

**Articles of Incorporation  
of  
Climbing Wall Association, Inc.  
A Non-Profit Corporation**

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, the undersigned incorporators hereby adopt the following Articles of Incorporation:

**Article 1 – Name**

The name of this corporation is Climbing Wall Association, Inc.

**Article 2 – Offices**

The principal office addresses of the corporation are:

**Street Address**

1460 Lee Hill Rd. Unit 7  
Boulder, CO 80304-0870  
USA

**Mailing Address**

1460 Lee Hill Rd. Unit 2  
Boulder, CO 80304-0870  
USA

**Article 3 – Registered Agent**

The name and address of the initial registered agent of this corporation is: William Johannes Zimmermann

**Street Address**

1460 Lee Hill Rd. Unit 7  
Boulder, CO 80304-0870  
USA

**Mailing Address**

1460 Lee Hill Rd. Unit 2  
Boulder, CO 80304-0870  
USA

**Article 4 – Non-Profit Purposes**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code. Amounts in excess of income may be distributed for those same purposes, at the sole discretion of the board of directors.

The corporation shall be a non-profit corporation under Article 121, *et seq*, of the Colorado Revised Nonprofit Corporation Act.

The specific purposes of this corporation shall be to form a business association of designers and builders of manufactured rock climbing walls, manufacturers of climbing wall equipment, commercial operators of manufactured rock climbing walls, and others involved in the recreational rock climbing wall industry and to provide services, standards, risk management resources and support to organizations involved in the recreational rock climbing wall industry.

### **Article 5 – Membership**

The corporation shall have no voting members.

### **Article 6 – Distribution of Assets**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

### **Article 7 – Board of Directors**

The number of initial directors of this corporation shall be six and the names and addresses of the initial directors are as follows:

Richard Johnston, Chair  
Vertical World  
1319 Dexter Ave. North, Ste. 350  
Seattle, WA 98109

Richard Cook  
975 Gillaspie Dr.  
Boulder, CO 80305

Robert Richards  
6525 Gunpark Drive, Suite 370  
Boulder, CO 80301

Mark Crowther  
Skram Media, LLC  
20 Jay Street #M05  
Brooklyn, NY 11201

Robert Angell  
Angell Law Offices, LLC  
167 South State St., Suite 190  
Westerville, OH 43081-2282

Nate Postma  
Nicros Inc.  
845 Phalen Blvd.  
St. Paul, MN 55106

## Article 8 – Officers

The officers of this corporation, including names and addresses, are as follows:

William Zimmermann, President and Secretary  
1460 Lee Hill Rd. Unit 2  
Boulder, CO 80304-0870

Richard Johnston, Vice President  
Vertical World  
1319 Dexter Ave. North, Ste. 350  
Seattle, WA 98109

Robert Richards, Treasurer  
6525 Gunpark Drive, Suite 370  
Boulder, CO 80301

## Article 9 – Incorporators

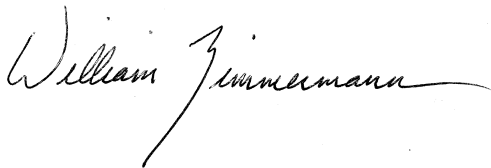
The name and address of the incorporator of this corporation is:

William Zimmermann, President  
1460 Lee Hill Rd. Unit 2  
Boulder, CO 80304-0870  
USA

The true name and address of the individual causing this document to be delivered for filing is:

Catherine MacRae, CPA  
MacRae Accounting, P.C.  
P.O. Box 4323  
Boulder, CO 80306  
USA

The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true. Dated the 10<sup>th</sup> day of June, 2010.



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William Zimmermann, President