

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM375262

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2015
RESUBMIT DOCUMENT ID:	900355376

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Industrial Relations Council of Utah		10/01/2015	CORPORATION: UTAH

RECEIVING PARTY DATA

Name:	Mountain States Employers Council, Inc.
Street Address:	1799 Pennsylvania Street
City:	Denver
State/Country:	COLORADO
Postal Code:	80203
Entity Type:	CORPORATION: COLORADO

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	86750513	EMPLOYERS COUNCIL

CORRESPONDENCE DATA

Fax Number: 3032927799

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 3032927882

Email: neil.arney@kutakrock.com

Correspondent Name: Neil L. Arney

Address Line 1: 1801 California Street

Address Line 2: Suite 3000

Address Line 4: Denver, COLORADO 80202

ATTORNEY DOCKET NUMBER:	514402-46
NAME OF SUBMITTER:	Neil L. Arney
SIGNATURE:	/Neil L. Arney/
DATE SIGNED:	03/02/2016

Total Attachments: 20

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MERGER

RECEIVED
OCT 01 2015

Utah Div. of Corp. & Comm. Code

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ARTICLES OF MERGER
OF

INDUSTRIAL RELATIONS COUNCIL OF UTAH,
a Utah nonprofit corporation,

WITH AND INTO

MOUNTAIN STATES EMPLOYERS COUNCIL, INC.,
a Colorado nonprofit corporation

561240-0140
merged into
9451172-0141

Pursuant to the provisions of §16-6a-1103 of the Utah Revised Nonprofit Corporation Act (the "Act"), Mountain States Employers Council, Inc., a Colorado nonprofit corporation (the "Surviving Entity") (Colorado Entity # 19871110119), as the surviving nonprofit corporation in a merger (the "Merger"), between Industrial Relations Council of Utah, a Utah nonprofit corporation ("Non-Surviving Entity") (Utah Entity # 561240-0140), with and into Surviving Entity, hereby submits the following Articles of Merger:

Article I

The Plan of Merger, containing such information as required by §16-6a-1101 of the Act, is set forth in Exhibit A hereto and incorporated herein by this reference. Pursuant to these Articles and the Plan of Merger, the Surviving Entity will be the surviving corporation in the Merger.

Article II

Shareholder or member approval was not required of any party to the Merger. The Plan of Merger was approved by a sufficient vote of (i) of the Board of Trustees of Non-Surviving Entity on August 4, 2015 and (ii) the Board of Directors of the Surviving Entity on August 20, 2015.

Article III

The Merger shall be effective upon the filing and acceptance of these Articles of Merger with the Utah Division of Corporations and Commercial Code.

[Signature page follows]

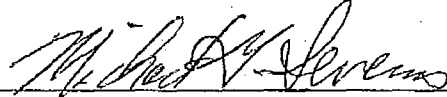
CLASS: 10/01/2015
Receipt Number: 0174077
Amount Paid: \$37.00

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
hereby certified that the foregoing has been filed
and approved on this 1st day of Oct, 2015
in the office of this Division and hereby issued
This Certificate thereof.

Signature: [Signature] Date: 10/2/15
Kathy Berg
Division Director

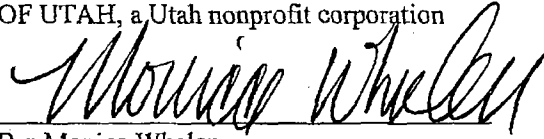
IN WITNESS WHEREOF, each of the undersigned executes these Articles of Merger and verifies, subject to penalties of perjury, that the statements contained herein are true, on this 1st day of October, 2015.

