ARTICLES OF INCORPORATION
FOR
ONE EARTH FUTURE FOUNDATION, INC.
(A COLORADO NONPROFIT CORPORATION)

ARTICLE I
CORPORATE NAME

The name of the corporation is: One Earth Future Foundation, Inc. (herein referred to as "The Foundation")

The Date of Incorporation shall be December 27, 2007.

ARTICLE II
PURPOSE

The Foundation is formed exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, §7-122-101 of the Colorado Revised Statutes, or the corresponding section of any future federal and state laws.

ARTICLE III
PRINCIPAL OFFICE

The Principal office shall be located at: 2400 Industrial Lane, Suite 2100
Broomfield Colorado, 80020

ARTICLE IV
REGISTERED AGENT

The Registered Agent shall be:

Jason Esplin
c/o Colorado & Santa Fe Land Company
2400 Industrial Lane, Suite 2100
Broomfield, CO 80020

ARTICLE V
DURATION

The corporation shall have perpetual existence.
ARTICLE VI
INCORPORATOR

The name and address of the incorporator is:

Marcel J.C. Arsenault
c/o Colorado & Santa Fe Land Company
2400 Industrial Lane, Suite 2100
Broomfield, CO 80020

ARTICLE VII
MEMBERS.

The Foundation shall have one or more Members to be selected in accordance with the Bylaws. All Members shall be entitled to elect directors and to conduct all other business as may be brought before the Members at an annual or special meeting, notice of which shall be given as directed in the Bylaws.

ARTICLE VIII
BOARD OF DIRECTORS

The control and management of the affairs of the Foundation and of the disposition of its funds and property shall be vested in a Board of Directors. The number of directors, the term of office and the manner of selection and election shall be determined according to the Bylaws. Three directors shall constitute the initial Board of Directors. The names and addresses of the persons who are to serve as the initial directors, are:

MARCEL J.C. ARSENAULT
c/o Colorado & Santa Fe Land Company
2400 Industrial Lane, Suite 2100
Broomfield, CO 80020

CYNDA COLLINS ARSENAULT
c/o Colorado & Santa Fe Land Company
2400 Industrial Lane, Suite 2100
Broomfield, CO 80020

JOHN F.C. ARSENAULT
c/o Colorado & Santa Fe Land Company
2400 Industrial Lane, Suite 2100
Broomfield, CO 80020
ARTICLE IX
OFFICERS

The officers of the Foundation shall include a President, Vice President, Treasurer and Secretary, all of whom shall be appointed by the Board of Directors according to the Bylaws.

ARTICLE X
POWERS

The Foundation shall have and exercise all the powers available to a non-profit corporation organized under the laws of the State of Colorado, including, but not limited to: accepting and receiving donations, grants, bequests and contributions of any kind; purchasing, leasing, transferring and expending the assets of the Foundation which the Board of Directors may deem advisable or in any manner not inconsistent with the purposes set forth herein.

ARTICLE XI
RESTRICTIONS

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Foundation 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 herein. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence specific legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any specific political campaign on behalf of or in opposition to any specific candidate for public office. Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Foundation: (a) Shall distribute such amounts for each taxable year at such time and in such manner as not to subject the nonprofit corporation to tax under section 4942 of the internal revenue code; (b) Shall not engage in any act of self-dealing as defined in section 4941 (d) of the internal revenue code; (c) Shall not retain any excess business holdings as defined in section 4943 (c) of the internal revenue code; (d) Shall not make any investments that would subject the nonprofit corporation to taxation under section 4944 of the internal revenue code; (e) Shall not make any taxable expenditures as defined in section 4945 (d) of the internal revenue code.
ARTICLE XII
BYLAWS

The Bylaws of the Foundation shall be adopted by the Board of Directors at its initial meeting. Such Board shall have power to alter, amend or repeal the Bylaws, subject to the provisions of Article XVI. Such Bylaws may contain any provision for the regulation or management of the affairs of the Foundation which is not inconsistent with the law or the Articles of Incorporation, as the same may from time to time be amended.

ARTICLE XIII
INDEMNIFICATION

The Foundation shall, to the full extent permitted by law, indemnify directors, officers, members, employees, fiduciaries, or agents of the Foundation against any action brought against them by reason of their relationship to the Foundation. The right of indemnification shall inure to the benefit of their heirs, executors, administrators and personal representatives of the director or officer. The foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled.

ARTICLE XIV
DISTRIBUTIONS

No member, director, officer, or employee of or member of a committee of or person connected with the Foundation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Foundation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Foundation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the Foundation's assets upon the dissolution of the Foundation.

ARTICLE XV
DISSOLUTION

Upon the dissolution of the corporation, whether voluntary or involuntary, the assets, after all debts have been satisfied, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and
operated exclusively for such purposes.

ARTICLE XVI
AMENDMENT

The directors reserve the right from time to time to amend, alter, change or repeal these Articles of Incorporation by a majority vote of the directors, at a meeting called for such purpose, provided however, that any change to the Articles of Incorporation or Bylaws must first receive the prior written approval of Marcel J.C. Arsenault or his designated successor, pursuant to C.R.S. 7-130-301.

IN WITNESS WHEREOF, I have made, subscribed, and acknowledged this Certificate of Incorporation on this ___ day of December, 2007.

[Signature]

Marcel J.C. Arsenault

STATE OF Colorado ss.
COUNTY OF Boulder ss.

I, Diane G. Gentry, a Notary Public in and for said County and State aforesaid, do hereby certify that Marcel J.C. Arsenault, who is to me personally known to be the person whose name is subscribed to and who executed the annexed and foregoing Articles of Incorporation, appeared before me this day in person and for himself acknowledged that he has signed, sealed, and delivered the said instrument of writing as his free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and notarial seal this 12th day of December, 2007.

[Seal]

Notary Public

My commission expires: 8 - 2 - 2011

DIANE G. GENTRY
NOTARY PUBLIC
STATE OF COLORADO
My Commission Expires 08/02/2011