

SWAMPY DENVER COLORADO



DEPARTMENT OF
STATE

NONPROFIT
CERTIFICATE OF
INCORPORATION

I, Byron A. Anderson,

Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Incorporation, duly signed and acknowledged pursuant to the provisions of the Colorado Nonprofit Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of

-----DENVER ROTARY CLUB FOUNDATION-----
(A COLORADO NONPROFIT CORPORATION)

and attaches hereto a duplicate original of the Articles of Incorporation.

Dated this Second day of June, A. D. 19 62.

Byron A. Anderson
SECRETARY OF STATE
Jeremiah J. Lamson
DEPUTY

ARTICLES OF INCORPORATION

OF

DENVER ROTARY CLUB FOUNDATION

The undersigned persons, as incorporators of a corporation under the Colorado Nonprofit Corporation Act, sign and acknowledge the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is

DENVER ROTARY CLUB FOUNDATION

ARTICLE II

The period of duration of the Foundation shall be perpetual.

ARTICLE III

The purposes of which the Foundation is formed are as follows:

1. To receive and maintain a fund or funds and apply the principal and income thereof, and any other property or funds of the Foundation, to such charitable, religious, scientific or educational uses and purposes as will, in the absolute and uncontrolled discretion of the Trustees of the Foundation, most effectively assist, encourage and advance the objects, purposes and programs of the Rotary Club of Denver as expressed in its Constitution and to promote the objects and purposes of Rotary International; and to these ends to organize, establish and maintain charitable, religious, scientific and educational activities, agencies and institutions; and to make donations, contributions, gifts and give aid to any such activities, agencies and institutions already established or to be established which, from

time to time, shall seem expedient and desirable to said Trustees, provided, always, that the Foundation shall never have or exercise any objects or purposes except such as shall in law be deemed charitable, religious, scientific or educational.

2. To take and hold, by bequest, devise, gift, purchase, lease or otherwise, either absolutely or in trust, for any of its purposes, any property, real, personal or mixed, without limitation as to amount or value; to own, and while the owner of any stocks, bonds, securities, notes or other evidences of indebtedness created or issued by any corporation or association organized under the laws of any state, country, nation or government, to exercise and enjoy all of the rights, powers and privileges of ownership, including the right to vote in respect thereof, with power to designate some party for that purpose, from time to time, to the same extent that natural persons might or could do, and to operate, use, enjoy, manage, improve, mortgage, pledge, lease, assign, sell or otherwise dispose of any such property; to change and vary the investments of the Foundation from time to time and to invest and reinvest its funds in any securities or property deemed proper by its Trustees for such investments; and, in general, to deal with and expend the property and funds of the Foundation for the purposes thereof in such manner as in the judgment of its Trustees will best promote its purposes.

3. To make, enter into and perform contracts of every kind and description, which are necessary, advisable, desirable or expedient in carrying out the

purposes of the Foundation, with any person, firm, association, corporation, municipality, body politic, county, state or government.

4. To have and maintain one or more offices, and to conduct and carry on any of its business in any state, territory, district or possession of the United States.

5. In general, to carry on any business not contrary to the laws of the State of Colorado relating to nonprofit corporations, and to have and exercise all the powers now or hereafter conferred upon or permitted to such corporations, and to do any or all of the things hereinbefore specified to the same extent as natural persons could do, as principal, trustee, agent or otherwise and either alone or in association with others; provided, always, that no business shall be carried on and no powers shall be conferred upon or exercised by the Foundation unless the same shall be such as shall in law be deemed charitable, religious, scientific or educational; and further provided that, notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Revenue Law, or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV

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 in Article III hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Foundation 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.

ARTICLE V

Upon the dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Trustees shall determine.

ARTICLE VI

The Foundation shall have one class of members. The manner of their election or appointment and their qualifications and rights shall be set forth in the Bylaws.

ARTICLE VII

The affairs of the Foundation shall be managed and conducted by a Board of Trustees which shall be elected by the members of the Foundation. The number of trustees, their qualifications, powers and duties, the manner of their election and replacement, and their terms of office shall be provided in the Bylaws.

