

RESOLUTION OF THE BOARD OF DIRECTORS OF
PARK WATER COMPANY

Resolution 11/05 –1

WHEREAS, the Board of Directors of Park Water Company (“the Board”) met at a duly called meeting held on the 17 day of November, 2005; and

WHEREAS, the Board has received advice of counsel regarding changes in the Colorado Revised Nonprofit Incorporation Act regarding indemnification of directors of nonprofit corporations, has discussed the same, and has determined that it is in the best interest of PWC to amend its Articles of Incorporation to include indemnification provisions.

NOW, THEREFORE, BE IT RESOLVED by the PWC Board that the Articles of Incorporation of Park Water Company shall be amended by the addition of a new Article IX which reads as follows:

**ARTICLE IX
INDEMNIFICATION AND LIMITATION
ON DIRECTOR LIABILITY**

A. Indemnification; Generally. The Corporation may indemnify its directors, officers, employees, agents, and fiduciaries for liabilities incurred by such directors, officers, employees, agents, or fiduciaries in their capacity as such to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act.

B. Limitation on Director Liability for Monetary Damages. As authorized by C.R.S. § 7-128-402, a director shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit the liability of a director to the Corporation for:

1. Any breach of the director’s duty of loyalty to the Corporation;
2. Acts for omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Voting for or assenting to unlawful distributions of income or profits by the Corporation to its directors and officers as prohibited by C.R.S. §§ 7-128-403 and 7-133-101 as the same may be hereafter amended; and
4. Any transaction from which the director, directly or indirectly, derived an improper personal benefit.

The foregoing limitation on personal liability for monetary damages shall apply to acts or omissions occurring since the date of incorporation of this Corporation. If the Colorado Revised

Nonprofit Corporation Act is hereafter amended to authorize the further elimination of limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act as so amended. Any repeal or modification of this Article IX shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

FURTHER, the following individual is authorized to cause Articles of Amendment to be filed with the Secretary of State: Kathy Fisher, Toussaint, Nemer & Coaty, P.C., 3081 Bergen Peak Drive, Suite 210, Evergreen, Colorado 80439.

Park Water Company Board of Directors

By: _____

Board President

Attest: _____

Board Secretary

