



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, *NATALIE MEYER*, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A CERTIFICATE OF INCORPORATION TO COLORADO FAMILY SUPPORT COUNCIL, INC., A NONPROFIT CORPORATION.

Dated: MARCH 18, 1991

Natalie Meyer

SECRETARY OF STATE

NONPROFIT

ARTICLES OF INCORPORATION

OF

COLORADO FAMILY SUPPORT COUNCIL, INC.

FILED
MAR 18 1991
STATE OF COLORADO
DEPARTMENT OF STATE

The undersigned person acting as incorporator of a corporation under the Colorado Nonprofit Corporation Act, sign, and acknowledge the following Articles of Incorporation for such corporation.

ARTICLE I

Name

The name of the Corporation shall be Colorado Family Support Council, Inc.

ARTICLE II

Duration

The period of duration is Perpetual.

ARTICLE III

Purposes

1. Purposes. The corporation is organized, and shall be operated exclusively as an educational organization, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, for the following purposes:

(a) To train and develop its members by meetings, discussion groups and issuance of papers and publications, disseminate and publish knowledge and information with respect

to Social Services family support establishment and enforcement, and organization and management in the field of family support.

(b) To exchange ideas and share experiences with the end view of solving mutual social services systems and procedures problems of the members in the field of family support, and broadening their knowledge in this field.

(c) To provide information which will assist the members in formulating plans and ideas which encourage the simplification of procedures, promote efficiency in social services administrative functions as they pertain to family support.

(d) To establish and maintain a close relationship among Social Services executives, family support employees, and others interested in problems of Social Services family support establishment and enforcement.

2. Powers. In furtherance of the foregoing purposes and subject to the restrictions in Section 3 of this Article, the Corporation shall have all such powers as are expressly or impliedly conferred upon nonprofit corporations organized under the Laws of the State of Colorado, except as limited by these Articles of Incorporation.

3. Restrictions Upon the Powers of Directors and Others.

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or any other private individual (except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other private indi-

vidual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise. Any and all property, both real and personal, which may be owned by the Corporation at any time, is and shall always be exclusively and irrevocably dedicated to the exempt purposes of the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation as defined in Section 501(b) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law). The Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

B. No part of the assets of the Corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private individual or any substantial part of the activities of which consist of carrying on propaganda or otherwise attempting to influence legislation if such contribution would not be permitted to be made (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) or (ii) by a corporation, contributions to which are deductible under Section 170(a) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

C. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal Income tax under

Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

D. Upon dissolution of the Corporation, the assets of the Corporation shall be disposed of according to the procedure outlined in the Colorado Nonprofit Corporation Act. After the liabilities of the Corporation have been discharged or provided for, the Corporation's remaining assets shall be disposed of exclusively for the purposes of the Corporation or to the State of Colorado for a public purpose, as the Board of Directors shall determine.

ARTICLE IV

No Stock

The Corporation shall have no capital stock or stockholders.

ARTICLE V

Members

A. The corporation shall have members, but shall be managed by its Board of Directors. Membership shall consist of members-at-large.

B. Voting. Each member-at-large shall have one (1) vote.

ARTICLE VI

Directors

The affairs of the Corporation shall be managed by a Board of

Directors. The initial number of directors of the Corporation shall be two, and shall be elected by the members of the Corporation from the membership. The directors of the Corporation must, at all times, be members of the Corporation. No nonmember of the Corporation may sit as a director. The original directors and the term for which each will serve, are set forth below.

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM</u>
Kathleen Donnelly	2200 W. Alameda Avenue Denver, Colorado 80223	one year
Cyndy Giaque	2517 Greenmont Drive P.O. Box 235 Fort Collins, Colorado 80522	one year

The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person, and need not be a director of the Corporation.

ARTICLE VII

Registered Agent and Registered Office

The address of the initial registered office of the organization is 2517 Greenmont Drive, Fort Collins, Colorado 80524, and the name of its initial registered agent at such address is Cyndy Giaque.

ARTICLE VIII

Bylaws

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The Bylaws may contain any provisions for the regulation or management of the affairs of the Corporation which are not inconsistent with the law or these Articles of Incorporation. However, no Bylaw and no amendment to the Articles, shall have the effect of giving any director or officer of this Corporation any proprietary interest in its property or assets, whether during the term of its existence or an incident to its dissolution.

ARTICLE IX

Director Liability

A director of the corporation shall not be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except as to liability (i) for any breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) for any loans made by the corporation to the director, or (iv) for any transaction from which the director derived an improper personal benefit. If the Colorado Nonprofit Corporation Act hereafter is amended to further eliminate or limit the liability of a director, then in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, a director shall not be liable to the fullest extent permitted by the amended Colorado Nonprofit Corporation Act.

ARTICLE X

Indemnification of Directors and Officers

The corporation shall indemnify each director or officer or former director or officer against expense actually and reasonably incurred by him or her in connection with the defense of any action or proceeding, civil or criminal, to which he or she may be made a party by reason of his or her being or having been a director or officer of the Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person being indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled.

ARTICLE XI

Amendment

The Board of Directors reserves the right from time to time to amend, alter, change or repeal these Articles of Incorporation by a vote of two-thirds of the Board of Directors present at a meeting called for such purpose pursuant to notice.

ARTICLE XII

Incorporator

The name and address of the incorporator is:

Cyndy Giauque

2517 Greenmont Drive, P.O. Box 235
Fort Collins, Colorado 80522

Cyndy Giauque
Incorporator

State of Colorado)
) ss.
County of Weld)

I, Sandy Anson, a notary public, hereby certify that personally appeared before me Cyndy Giauque, who being by me first duly sworn, declared that she is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

In witness whereof I have hereunto set my hand and seal this

4th day of March, 1991..

My Commission expires: 9-1-93

Sandy Anson
Notary Public 915 Wth St
Greeley, CO 80631



DEPARTMENT OF STATE
Corporations Section
1560 Broadway, Suite 200
Denver, Colorado 80202
(303) 894-2251

Your Articles of Incorporation, Application for Certificate of Authority or Certificate of Organization has been accepted and filed. The enclosed Certificate is issued to you as evidence and authority to transact business in this state.

As an authorized corporation or limited liability company, you are required to continuously maintain both a Registered Agent and a Registered Office in this state. Any change of Agent or Office requires the filing of a statement to that effect within **thirty days** of such change.

In addition, every corporation and limited liability company is required to file a report each biennium (every other year). Previously, reports were mailed in January and were due by May 1. Because of changes in legislation, reports will be mailed throughout the year to corporations and limited liability companies in the month in which they were filed. A corporation incorporated in January would receive its report in January. The due date for reports is the end of the second month after the month in which the report was mailed. For example, reports which were mailed in January would be due by the end of March. Corporations incorporated in odd numbered years will be required to file in odd numbered years and corporations incorporated in even numbered years will be required to file in even numbered years.

The report will be mailed to your registered agent at the registered office as shown on our records. All reports **must** be typewritten on the **OCR Form** mailed to you by the Secretary of State.

If you are in need of any further service, please contact us. Our office hours are from 8:30 to 5 p.m., Monday through Friday. Telephone Number: 894-2251.

Our best wishes for success in your new venture.