

**ARTICLES OF INCORPORATION
OF
LARAMIE CHAMBER BUSINESS ALLIANCE**

February 20, 2014

The undersigned persons, as incorporators of a corporation under the Wyoming Nonprofit Corporation Act, sign and acknowledge the following Articles of Incorporation for such Corporation:

ARTICLE I

The Name of the Corporation is:
LARAMIE CHAMBER BUSINESS ALLIANCE

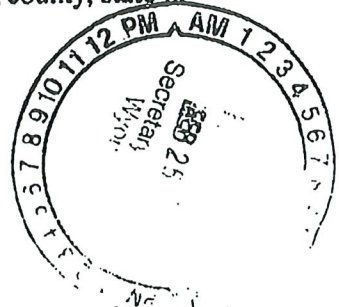
ARTICLE II

The period of duration of the Corporation shall be perpetual. The Corporation is a public benefit corporation.

ARTICLE III

The purposes of which the Corporation is formed are as follows:

1. The Corporation shall be formed and organized to foster a pro-business environment within the City of Laramie and Albany County in which entrepreneurs and business owners can more easily start or expand existing businesses, thus creating jobs within our community and expanding the local tax base.
2. The Corporation shall receive and maintain a fund or funds and apply the principal and income thereof to such purposes as will, in the absolute and uncontrolled discretion of the Directors of the Corporation, most effectively assist, encourage and advance the purposes of this Corporation;
3. The Corporation shall make, enter into and perform contracts of every kind and description, which are necessary, advisable, desirable or expedient in carrying out the purposes of the Corporation, with any person, firm, association, corporation, municipality, body politic, county, state or government.



4. The Corporation shall have and maintain one or more offices, and to conduct and carry on any of its business in any city, county, state, territory, district or possession of the United States; and

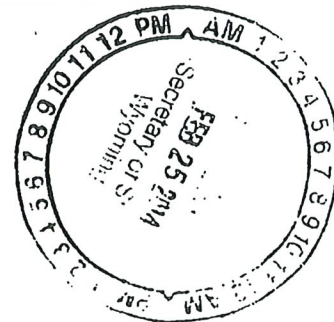
5. Generally the Corporation shall carry on any business not contrary to the laws of the State of Wyoming relating to non-profit corporations, and exercise all the powers now or hereafter conferred upon or permitted to such corporations, and to do any or all of the things herein before specified to the same extent as natural persons could do, as principal, director, agent or otherwise and either alone or in association with others; provided, always, that no business shall be carried on and no powers shall be conferred upon or exercised by the Corporation unless the same shall be such as is defined in the purposes herein before specified; and further provided that, notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activity not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Revenue Law, or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE V

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for the same purposes as set forth in Article III above as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine.



ARTICLE VI

The Corporation will have members and shall have non-voting and voting classes of members. The characteristics, qualifications, rights, limitations and numbers of votes attaching to the classes of members shall be set forth in the Bylaws.

ARTICLE VII

The affairs of the Corporation shall be managed and conducted by a Board of Directors which originally shall be appointed by the President of the Laramie Area Chamber of Commerce and the President of the Laramie Economic Development Corporation. After the initial Board of Directors is appointed, the Board of Directors shall appoint its own successors. The number of directors, their qualifications, powers and duties, the manner of their election and replacement, and their terms of office shall be provided in the Bylaws.

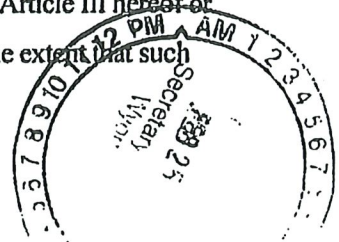
The number of directors constituting the initial Board of Directors of the Corporation is nine directors with eight (8) appointed directors and one (1) director who shall be the CEO/President of the Corporation and otherwise as provided in the Bylaws of the Corporation.

The names and addresses of the persons who are to serve as the initial directors are:

David Coffey	902 S. 3 rd Street, Laramie, Wyoming 82070
Ray McElwee	1050 N. 3 rd Street, Suite A, Laramie, Wyoming 82072
Nancy Stutzman	3908 E. Grand Avenue, Laramie, Wyoming 82070
Todd Pearson	409 E. Bradley Streets, Suite B, Laramie, Wyoming 82070
Chad Witte	3430 E. Grand Avenue, Laramie, Wyoming 82070
Tyler Valentine	365 N. 3rd Streets, Laramie, Wyoming 82072
Amy Shoales	2710 E. Harney Street, Suite 100, Laramie, Wyoming 82070
Martin Axlund	4373 N. 3 rd Street, Laramie, Wyoming 82072
Daniel Furphy	800 S. 3 rd Street, Laramie, Wyoming 82070

ARTICLE VIII

The Board of Directors, in addition to its other powers, shall have power to adopt, alter, amend or repeal the Bylaws of the Corporation, and to alter, amend or repeal these Articles of Incorporation by a vote of a majority of the Directors in office; provided that these Articles of Incorporation shall not be amended so as to alter or vary the Corporation's objects and purposes as set forth in Article III hereof or so as to alter or vary the limitations set forth in Articles IV and V hereof except to the extent that such alternation or variation shall be permitted by the Internal Revenue Code.



ARTICLE IX

The Corporation shall indemnify any director, officer, employee, or agent and any former director, officer, employee or agent of the Corporation against liability and expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which s/he is made a party by reason of being or having been such director, officer, employee or agent of the Corporation to the full extent provided by law. The Corporation's Bylaws may authorize broader indemnity than required by law for its directors, officers, employees and agents.

ARTICLE X

The address of the initial registered office of the Corporation is 800 South Third Street, Laramie, Wyoming, 82070 and the name of its initial registered agent at such address is Daniel Furphy. The Corporation may change or modify its current registered office or current registered agent from time to time to the full extent provided by law.

ARTICLE XI

The principal office and mailing address of the Corporation shall be located at 800 South Third Street, Laramie, Wyoming, 82070. The Corporation may change or modify its principal office from time to time to the full extent provided by law.

ARTICLE XII

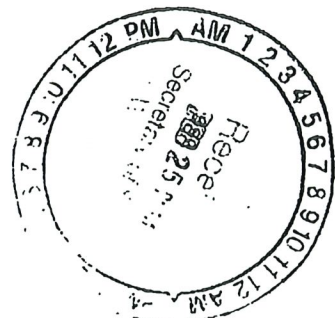
The names and addresses of the original incorporators are:

David Coffey	902 S. 3 rd Street, Laramie, Wyoming 82070
Chad Witte	3430 E. Grand Avenue, Laramie, Wyoming 82070
Megan Overmann Goetz	501 Garfield, Laramie, Wyoming 82070

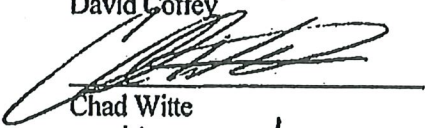
ARTICLE XIII

No member of the Board of Directors shall be individually liable for any actions, inactions, or omissions by this corporation.

EXECUTED this _____ day of _____, 2014.




David Coffey


Chad Witte


Megan Overmann Goetz

STATE OF WYOMING)
)ss.
COUNTY OF ALBANY)

The foregoing instrument was acknowledged before me by David Coffey, Chad Witte and Megan Overmann Goetz this 20th day of February, 2014.

Witness my hand and official seal

Notary Public



My commission expires: 12-17-16

