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Amended and Restated Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-130-106 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

ID number: 19871766259

1. Entity name: NORTH AMERICAN RIDING FOR THE HANDICAPPED ASSOCIATION, INC.
(If changing the name of the corporation, indicate name BEFORE the name change)

2. New Entity name: Professional Association of Therapeutic Horsemanship International
 (if applicable)

3. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

- "bank" or "trust" or any derivative thereof
- "credit union" "savings and loan"
- "insurance", "casualty", "mutual", or "surety"

4. If the corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires: _____
(mm/dd/yyyy)

OR

If the corporation's period of duration as amended is perpetual, mark this box:

5. The amended and restated constituent filed document is attached.

6. The amendment to the articles of incorporation was in the manner indicated below:
 (make the applicable selection)

- The amendment and restatement was adopted by the board of directors or incorporators without member action and member action was not required.
- The amendment and restatement 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 that voting group.

(If the amended and restated articles of incorporation include amendments adopted on a different date or in a different manner, mark this box and include an attachment stating the date and manner of adoption.)

7. (Optional) Delayed effective date: _____
(mm/dd/yyyy)

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

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Walters	William	Ellsworth	III
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i>	<i>(Suffix)</i>
<i>(Street name and number or Post Office Box number)</i>			
2401 15th Street, Suite 300			
Denver	CO	80202	
<i>(City)</i>	<i>(State)</i>	<i>(Postal/Zip Code)</i>	
	United States		
<i>(Province – if applicable)</i>	<i>(Country – if not US)</i>		

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**PROFESSIONAL ASSOCIATION OF THERAPEUTIC HORSEMANSHIP
INTERNATIONAL**

A Nonprofit Corporation

Pursuant to Colorado Revised Statutes, these Articles of Incorporation are delivered to the Colorado Secretary of State for filing:

Article I
Name

The entity name of the Corporation is Professional Association of Therapeutic Horsemanship International (PATH International).

Article II
Period of Duration

This Corporation shall exist in perpetuity, from the date of filing of these Articles of Incorporation with the Secretary of State for the State of Colorado, unless dissolved according to law.

Article III
Objects and Purposes

This Corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and in this connection, subject to the restrictions set forth below, the objects and purposes of the Corporation and the nature of the business to be carried on by it is to promote equine-assisted activities and therapies (EAAT) and maintain standards for individuals with special needs. Centers and instructors offer numerous therapeutic equine-related activities, including therapeutic riding, hippotherapy, equine-facilitated mental health and learning, driving, interactive vaulting, competition, ground work and stable management.

Through certification and accreditation programs, plus a wide variety of education offerings that include an international annual conference, the association helps members start and maintain successful EAAT programs for individuals with special needs engaging in all lawful activities that further or are consistent with the preceding objects and purposes of the Corporation.

Article IV
Powers

In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado.

Article V
Restrictions on Powers

Notwithstanding any other provision of these Articles of Incorporation, 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 [1] by an organization exempt from federal income taxation under Section 501(c) (3) of the Internal Revenue Code or [2] by an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Internal Revenue Code.

[b] No part of the net earnings of the Corporation shall inure to the benefit of any trustee or officer of the Corporation or any other private individual whatsoever (except that reasonable compensation may be paid for, and reimbursement may be made for reasonable expenses incurred in connection with, services rendered to or for the Corporation affecting one or more of its objects and purposes and except that payments may be made to a private individual other than a trustee or officer of the Corporation in furtherance of the objects and purposes set forth in Article III) , and no trustee or officer of the Corporation or any other private individual whatsoever shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

[c] 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 VI
Prohibited Acts

Notwithstanding any other provision of these Articles of Incorporation, if this Corporation at any time is a private foundation as defined in Section 509 of the Internal Revenue Code, the following provisions shall apply:

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

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

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

[d] The Corporation shall not make any investments in such a manner as to subject the Corporation to the tax imposed under Section 4944 of the Internal Revenue Code; and

[e] The Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code.

Article VII
Membership

The Corporation shall have Voting Members with the rights and privileges set forth in the Bylaws of the Corporation.

Article VIII
Board of Trustees

The affairs and management of the Corporation shall be under the control of a Board of Trustees as set forth in the Bylaws of the Corporation.

Article IX
Liability of Trustees

No trustee shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a trustee, except that no trustee's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following:

[a] Any breach of the trustee's duty of loyalty to the Corporation;

[b] Any acts or omissions of the trustee not in good faith or that involve intentional misconduct or a knowing violation of law;

[c] The trustee's assent to or participation in a loan by the Corporation to any trustee or officer of the Corporation;

[d] Any transaction in which the trustee received improper personal benefit.

Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection of a trustee of the Corporation existing at the time of such repeal or modification.

Article X
Bylaws

The Board of Trustees shall have the power to adopt such bylaws as it may deem proper for the management of the affairs of the Corporation subject to the rights of the Voting Members.

Article XI
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 XII
Principal Office, Registered office and Registered Agent

The street address of the principal office of the corporation is 7475 Dakin Street, #600, Denver, CO 80221 and the mailing address is PO Box 33150 Denver, Colorado 80233. The name and street address of the registered agent of the Corporation for service of process on the nonprofit corporation is Carolyn M. Malcheski, 7475 Dakin Street, #600, Denver, CO 80221 and the mailing address is PO Box 33150 Denver, Colorado 80233.

Article XIII
Nondiscriminatory Policy

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

Article XIV
Change in Articles of Incorporation

The Voting Members of this Corporation shall have the right, upon the vote of two-thirds of the votes cast, to dissolve the Corporation or to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or subsequently prescribed by statute, except that no such amendment, alteration, change, or repeal shall be made which shall:

[a] Amend, alter, change, or repeal the restrictions set forth in Articles V and VI unless the Internal Revenue Code changes so that so amending, altering, changing, or

repealing such restrictions would not disqualify the Corporation for federal income tax exemption under Sections 501(c) (3) of the Internal Revenue Code or as an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Internal Revenue Code.

[b] Operate to permit the use, application, or disbursement of any of the principal or income of all or any part of the corporate property for any purpose other than those expressly provided for in these Articles of Incorporation, or other than exclusively for charitable or educational purposes.

[c] Operate to permit the principal or income of any bequest, devise, grant, or gift to this Corporation to be used contrary to the conditions, limitations, or restrictions contained in any such bequest, devise, grant, or gift.

Article XV
Dissolution

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Trustees 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 exclusively to or for the benefit of such organization or organizations as shall at the time qualify under Section 501 (c) (3) of the Internal Revenue Code, as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the District Court for the City and County of Denver, 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 XVI
Internal Revenue Code

All references to the Internal Revenue Code shall be deemed to mean the Internal Revenue Code of 1986, as it presently is constituted, as it may be amended, or any successor statute of similar purpose.

The (a) name and (b) mailing address of the individual who causes this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, is: William E. Walters, Esq., 1441 18th Street, Suite 300, Denver, CO 80202.

Approved by the Voting Members on November 12, 2011