80439; BERNARD KOICHEVAR, SR., 28825 Fairway Drove, Buena Vista, Colorado 81211; ROGER H. PATTERSON, 425 Judson Street, Longmont, Colorado 80501; and JOHN R. STOCK, 538 Grand Valley Drive H, Grand Junction, Colorado 81501.

### VII

#### **CHANGE IN NUMBER OF DIRECTORS**

The number of Directors hereinabove set forth may be changed only by an amendment to these Articles of Incorporation.

## VIII MEMBERSHIP

There shall be four (4) classes of membership in this corporation, which shall be as follows:

a. Voting Member: Voting Members shall have full voting and office holding privileges in this corporation. Voting membership shall be open to any person who is registered as a land surveyor in the State of Colorado, and whose registration is current and in full force and effect.

b. Associate Member: Associate Members shall have no voting or office holding privileges. Associate membership is open to any person who is interested in the profession of land surveying, upon payment of proper dues as may be set forth in the By-Laws of this corporation.

c. Student Member: Student Members shall have no voting or office holding privileges. Student membership is open to any undergraduate student who is interested in the profession of land surveying and who shall pay the proper dues as set forth in the By-Laws of this corporation.

d. Sustaining Member: Sustaining members shall have no voting or office holding privileges. Sustaining membership is open to any person, firm or corporation engaged in any business directly relating to land surveying, or is otherwise interested in the profession of land surveying, and shall have paid the annual dues established by the By-Laws for sustaining membership.

[Category “e” added by amendment to the “Articles of Incorporation” adopted February 20, 1993]

e. Retired Professional Surveyor: “Retired” shall be defined as follows: that the applicant shall no longer participate in the practice of land surveying – including office work, field work and consultation. However this restriction shall not preclude an individual from maintaining his/her license in force, nor from providing testimony as an expert witness or serving as a court appointed commissioner. The following attributes shall apply to this membership classification:

1. The applicant must have been a Voting Member in good standing in PLSC, Inc. in the year immediately prior to the year in which the Retired classification would become effective.
2. That the membership fee is initially set at \$30.00 per year.
3. That the Retired classification shall be a non-voting classification.
4. That the eligibility for the Retired classification shall be reaffirmed upon each annual renewal.
5. That the annual PLSC Roster shall include the Retired members name and registration number followed by an (R), together with the address and telephone number.
6. That the Retired Member shall receive all regular mailings sent out by PLSC, including Side Shots and the annual Membership Roster.

IX

**EX-OFFICIO DIRECTORS**

The President, Vice-President and Secretary-Treasurer of this corporation shall be ex-officio members of the Board of Directors with full voting rights thereon, and their presence at any meeting shall be counted for the determination of a quorum.

X

**OFFICERS**

The officers of this corporation shall consist of a President, Vice-President and Secretary-Treasurer, each of whom shall be elected to two-year terms by vote of the majority of the voting members of this corporation in an election held upon the date and in the manner set forth in the By-Laws adopted by this corporation, At the conclusion of his term of office, the President shall become an advisory member of the Board of Directors, but shall have no voting power as a Director, nor shall his presence be counted for determination of a quorum.

XI

**AMENDMENTS**

These Articles of Incorporation may be amended ~~only~~ by *the affirmative vote of a two-thirds (2/3) majority of the total voting membership of the corporation members present or represented by proxy at any meeting lawfully called for such purpose.*

XII

**MEETINGS**

This corporation shall hold an annual business meeting, which meeting shall be held within the State of Colorado upon notice to the voting members hereof, in accordance with the requirements of the By-Laws of this corporation.

XIII

**CUMULATIVE VOTING**

Cumulative voting shall NOT be in effect for purposes of election of directors, election of officers, or for any other purpose in any election or other vote of the membership held by this corporation.

XIV

**INCORPORATORS**

The name and address of each incorporator of our corporation is as follows: WARREN H. ALLOWAY, Blue River Rt. O, Dillon, Colorado 80435; FRED L. ADAMS, 1129 30-1/4 Lane, Pueblo, Colorado 81006; ARTHUR W. HIPPI, 9660 West 56<sup>th</sup> Pl., Arvada, Colorado 80002; CARL BABBERGER, P.O. Box 286, Canon City, Colorado 81212; GARY L. BOYACK, 2109 No. County Rd. 11, Fort Collins, Colorado 80521; C. TOM BROWN, P.O. Box 3047, Estes Park, Colorado 80517; ROBERT A. CHICHESTER, 2119 S. Birch St., Denver, Colorado 80222; HARRY W. EMRICK, 12225 West 29<sup>th</sup> Pl., Lakewood, Colorado 80215; ROBERT H. GALLAHER, P.O. Box 341, Evergreen, Colorado 80439; BERNARD KOICHEVAR, SR., 28825 Fairway Dr., Buena Vista, Colorado 81211; ROGER H. PATTERSON, 425 Judson, Longmont, Colorado 80501; and JOHN R. STOCK, 538 Grand Valley Dr. H, Grand Junction, Colorado 81501.