MOUNTAIN STATES EMPLOYERS
COUNCIL, INC., a Colorado nonprofit
corporation



By: Michael Seaverns
Title: President & CEO

INDUSTRIAL RELATIONS COUNCIL
OF UTAH, a Utah nonprofit corporation



By: Monica Whalen
Title: President & CEO

Exhibit A

PLAN OF MERGER

Pursuant to the provisions of the Utah Revised Nonprofit Corporation Act (the "*Act*"), Industrial Relations Council of Utah, a Utah nonprofit corporation ("*Non-Surviving Entity* ") (Utah Entity # 561240-0140), and Mountain States Employers Council, Inc., a Colorado nonprofit corporation (the "*Surviving Entity*") (Colorado Entity # 19871110119), hereby adopt this Plan of Merger. Unless otherwise defined, any capitalized terms used herein shall be as defined in that certain Agreement and Plan of Merger, dated as of September 13, 2013, by and between Non-Surviving Entity and the Surviving Entity (the "*Merger Agreement*").

1. Pursuant to this Plan of Merger and the Merger Agreement, Non-Surviving Entity shall be merged with and into the Surviving Entity (the "*Merger*"), with the Surviving Entity being the surviving corporation, at the effective time and date of the Merger (the "*Effective Time*"). The Surviving Entity shall continue to exist under the name Mountain States Employers Council, Inc. (the "*Surviving Corporation*") pursuant to the provisions of the Act. The separate existence of Non-Surviving Entity shall cease at the Effective Time in accordance with the provisions of the Act.

2. The articles of incorporation and the bylaws in the form attached hereto as Annex A shall be the articles of incorporation and the bylaws of the Surviving Corporation immediately following the Effective Time, until amended in accordance with such articles of incorporation and applicable law.

3. The directors and officers of the Surviving Corporation immediately following the Effective Time, shall be those persons listed on Annex B attached hereto, each to hold office in accordance with the articles of incorporation and bylaws of the Surviving Corporation until their respective death, resignation or removal or until their respective successors are duly elected and qualified.

4. The manner and basis of converting the membership interest of each member of the Non-Surviving Entity into a membership interest in the Surviving Entity, is as follows:

a. Every person who is a member of the Non-Surviving Entity will become a member of the Surviving Entity;

b. The Surviving Entity will continue to have one (1) class of non-voting members; and

c. Every person who is a member of the Non-Surviving Entity will have the option of continuing its membership in the Surviving Entity upon the same terms, fee and benefit structure as such member previously had in the Non-Surviving Entity, or of modifying its membership in the Surviving Entity upon the same terms and benefits structure, at a discounted fee structure for up to five (5) years, as compared to the terms benefits and fee structure that the Surviving Entity offered to its existing members prior to the merger.

Annex A

Articles of Incorporation

[See Attached]

**Amended and Restated Articles of Incorporation
of
Mountain States Employers Council, Inc.**

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, Mountain States Employers Council, Inc., a Colorado nonprofit corporation, hereby amends and restates its articles of incorporation. These articles correctly set forth the provisions of the articles of incorporation, as amended, they have been duly adopted as required by law, and supersede the original articles of incorporation and all amendments thereto.

**Article 1
Name of Corporation**

The name of the corporation is Mountain States Employers Council, Inc.

**Article 2
Period of Duration**

The corporation shall have perpetual existence.

**Article 3
Nonprofit Purposes and Powers**

3.1 Nonprofit Purposes. The purposes and objectives of the corporation are devoted to the improvement of business conditions by promoting harmonious relations between employers and employees. These shall include but not be limited to encouraging and furthering the peaceful settlement of labor disputes, disseminating research information and personnel policies, and providing management education.

3.2 Exempt Status. The corporation is organized primarily as a business league pursuant to Section 501(c) (6) of the Internal Revenue Code (the "Code"), or the corresponding section of any future federal tax code.

