

ARTICLES OF INCORPORATION

OF

UNAVCO, INC.

NONPROFIT

(A Colorado Nonprofit Corporation)

The undersigned incorporator (and if a natural person at least 18 years of age or older), hereby establishes a nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act, as amended and adopts the following Articles of Incorporation:

Article I
Corporate Name

The name of the Corporation is UNAVCO, Inc.

FILED - CUSTOMER COPY
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

Article II
Period of Duration

The duration of the Corporation shall be perpetual.

20011083554 C
\$ ~~50.00~~ 100.00
SECRETARY OF STATE
04-24-2001 10:20:00

Article III
Principal Office, Registered Office and Registered Agent

The initial principal office for the business of the Corporation shall be located at 3340 Mitchell Lane, Boulder, Colorado 80301. The address of the initial registered office of the Corporation is 3340 Mitchell Lane, Boulder, Colorado 80301, and the name of the registered agent at such address is Wayne S. Shiver.

Article IV
Mission, Objects and Purposes

The Corporation is organized and shall be operated exclusively for scientific and educational purposes within the meaning of and pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended) (hereinafter the "Code") or under the corresponding provision of any future United States Internal Revenue law, including for such purposes, but not limited to: (i) to support, promote, and engage in scholarly research, projects and programs involving the application of the Global Positioning System to Earth science and other related fields of study, and (ii) in furtherance of such purposes, conduct any lawful activity.

Article V
Restrictions on Powers

Notwithstanding any other provision of these Articles, the powers of the Corporation are restricted as follows:

a) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or (ii) by an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Code.

b) No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that in the opinion of the Corporation may cause the Corporation to lose its federal income tax exemption.

Article VI
Membership

The Corporation shall have voting members whose rights and privileges are set forth in the Bylaws of the Corporation. No cumulative voting is permitted.

Article XII
Board of Directors

The corporate powers and management of the Corporation shall be vested in and exercised by a Board of Directors. The Board of Directors shall be composed of seven directors, appointed in the manner set forth in the Bylaws. The names and addresses of the initial directors are:

1. Dr. Geoffrey Blewitt, Chair
Nevada Bureau of Mines and Geology
and Seismological Laboratory
University of Nevada, M.S. 178
Mackay School of Mines
Reno, NV 89557-0088
2. Dr. Roland Burgmann, Vice-Chair
Department of Geology and Geophysics
University of California, Berkeley
385 McCone Hall
Berkeley, CA 94720-4767
3. Dr. William Holt
Department of Geosciences
Earth and Space Sciences Building
Room 255
SUNY at Stony Brook
Stony Brook, NY 11794-2100

4. Dr. Meghan Miller
Department of Geology – NW
Central Washington University
400 E. 8th Avenue
Ellensburg, WA 98926-7418
5. Dr. Paul Segall
Department of Geophysics
Stanford University
Mitchell Building
397 Panama Mall
Stanford, CA 94305
6. Dr. Kenneth Hudnut (At-Large)
U.S. Geological Survey
525 South Wilson Avenue
Pasadena, CA 91106-3212
7. Dr. Wayne Thatcher (At-Large)
US Geological Survey
345 Middlefield Road, MS 977
GSA Building 2, Room 2264
Menlo Park, CA 94025

Article XIII
Officers

The Corporation shall have such officers as may from time to time be prescribed by the Bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the Bylaws then in effect.

Article IX
Private Inurement

No part of the income, principal or net earnings of the Corporation shall inure to the benefit of, or be distributed to, any member, director, or officer of the Corporation or any other private individual (except that reimbursement for expenditures and the payment of reasonable compensation for services rendered may be made pursuant to authorization from the Board of Directors).

Article X
Political Activities

No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article XI
Private Foundation Status

Notwithstanding any other provision of these Articles, if at any time or times the Corporation is a "private foundation" within the meaning of Section 509(c)(3) of the Code, then during such time or times:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;

(b) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;

(c) The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code;

(d) The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and

(e) The Corporation shall not make any taxable expenditures as defined in Section 4045(d) of the Code.

The private property of the members, officers and directors of the Corporation shall not be subject to payment of corporate debts to any extent whatever.

Article XII
Nondiscriminatory Policy

The Corporation shall make its services, facilities, and programs available to all persons regardless of race, color, creed, national origin, sex, sexual orientation or handicap, and the Corporation shall not in any way discriminate against any person on the basis of race, color, creed, national origin, sex, sexual orientation or handicap.

Article XIII
Dissolution

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets, in kind in undivided shares, exclusively to or for the benefit of the Members of the Corporation which then qualify under Section 501(c)(3) of the Code, pro rata, or if none of the Members so qualify, to such other organization or organizations as shall at the time qualify under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court for the County of Boulder, Colorado, exclusively for such exempt purposes or to such organization or organizations which are organized-and operated exclusively for such exempt purposes, as such Court shall determine.

Article XIV
Liability of Directors

No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following: (i) any breach of the director's duty of loyalty to the Corporation or its Members; (ii) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) the director's assent to or participation in a loan by the Corporation to any director or officer of the Corporation; (iv) the director's assent to a distribution made in violation of C.R.S. Section 7-133-101 (as it may be amended from time to time) and (v) any transaction in which the director received improper personal benefit. Nothing herein will be construed to deprive any director of the right to all defense ordinarily available to a director nor will anything herein be construed to deprive any director of any right for contribution from any other director or other person.

Any repeal or modification of this Article 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.

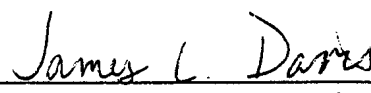
Article XVI
Indemnification

The Corporation may indemnify its directors, officers, employees and agents as permitted by law and the Bylaws of the Corporation.

Article XVII
Amendments to Articles of Incorporation

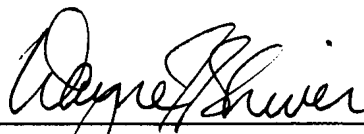
Any amendment to these Articles may be proposed by the Board of Directors, except that no amendment shall be made which would change the nature of the activities to be carried on which would not be permitted by an organization exempt from federal income taxation under Section 501(c)(3) of the Code. Such amendments shall be recommended to the members by a resolution adopted by the Board of Directors and is approved by a majority of all members entitled to vote on such amendment unless a greater vote is required by law. The effectiveness of such proposed amendment may be conditioned on any basis.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this day of 18 April, 2001.



Incorporator : James L. Davis
Address: 3340 Mitchell Lane
Boulder, CO 80301

The undersigned consents to appointment as the Registered Agent for the Corporation.



Wayne S. Shiver
Registered Agent