XV

**DIRECTORS**

Directors shall be elected for a term of four (4) years, except that the terms of the initial Directors shall be as follows:

For terms ending March 15, 1981; Carl Babberger, Gary L. Boyack, Robert A. Chichester, and Harry W. Emrick.

For terms ending February 19, 1983: Robert H. Gallaher, Bernard Kochevar, Sr., Roger H. Patterson, and John R. Stock.

XVI

**REMOVAL OF OFFICERS**

(As Amended by Referendum Feb. 18, 1989)

The Board of Directors shall have authority to require that any Officer or Director, who incurs three consecutive absences from regularly announced board meetings, show cause why he/she should not be removed from office.

Such request shall be delivered in writing to the offending party by a certified letter from the Board. Failure to show cause within thirty days or non-response shall constitute grounds for removal.

IN WITNESS WHEREOF, we, WARREN H. ALLOWAY, FRED L. ADAMS, ARTHUR W. HIPPI, CARL BABBERGER, GARY L. BOYACK, C. TOM BROWN, ROBERT A. CHICHESTER, HARRY W. EMRICK, ROBERT H. GALLAHER, BERNARD KOICHEVAR, SR., ROGER H. PATTERSON, and JOHN R. STOCK, incorporators aforesaid have here unto set our hands and seals this 16<sup>th</sup> day of February, 1981.

\_\_\_\_\_  
(signatures and seals)

(Notary Public statement and signature 1984)

## ***Amendment to the Articles of Incorporation (Constitution) as Authorized by the Referendum of February 16, 1985.***

### ***Organization***

*Any group of ten or more Voting Members of the Corporation (PLSC, Inc.), with the approval of the Board of Directors, may organize a Chapter of this Corporation. Geographic boundaries need not be a consideration for a Chapter. The name of a Chapter shall be such as to readily identify it as an organization of the parent Corporation. A Student Chapter may be similarly formed provided that it has a membership of ten individuals who are qualified Student Members and further provided that it has the sponsorship of at least three persons who are qualified Voting Members of the Corporation. Such Student Chapter must similarly be approved and authorized by the Board of Directors of the parent Corporation.*

### ***Formation***

*The members of any such Chapter may meet, elect Officers, draft By-laws, and otherwise provide for the functioning of such chapter, under the direction and guidance of any Director of the parent Corporation as an organizing agent.*

### ***Reports***

*The Chapter thus formed shall submit to the Board of Directors of the parent Corporation a roster of its membership, the names of its Officers, a copy of its By-laws and a report of its organization meeting.*

### ***Approval***

*If its By-laws, functioning principles, and its aims and purposes are consistent with and not contrary to the functioning principles, aims and purposes of the parent Corporation, the Board of Directors may approve such a Chapter as a subsidiary organization.*

### ***Certification***

*Upon approval of a Chapter, the parent Corporation shall issue a "Certificate of Chapter: to said Chapter, within 30 days, formally recognizing its official status.*

### ***Membership***

*No person shall be eligible for membership in a chapter unless such person is eligible for membership in the parent corporation. The fact of voting membership in a chapter is conditional upon concurrent and actual membership of said person in the parent corporation. Chapter officials shall be accountable for enforcement of this provision.*

### ***Dues***

*Each Chapter may levy chapter dues upon its members, and shall collect and account for its own funds.*

***Representation On Board Of Directors Of PLSC, Inc.***

*Each Chapter, when organized and approved as herein provided, shall be entitled to one (1) Ex-officio Representative (being the Chapter President or his/her appointed Chapter Officer) on the Board of Directors of PLSC, Inc. The Chapter Secretary shall certify to the Secretary of the parent corporation, in the month of March of each year (by letter), the name of the Chapter member who has been elected or appointed as the Ex-officio Representative for the following year.*

***Annual Reports***

*An annual report shall be filed by each Chapter in the month of March of each year and shall include the names of the chapter officers, representative(s), members and such other information as may be requested by the Board of Directors or Executive Committee of PLSC, Inc. Any Chapter not filing an annual report by April 30 will be notified by the Board of Directors that its Chapter Charter may be revoked unless compliance with the reporting requirement is accomplished within 30 days.*

***Dissolution***

*The Board of Directors of PLSC, Inc. may dissolve or place in inactive status any Chapter at the request of that Chapter when its membership falls below five members. It shall be the responsibility of the declining Chapter to dispose of or provide for the custody of any of its remaining assets in a manner consistent with the purpose of the organization.*

{Original Articles of Incorporation are in “Times New Roman” font in black. Text with lines through them are parts of the original articles of incorporation that were omitted from the amendment to the articles of incorporation of 1981. Additions to the amendment of 1981 are in red “italicized” font. Amendments of 1985 are in “italicized” black font, and the amendment addition of 1993 is in blue font}