3.3 Distribution of Net Earnings. No part of the net earnings of the corporation shall inure to the benefit of any director, trustee, member or officer of the corporation or any other private individual, (except that the corporation may pay reasonable compensation for services actually performed, and may make reasonable payments for expenses incurred on behalf of the corporation, in furtherance of its

purposes) and no director, trustee, member or officer of the corporation, or any private individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

3.4 Distribution on Dissolution. Upon the dissolution of the corporation, the assets of the corporation shall be disposed of according to the procedures outlined in the Colorado Revised Nonprofit Corporation Act, or its successor provision. After the liabilities of the corporation have been discharged or provided for, the corporation's remaining assets shall be distributed either (1) to an organization or organizations which are then qualified as exempt under Section 501(c) (3) of the Code or its successor provision, or (2) to another nonprofit organization operating as a business league within the meaning of Code Section 501(c) (6) or its successor provision. Distribution shall be to such entities or organizations as determined by the board of directors. Any assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, in accordance with the purposes of the corporation.

3.5 Powers. The corporation shall have all of the rights, privileges and powers now or hereafter conferred upon nonprofit corporations by the laws of the State of Colorado. The corporation shall have and may exercise all powers necessary or convenient to effect any of the purposes for which the corporation was organized. Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (6) of the Internal Revenue Code, or the corresponding section of any future tax code.

Article 4 Membership

The corporation shall have only nonvoting members. The classes of membership, if any, and the qualifications and rights of the members of each class shall be set forth in the bylaws.

Article 5 Principal Office and Place of Business

The principal office, place of business and headquarters of the corporation shall be located at 1799 Pennsylvania Street, Denver, Colorado 80203, or as otherwise determined by the board of directors.



Article 6
Indemnification of Directors and Officers

The corporation shall indemnify any current or former director and officer to the full extent permitted by Colorado law. The corporation may indemnify any other person who is threatened or made a party to any proceeding by reason of the fact that the person is or was a director, officer, employee or agent of the corporation.

Article 7
Limitations on Liability

7.1 Breach of Fiduciary Duty. The personal liability of a director to the corporation or its members for monetary damages for breach of fiduciary duty as a director is limited to the full extent provided by Colorado law.

7.2 Obligations of Corporation. The directors, officers, employees and members of the corporation are not, as such, personally liable for the acts, debts, liabilities, or obligations of the corporation.

7.3 Wanton and Willful Acts. The directors of the corporation shall not be liable for actions taken or omissions made in the performance of corporate duties except for wanton and willful acts or omissions in accordance with Colorado law. The directors, officers and trustees of the corporation shall be immune from civil liability in accordance with Colorado law.

These amended and restated articles of incorporation were adopted on January 30, 2003. The amendments were adopted by the board of directors without member action and member action was not required.

Dated: January 30, 2003.

The name and mailing address of the individual who caused 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 David L. Erickson, David L. Erickson LLC, 1660 Lincoln Street, Suite 1700, Denver, CO 80264.

The web site for this entity is: www.msec.org. The Colorado Secretary of State may contact the following authorized person regarding this document: Michael G. Severns, President & CEO, Mountain States Employers Council, Inc., 1799 Pennsylvania, Denver, CO 80203; telephone: 303-223-5314; fax: 303-863-8956; e-mail: mseverns@msec.org.

Annex A

Bylaws

[See Attached]

**Amended and Restated BYLAWS
OF
MOUNTAIN STATES EMPLOYERS COUNCIL, INC.**

**Article 1
Offices**

Section 1. Principal Place of Business. The principal office of the corporation shall be located at 1799 Pennsylvania Street, Denver, Colorado 80203. The board of directors may change the principal place of business at any time. The corporation may also have offices at other places within or outside of Colorado as the board of directors may from time to time approve.

**Article 2
Membership**

Section 1. Classification. The corporation shall have a single class of nonvoting members, known as Employer Members. An Employer Member shall be defined as any individual, partnership, corporation, or any other legal entity or association employing labor, including any trade association group thereof, or a duly authorized representative of any of the foregoing, which has qualified for membership.

Section 2. Qualifications for Membership. The board of directors may establish policies, from time to time, regarding qualification for membership in the corporation, the services to be provided to members, and the time and circumstances under which memberships shall begin and cease.

