

Mail to: Secretary of State
Corporations Section
1560 Broadway, Suite 200
Denver, CO 80202
(303) 894-2251
Fax (303) 894-2242

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DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

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FILING FEE: \$5.00
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\$ 5.00
SECRETARY OF STATE
04-09-2001 14:33:08

STATEMENT OF CHANGE OF
REGISTERED OFFICE OR
REGISTERED AGENT, OR BOTH

Please include a typed
self addressed envelope

Pursuant to the provisions of the Colorado Business Corporation Act, the Colorado Nonprofit Corporation Act, the Colorado Uniform Limited Partnership Act of 1981 and the Colorado Limited Liability Company Act, the undersigned, organized under the laws of:

Colorado

submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the state of Colorado:

FIRST: The name of the corporation, limited partnership or limited liability company is: _____

SOCIETY OF ECONOMIC GEOLOGISTS, INC.

SECOND: Street address of current REGISTERED OFFICE is: _____

5808 South Rapp Street, Suite 209, Littleton, CO 80120

(Include City, State, Zip)

and if changed, the new street address is: 7811 Shaffer Parkway, Littleton, CO 80127
(Include City, State, Zip)

THIRD: The name of its current REGISTERED AGENT is: John A. Thoms

and if changed, the new registered agent is: Brian G. Hoal

Signature of New Registered Agent *Brian G. Hoal*

Principal place of business 7811 Shaffer Parkway, Littleton, CO 80127
(City, State, Zip)

The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

FOURTH: If changing the principal place of business address ONLY, the new address is _____

Dated: March 30, 2001

Signature: *Brian G. Hoal*
Brian G. Hoal

Title: Executive Director

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
COLORADO NONPROFIT CORPORATION**

Return to: Secretary of State
1560 Broadway, Suite 200
Denver, CO 80202
(303) 894-2251
Fax (303) 894-2242

CHANGE OF NAME

FILING FEE: \$25.00
Submit 1 typed original + 1 copy
(Please include a self-addressed envelope)

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is: SEG NEWCO, INC
(If this is a change of name amendment, the name to be typed is the corporate name prior to this amendment being filed)
2. Text of the amendment adopted: Article I of the Articles of Incorporation is hereby amended and restated as follows: "Article I. Name. The name of the corporation is SOCIETY OF ECONOMIC GEOLOGISTS, INC. (the "Corporation")."
3. The amendment to the Articles of Incorporation was adopted on the 13th day of January, 2000, in the manner prescribed by the Colorado Revised Nonprofit Corporation Act. [mark (✓) applicable procedure below]:
 - A. The amendment was adopted by the board of directors/incorporators without member action and member action was not required;
 - B. The amendment was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by the voting group;
 - C. An approval of the amendment was obtained by some person or persons other than the members, the board of directors, or the incorporators required pursuant to section 7-130-301.

**COMPUTER UPDATE COMPLETE
CLL**

Signature John A. Thoms Title: Executive Director
John A. Thoms

C

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COLORADO SECRETARY OF STATE

ARTICLES OF INCORPORATION

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OF

NONPROFIT

SEG NEWCO, INC.

The undersigned, acting as incorporator of a corporation under the Colorado Revised Nonprofit Corporation Act (the "Act," as the same may be amended from time to time), hereby adopts, executes and delivers the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is SEG NEWCO, INC. (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The address of the initial principal office of the Corporation is 5808 South Rapp Street, Suite 209, Littleton, Colorado 80120.

ARTICLE III. PURPOSES

The Corporation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of and pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code," as the same may be amended from time to time, to include all regulations promulgated thereunder, and any corresponding provisions of any subsequent Federal tax laws and regulations).

The Corporation is organized under and by virtue of the Act, and the Corporation shall have and may exercise all of the rights, powers, privileges and immunities granted to nonprofit corporations by the Act and other applicable law, subject to the limitations and restrictions contained in these Articles of Incorporation.

The particular purposes for which the Corporation is organized include the following:

- A. To advance the science of geology through scientific investigation of mineral deposits and mineral resources, and the application of geological science in minerals exploration and mining;
- B. To disseminate basic and applied scientific information concerning the application of geological sciences in mineral exploration and mining;
- C. To advance the status of the profession of economic geology, and to maintain a high professional and ethical standard among members of the profession.
- D. To publish and distribute journals, monographs, books, newsletters and other publications in economic geology and related fields;
- E. To organize, sponsor and support technical conferences, symposia, lectures, field trips, short courses, and continuing education programs in economic geology and related fields;
- F. To recognize outstanding contributions to economic geology through the presentation of honors, medals and awards;
- G. To advise and assist educational institutions in the development of instructive programs, curricula and educational courses in economic geology and related fields; and
- H. To associate and cooperate with nonprofit societies and other organizations in the fields of geology, minerals exploration and mining.

