

**ARTICLES OF INCORPORATION
OF THE
COMMUNITY FOUNDATION SERVINGWEST COLORADO**

\$ 50.00

A COLORADO NON-PROFIT CORPORATION

11-10-1998 09:34:42

FIRST: I, Bradley A. Cochennet, whose post office address is 154 Rockridge Drive, Durango, Colorado, 81301, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the Colorado/Non-Prof it Corporation Act.

SECOZJD: The name of the Corporation (which is hereafter called the "Corporation") is COMMUNITY FOUNDATION SERVING SOUTHWEST COLORADO.

THIRD: The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for educational and charitable purposes, within the meaning of section 501 (c) (3) of the Internal Revenue Code, 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) , and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized

or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501 (c) (3) of the Internal Revenue Code of 1986, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a nonprofit corporation organized under the applicable provisions of the Colorado law for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers is in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation 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 in these Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs of this Article THIRD are the following:

Such purposes include, but are not limited to, the permanent collection, investment and administration of endowed funds for the long-term benefit of the geographic area defined as the Southwest Colorado region

FOURTH: The post office address of the principal office of the Corporation in this State is 154 Rockridge Drive, Durango, CO 81301. The name and post office address of the Registered Agent of the Corporation in this State is Bradley A. Cochennet, at 154 Rockridge Drive, Durango, Colorado, 81301.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for and other matters relating to its members shall be as set forth in the By-Laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be fifteen (15), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than five (5) . The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

| | |
|---------------------|---|
| Bill Vega | 83 Whispering Pines Circle, Durango, CO 81301 |
| Shirly Isgar | Blue Lake Ranch, Hesperus, CO 81326 |
| Brian Wagner | 325 Farraday Road, Durango, CO 81301 |
| Ellen Roberts | 635 East Fifth Avenue, Durango, CO 81301 |
| Charles Fredrick | 954 East Second Avenue, Durango, CO 81301 |
| Ruby Mason | 1060 Main Avenue #103, Durango, CO 81301 |
| Frank Joswick | 1060 East Second Avenue, Durango, Co 81301 |
| Molly Martin | P.O. Box 2451, Durango, Co 81302 |
| Bradly A. Cochennet | 154 Rockridge Drive, Durango, CO 81301 |
| Dan Ford | 301 N. Commerce Drive, Bayfield, CO 81122 |
| Richard Ballantine | 1275 Main Avenue, Durango, CO 81301 |

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Colorado or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1986 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or

territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws .

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws .

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ELEVENTH: The period of duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of October 1998, and I acknowledge same to be my act.


Bradley/K. Cochennet, Incorporator



**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
COLORADO NONPROFIT CORPORATION**

Return to: Secretary of State
1560 Broadway, Suite 200
Denver, CO 80202 (303)
894-2251 Fax (303) 894-
2242

FILING FEE: **\$25.00** Submit
1 **typed** original + 1 copy (Please
include a self-addressed envelope)

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

The name of the corporation is: COMMUNITY FOUNDATION SERVING SOUTHWEST COLORADO (If this is a change of name amendment, the name to be typed is the corporate name prior to this amendment being filed)

2.

Text of the amendment adopted TWELFETH- Powers of Governing Board

(1) The Board of Directors shall have the power

(a) to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in their sole judgment (without the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community of Southwest Colorado;

(b) to replace any participating trustee, custodian, or agent for breach of fiduciary duty under the law of the State of Colorado; and

(c) to replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Board of Directors) return of net income (or appreciation when not inconsistent with this community foundation's need for current income) with due regard to safety of principal, over a reasonable period of time (as determined by the Board of Directors).

(2) In determining whether there is a reasonable return of net income with respect to the exercise of the power described in subparagraph (c) of Paragraph (1) of this Article,

(a) there shall be excluded from such determination such assets as are held for the active conduct of this community foundation's exempt activities; and

(b) such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of this community trust. A "restricted fund" means a fund, any income of which has been designated by the donor of the gift or bequest to which such income is attributable as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five in number.

(3) If it appears that there may be grounds for exercising the power described in subparagraphs (b) or (c) of Paragraph (1) of this Article with respect to any fund, the Board of Directors shall notify the participating trustee, custodian, or agent involved and provide a reasonable opportunity for explanation and/or correction. Before exercising the power granted to the Board of Directors under subparagraphs (b) or (c) of Paragraph (1) of this article, the Board of

Directors may seek advice of legal counsel as to whether a breach or failure has been committed under the laws of the State of Colorado. The Board of Directors shall exercise a power described in this Article only upon the vote of (not more than a simple majority) of the members of the Board of Directors.

(4) Upon the exercise of the power under subparagraphs (b) or (c) of Paragraph (1) of this Article to replace any participating trustee, custodian, or agent, the Board of Directors shall have the power to select a successor trustee, custodian, or agent to whose custody the fund or funds held by the former trustee, custodian, or agent shall be transferred.

THIRTEENTH: FINANCIAL REPORTS

The Board of Directors shall issue periodic financial reports that treat all of the funds which are held by this community foundation, either directly or in component parts, as funds of the community foundation.

3. The amendment to the Articles of Incorporation was adopted on the 6th__day of December, 1999 in the manner prescribed by the Colorado Revised Nonprofit Corporation Act. [mark (/) applicable procedure below]:

A. The amendment was adopted by the board of directors/incorporators without member action and member action was not required;

B. The amendment 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;

C. An approval of the amendment was obtained by some person or persons other than the members, the board of directors, or incorporators required pursuant to section 7-130-301,,,,,

Form Approved Secretary of State 3/98

Signature

Title: President