Section 3. Resignation, Suspension, Termination or Expulsion of Members. Any member may terminate its membership in the corporation by submitting a written resignation to the corporation. The board of directors shall have power, in its discretion, to suspend any member of the corporation for such period of time as it shall direct, or to terminate or expel any such member for any violation of any provisions of these bylaws or of any rule or regulation, or of any policies adopted by the board of directors. Any suspension, termination or expulsion shall be pursuant to the policies of the board of directors regarding suspension, termination or expulsion.

**Article 3
Dues, Assessments and Contributions**

Section 1. Dues and Assessments. The board of directors shall have the power to



establish, fix, levy, assess and collect dues and assessments from the members. The board of directors shall also have the power to promulgate rules and regulations for the purpose of calculating the amount of all such dues and assessments. Any determination of the board of directors relative to the matters referred to shall be final and conclusive. Failure to make the required payment may cause the member's privileges or membership to be suspended or terminated, as determined by the board of directors. The corporation may also charge individual members for services of the corporation, which are in excess of normal membership services.

Section 2. Contributions. The corporation shall have the power at any time to request, accept or receive voluntary contributions from any individual, partnership, corporation, or other legal entity or association, whether a member or not. In the sole discretion of the corporation, members may contribute services or property, real or personal, by lease or donation, which are determined to be of reasonably equivalent value to the corporation, as the monetary payment required by members.

Article 4 Board of Directors

Section 1. Number of Directors. The corporation shall have a board of directors consisting of up to thirty-three (33) members, the exact number to be set from time to time by resolution of the board of directors. Two (2) of the directors shall be appointed directors and the remainder shall be elected directors.

Section 2. Terms. The elected directors shall serve a term of three (3) years. The elected directors shall be allowed to serve no more than three (3) terms of three (3) years, except that such limit may be extended if an elected director is serving as the chair, vice chair, treasurer, or for one year as the immediate past chair. Elected directors shall serve until they resign, are removed by an affirmative vote of a majority of directors at the time in office, or are no longer qualified as determined by these bylaws or by the policies of the board of directors. The appointed directors shall serve as members of the board of directors only during the time that they hold their corporate office.

Section 3. Qualifications of Directors. Directors shall not be required to be residents of the state of Colorado or members of the corporation to serve. Qualifications for elected directors may be established, from time to time, by policies established by the board of directors. The appointed directors shall consist of the president and the executive vice president of the corporation, who serve *ex officio*.

Section 4. Classification of Directors. The elected directors shall be divided into three classes, each class to consist, as nearly as possible, of one-third (1/3) of the elected directors.



Section 5. Election of Directors. At each annual meeting of directors, at which the terms of a class of directors expires, their successors shall be elected from those recommendations made by the Nominating Committee of the board, to hold office until the next succeeding organizational meeting of directors where members of their class will be elected.

Section 6. Increase of Board. In the case of any increase in the number of directors, the additional directors shall be distributed among the several classes as nearly equally as is possible.

Section 7. Vacancies. Any vacancy occurring in the board of directors, including a vacancy created by an increase in the number of authorized directors, may be filled for the remainder of the full term of office for a director of that class, by the affirmative vote of a majority of the directors at the time in office.

Section 8. Power and Duties of the Directors. The board of directors shall have control and general management of the affairs, property and business of the corporation and, subject to these bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the board of directors may deem proper. The powers shall include but not be limited to the election of directors and the appointment and removal of the officers of the corporation specified in these bylaws.

Article 5 Meetings of Directors

Section 1. Regular Meeting. A regular meeting of the board of directors shall be held no later than March 1st of each year on the date and time set by the chair or other officer acting in the chair's behalf. The meeting will be held for the purpose of electing directors and appointing officers for the corporation, appointing committee members, and for the transaction of any other business that may properly come before the meeting.

Section 2. Special Meetings. Special meetings of the board of directors may be called by or at the direction of the chair or other officer acting in the chair's behalf.

Section 3. Notice of Meetings. Notice of the time and place of any meeting of the board of directors shall be given, either written or orally, not later than forty-eight (48) hours prior to the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting need be specified in the notice or waiver of the meeting.