The foregoing purposes and powers of the Corporation shall be subject to the following limitations:

- 1. No part of the income or the net earnings of the Corporation shall inure to the benefit of or be distributed to any member, council member or officer of the Corporation, or to any other private individual (except that reasonable compensation may be paid for services rendered, and reimbursement may be made for expenses incurred, to or for the Corporation affecting one or more of its authorized purposes). No member, council member or officer, or any other private individual, shall be entitled

to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in Section 501(h) of the Code. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

3. No part of the assets of the Corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is exempt from taxation pursuant to Section 501(c)(3) of the Code.

5. Notwithstanding any other provision of these Articles of Incorporation, during any period of time that the Corporation is a private foundation as defined in Section 509 of the Code, the Corporation shall distribute such amounts for each taxable year at such time and in such manner so as not to become subject to tax under Section 4942 of the Code; and the Corporation shall be prohibited from (a) engaging in any act of self-dealing as defined in Section 4941(d) of the Code, (b) retaining any excess business holdings in violation of the provisions of Section 4943(c) of the Code, (c) making any investments which would subject the Corporation to any tax imposed by Section 4944 of the Code, and (d) making any taxable expenditure as defined in Section 4945(d) of the Code.

6. Upon the dissolution of the Corporation or the winding up of its affairs, the council shall, after paying or making provisions for the payment of all of the debts of the Corporation, distribute the remaining assets of the Corporation in such manner, and to such other organizations having similar purposes which at that time qualify as exempt under Section 501(c)(3) of the Code, as the council shall determine. Any such assets not so disposed of shall be turned over to the district court for the county in which the principal office of the Corporation is then located for distribution to such organizations having similar purposes which at that time qualify as exempt organizations under Section 501(c)(3) of the Code, as the court shall determine.

ARTICLE IV. MEMBERS

The Corporation shall have two classes of voting members. The manner of appointment and election of the two classes of members of the Corporation, and their respective qualifications, voting rights, privileges and limitations, shall be as provided in the bylaws of the Corporation.

ARTICLE V. COUNCIL MEMBERS

The property, affairs and business of the Corporation shall be managed and conducted by a board of directors. The board of directors of the Corporation will be known as the "council," and its directors will be known as "council members." Subject only to the limitations contained in these Articles of Incorporation or in the bylaws of the Corporation, the council shall have and shall exercise all of the powers of the Corporation.

ARTICLE VI. ELIMINATION OF CERTAIN LIABILITIES OF COUNCIL MEMBERS

There shall be no personal liability, either direct or indirect, of any council member to the Corporation or its members for monetary damages for any breach or breaches of fiduciary duty as a council member; provided, however, that this provision shall not eliminate the liability of a council member for any breach, act, omission or transaction for which the Act expressly prohibits the elimination of liability of a director. This provision is included within these original Articles of Incorporation and is therefore effective as of the date of incorporation of the Corporation. This provision shall not restrict or limit the rights of council members for indemnification or other assistance from the Corporation. This provision shall not restrict or otherwise diminish any of the provisions of C.R.S. Section 13-21-115.7, any amendment or successor provision to that Section, or any other law which limits or eliminates liability. Any repeal or modification of either this Article or the provision of the Act which permits the elimination of liability by this Article shall not adversely affect any elimination of liability, right or other protection of a council member with respect to any breach, act, omission or transaction occurring prior to the time of such repeal or modification.

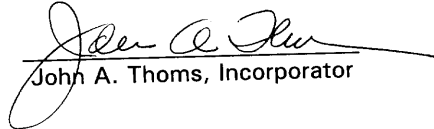
ARTICLE VII. REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation is John A. Thoms, and the street address of its initial registered office is 5808 South Rapp Street, Suite 209, Littleton, Colorado 80120. The written consent of the initial registered agent has been attached to and accompanies these Articles of Incorporation.

ARTICLE VIII. INCORPORATOR

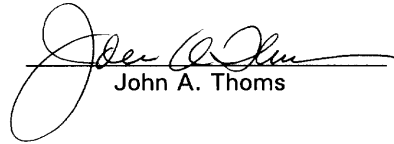
The incorporator of the Corporation is John A. Thoms, a person over the age of eighteen years old, whose address is 5808 South Rapp Street, Suite 209, Littleton, Colorado 80120.

Executed in duplicate originals this 11th day of January, ~~1999~~²⁰⁰⁰.


John A. Thoms, Incorporator

CONSENT OF REGISTERED AGENT

The undersigned initial registered agent of SEG NEWCO, INC. hereby confirms the address of the registered office and consents to his appointment as the initial registered agent under Article VII of these Articles of Incorporation and pursuant to Section 7-122-102(1)(f) of the Colorado Revised Nonprofit Corporation Act.


John A. Thoms