Section 4 Voting. At all meetings of the board of directors, a majority of the board of directors then in office shall constitute a quorum for the transaction of business. The act of the majority of the directors present when there is a quorum shall be the act of the directors. If a matter comes before the board of directors and is determined to be a "conflicting interest transaction" for any director, the matter shall be handled in accordance with the Board Policy for dealing with "conflicting interest transactions."

Section 5. Meeting by Telecommunication. The board of directors may permit any director to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present at the meeting.

Section 6. Action Without Meeting. Any action required or permitted to be taken at a board of directors meeting may be taken without a meeting if a notice stating the action to be taken and the time by which a director must respond is transmitted in writing to each member of the board and each member of the board by the time stated in the notice: (a) votes in writing for the action; or (b)(I) votes in writing against the action, abstains in writing from voting, or fails to respond or vote; and (II) fails to demand that action not be taken without a meeting. The action is taken only if the affirmative vote for the action equals or exceeds the minimum number of votes necessary to take action at a meeting at which all the directors then in office were present and voted.

Article 6 Committees

Section 1. Executive Committee. The chair of the board of directors shall designate a minimum of nine (9) but not more than thirteen (13) members of the board to constitute an Executive Committee. The committee shall consist of the chair of the board, the vice chair of the board, the president, the chair of the Retirement, Thrift and Investment Committee, the chair of the Nominating Committee, and the chair of the Audit Committee. The remaining members of the Executive Committee shall be appointed at large from the board of directors. The members of the committee shall hold office at the pleasure of the board and, during the intervals between the meetings of the board of directors and subject to the limitations that may be required by law or imposed by resolution of the board of directors, shall have and may exercise all powers and authority of the board of directors in the management of the business and affairs of the corporation.

Section 2. Nominating Committee. The chair of the board of directors shall appoint a Nominating Committee, not later than thirty (30) days prior to the regular meeting of the directors. The committee shall consider available candidates for directorships to be filled at the regular meeting and shall nominate and recommend candidates. The committee



shall also consider and recommend candidates for directorships of subsidiary corporations.

Section 3. Audit Committee. The chair of the board of directors shall appoint an Audit Committee, a majority of whom shall be directors who are not active officers of the corporation or any of its subsidiaries. The committee shall meet at least twice each year. After the completion of the second quarter financial statements the committee shall meet with the appropriate corporate officers to review the un-audited financial statements. It shall be the duty of the committee to recommend to the board of directors the accounting firm to be selected by the board as independent auditor of the corporation and its subsidiaries for their fiscal year-end audit, and to also annually meet with the independent auditors to review matters relating to corporate financial reporting and accounting procedures and policies, adequacy of financial, accounting, and operating controls and the scope of the respective fiscal year-end audits of the independent auditors. The committee shall review the results of such fiscal year-end audits with the independent auditors and shall promptly report on the fiscal year-end audits to the board of directors. The committee shall additionally submit to the board of directors any recommendations it may have from time to time with respect to financial reporting and accounting practices and policies and financial, accounting, and operating controls and safeguards.

Section 4. Retirement, Thrift and Investment Committee. The chair of the board of directors shall appoint a Retirement, Thrift and Investment Committee. For the corporation's retirement and thrift plans, the committee shall monitor compliance with the Internal Revenue Service and other legislative requirements, select fund advisors such as actuaries, custodians, and investment advisors, monitor fund performance, determine investment selections based on the advice of the investment advisors, and other duties deemed necessary. For the corporation's reserves, the committee shall select investment advisors, monitor fund performance, recommend an investment policy to the board of directors, and other duties deemed necessary.

Section 5. Other Committees. The chair of the board of directors may designate or appoint other committees of its members with the duties and responsibilities delegated to the committee by the chair of the board of directors.

Section 6. Limitation of Powers of Committees. No committee of the board shall have the power or authority to:

1. Authorize distributions;
2. Approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporation's assets;
3. Elect, appoint or remove any director;



4. Amend the articles of incorporation;
5. Adopt, amend or repeal the bylaws;
6. Approve a plan of merger not requiring member approval; or
7. Approve a sale, lease, exchange, or other disposition of all, or substantially all, of its property, with or without goodwill, otherwise than in the usual and regular course of business subject to approval by members.

Article 7 Officers and Duties

Section 1. Officers. The officers of the corporation shall consist of a chair of the board, a vice chair of the board, a president, an executive vice president, vice presidents, a secretary, a treasurer, and a chief financial officer. Any two or more offices may be held by the same person. The chair of the board, vice chair of the board, treasurer and president shall be elected or appointed by the board of directors at the regular meeting of the directors. A vacancy in such offices may be filled by the board of directors at any regular or special meeting called for that purpose. The executive vice president, vice presidents, secretary and chief financial officer shall be appointed by the president.

Section 2. Chair of the Board. The chair of the board shall preside at all meetings of the board of directors and its Executive Committee. The chair shall have such other duties as are customarily performed by the chair of a corporation and any other powers and duties as may be conferred by the board of directors.

Section 3. Vice chair of the Board. The vice chair of the board shall, in the absence or disability of the chair, perform the duties and exercise the powers of the chair, and shall perform such other duties as may, from time to time, be assigned by the board of directors.

Section 4. President. The president shall, subject to the direction and supervision of the board of directors, be the chief executive officer of the corporation and shall have general and active control of its affairs and business and general supervision of its officers, agents and employees. The president shall have the authority to sign all contracts and other instruments on behalf of the corporation, except as the authority may be restricted by resolutions of the board of directors adopted from time to time. The president, subject to direction by the board of directors, shall have the authority to execute shareholder consents or otherwise vote the shares of other corporations, which are held by this corporation. The president is, *ex officio*, a member of the board of directors.



Section 5. Executive Vice President. The executive vice president shall be generally responsible for the operations of one or more departments of the corporation and shall perform such other duties that the president may delegate to the executive vice president from time to time. In the absence of the president or his or her inability to act, the duties and powers of the office shall be performed and exercised by the executive vice president. The executive vice president is, *ex officio*, a member of the board of directors.

Section 6. Vice Presidents. Vice presidents shall be generally responsible for the operations of one or more departments of the corporation and shall perform such other duties that the president may delegate to them from time to time.

Section 7. Secretary. The secretary shall keep the minutes and act as secretary of all meetings of the board of directors. The secretary shall be the custodian of the corporation records and may give notice of meetings of the board. The secretary shall perform all duties usually incident to the office of the secretary, those duties specified in these bylaws, and other duties that may from time to time be assigned by the board of directors.

Section 8. Treasurer. The treasurer shall have the duties that may from time to time be assigned by the board of directors.

Section 9. Chief Financial Officer. The chief financial officer shall assist the treasurer in his or her duties and shall perform such other duties that the president may delegate from time to time.

Article 8 Amendments

The board of directors may amend the bylaws at any time to add, change, or delete a provision.



Annex A
Directors and Officers

Directors:

MR. CURTIS C. ANDERSEN, CPA
MR. DAVID C. BAKER (DAVE)
MS. DIANE BROSSART
MS. ALISON K. BROWN, PHD
MS. SHEILA BUGDANOWITZ
MS. LINDA CHILDEARS
MS. DEBORAH DALE BRACKNEY
MR. MARK DRISCOLL, CHAIR ELECT
MR. DAVID L. EVES
FR. JOHN P. FITZGIBBONS, S.J
MR. JOHN E. FREYER, JR.
MR. THOMAS C. FRIES (TOM)
DR. ARTHUR GONZALEZ P.H. (Art)
MR. A. BARRY HIRSCHFELD (BARRY)
MS. TRACY HUGGINS
MR. KYLE H. HYBL
MR. MARK JOHNSON
MS. SUSAN JOHNSON
MR. ROGER KNOPH
MR. CHESTER T. LATCHAM (CHETTER)
MS. SHARON H. LINHART
MR. CHARLES S. McNEIL
Mr. Matthew McGuire (Matt)
MS. NICOLE MOUSKONDIS
MR. GEORGE MYERS
MR. MICHAEL G. SEVERNS (MIKE)
MR. DONALD A. SMITH, JR. (DON)
MR. GEORGE SPARKS
MR. JAMES M. SULLIVAN, III
MR. JACK A. TERHAR, JR. (TREASURER)
MR. PATRICK H. WALKER
MR. SCOTT WATTERSON
HONORARY LIFE MEMBER - MR. RICHARD L. ROBINSON (DICK)

Officers:

Chair Chester T. Latcham
Chair Elect Mark Driscoll
Treasurer Jack A. TerHar, Jr.
President & CEO Michael G. Severns
Executive Vice President Deborah Dale Brackney
Arizona President William L. Smith
Utah President Monica Whalen
Vice President & Corp. Secretary.. Kimberley S. Koy
Chief Financial Officer..... Julie A. McLaughlin

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Paper documents must be typewritten or machine printed.

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ABOVE SPACE FOR OFFICE USE ONLY

Statement of Merger
(Surviving Entity is a Domestic Entity)
filed pursuant to § 7-90-203.7 of the Colorado Revised Statutes (C.R.S.)

1. For each merging entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID Number _____
(Colorado Secretary of State ID number)

Entity name or true name Industrial Relations Council of Utah

Form of entity Non-profit corporation

Jurisdiction Utah

Street address 175 West 200 South
(Street number and name)
Suite 2005

Salt Lake City UT 84101
(City) (State) (ZIP/Postal Code)
USA
(Province - if applicable) (Country)

Mailing address
(leave blank if same as street address) (Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

ID Number _____
(Colorado Secretary of State ID number)

Entity name or true name _____

Form of entity _____

Jurisdiction _____

Street address

(Street number and name)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

ID Number

(Colorado Secretary of State ID number)

Entity name or true name

Form of entity

Jurisdiction

Street address

(Street number and name)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- There are more than three merging entities and the ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and the principal address of each additional merging entity is stated in an attachment.

2. For the surviving entity, its entity ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID Number

19871110119

(Colorado Secretary of State ID number)

Entity name or true name

Mountain States Employers Council, Inc.

Form of entity Nonprofit corporation

Jurisdiction Colorado

Street address 1799 Pennsylvania Street
(Street number and name)

Denver CO 80203
(City) (State) (ZIP/Postal Code)

USA
(Province - if applicable) (Country)

Mailing address
(leave blank if same as street address) (Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)
(Province - if applicable) (Country)

3. Each merging entity has been merged into the surviving entity.

4. *(If the following statement applies, adopt the statement by marking the box.)*

The plan of merger provides for amendments to a constituent filed document of the surviving entity and an appropriate statement of change or other document effecting the amendments will be delivered to the Secretary of State for filing pursuant to Part 3 of Article 90 of Title 7, C.R.S.

5. *(If the following statement applies, adopt the statement by marking the box and state the appropriate document number(s).)*

One or more of the merging entities is a registrant of a trademark described in a filed document in the records of the secretary of state and the document number of each filed document is

Document number _____
 Document number _____
 Document number _____

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

There are more than three trademarks and the document number of each additional trademark is stated in an attachment.

6. *(If applicable, adopt the following statement by marking the box and include an attachment.)*

This document contains additional information as provided by law.

7. **(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)**

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document are _____
(mm/dd/yyyy hour:minute am/pm)

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 such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing this document to be delivered for filing are

McElhiney, Esq.	Matthew	S.	
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i>	<i>(Suffix)</i>
Kutak Rock LLP			
<i>(Street number and name or Post Office Box information)</i>			
1801 California Street, Suite 3000			
Denver	CO	80202	
<i>(City)</i>	<i>(State)</i>	<i>(ZIP/Postal Code)</i>	
	USA		
<i>(Province - if applicable)</i>	<i>(Country)</i>		

(If applicable, adopt the following statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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