The number of trustees constituting the initial Board of Trustees of the Foundation is eleven and the names and addresses of the persons who are to serve as the initial trustees are:

<u>Name</u>	<u>Address</u>
John H. Anesse, Jr.	115 Bellaire Street Denver, Colorado
Cyrus G. Allen, Jr.	355 Ivanhoe Street Denver, Colorado
Junius F. Baxter	6200 Charrington Drive Englewood, Colorado
William G. Berge	3908 S. Jasmine Street Denver, Colorado
Peter D. Bowes	363 Bellaire Street Denver, Colorado
Richard M. Davis	860 Gaylord Street Denver, Colorado
Charles J. McWhinnie	650 Bellaire Street Denver, Colorado
Karl W. Mehlmann	Brown Palace Hotel Denver, Colorado
John C. Mitchell	6560 Lakeridge Road Denver, Colorado
Dwight D. Phelps	2473 South Holly Street Denver, Colorado
John J. Vance	1635 Ivanhoe Street Denver, Colorado

ARTICLE VIII

The Board of Trustees, in addition to its other powers, shall have power to adopt, alter, amend or repeal

the Bylaws of the Foundation, and to alter, amend or repeal these Articles of Incorporation by the vote of a majority of the Trustees in office; provided that these Articles of Incorporation shall not be amended so as to alter or vary the Foundation's objects and purposes as set forth in Article III hereof or so as to alter or vary the limitations set forth in Articles IV and V hereof except to the extent that such alteration or variation shall be permitted by the Internal Revenue Code; and further provided that any amendment which would alter, vary or deny the right of the members of the Foundation to elect the trustees shall be submitted to a vote of the members.

ARTICLE IX

The address of the initial registered office of the Foundation is 301 Cosmopolitan Hotel, Denver, Colorado, 80202 and the name of its initial registered agent at such address is Dan C. Paxton.

ARTICLE X

The principal office of the Foundation shall be located at Denver, Colorado.

ARTICLE XI

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Ralph E. Johnson	3855 S. Dahlia Street Englewood, Colorado
Ralph B. Mayo, Jr.	555 Front Range Road Littleton, Colorado
Charles J. McWhinnie	650 Bellaire Street Denver, Colorado
Dwight D. Phelps	2473 South Holly Street Denver, Colorado
Richard M. Davis	860 Gaylord Street Denver, Colorado

Executed this 29th day of May, 1969.

Robert B. Johnson

Leslie Mayo, Jr.

Charles M. Williams

Sammy A. Phelps

Richard M. Davis

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

The foregoing document was acknowledged before
me this 27th day of May, 1969 by Ralph E. Johnson

Witness my hand and official seal.

My commission expires 5-22-72.

David D. Gammie
Notary Public

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

The foregoing document was acknowledged before
me this 27th day of May, 1969 by Ralph May Jr.

Witness my hand and official seal.

My commission expires October 24, 1970.

F. Marcello Demuth
Notary Public

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

The foregoing document was acknowledged before
me this 27th day of May, 1969 by Charles J. McWhorter

Witness my hand and official seal.

My commission expires 5-22-72

David D. Gammie
Notary Public

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

| The foregoing document was acknowledged before
me this 28th day of May, 1969 by Dwight D. Phelps.

Witness my hand and official seal.

My commission expires August 15, 1970.

William M. Saunders
Notary Public

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

The foregoing document was acknowledged before
me this 16th day of May 1969 by Richard W. Davis

Witness my hand and official seal.

My commission expires 5-22-72.

Donald J. Quinn
Notary Public

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION

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

FIRST: The name of the corporation is Denver Rotary Club Foundation

SECOND: The following amendment of the Articles of Incorporation was adopted on xx about

20th day of September 19 71, in the manner prescribed by the Colorado Nonprofit Corporation Act, according to the procedure marked with an X below:

X a quorum of members was present at such meeting, and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast,

no such amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

X there are no members, or no members entitled to vote thereon, such amendment received the vote of a majority of the directors in office.

RESOLVED that Article V of the Articles of Incorporation of the Foundation be amended to read as follows:

ARTICLE V

"The Foundation shall distribute its income for each taxable year at such time, to such an extent and in such a manner as not to subject the Foundation to a tax under section 4942 of the Internal Revenue Code of 1954, as amended (or the corresponding section of any Internal Revenue Code or other federal revenue law hereafter in effect). In addition, the Foundation shall not engage in any act, retain or make any investments or make any expenditure which would subject the Foundation to a tax under any one of sections 4941, 4943, 4944 and 4945 of the Internal Revenue Code of 1954, as amended (or the corresponding sections of any Internal Revenue Code or other federal revenue law hereafter in effect).

On dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Foundation, pay over or transfer all of the Foundation's assets to one or more organizations of the kind described in section 170(b)(1)(A) (other than in clauses vii and viii) of the Internal Revenue Code of 1954, as amended, (or the corresponding section of any Internal Revenue Code or other federal revenue law hereafter in effect) provided that each of such organizations shall have been in existence and so described for a continuous period of 60 calendar months immediately preceding such transfer. The organizations to receive such property shall be designated by the directors."

STATE OF COLORADO
CITY AND DENVER ss.
COUNTY OF DENVER

The foregoing instrument was acknowledged before me this Att day of December 1971, by John J. Vance as President and Dan C. Paxton

as Secretary of the Denver Rotary Club Foundation.

(Insert names of the officers, as signed above, titles, and name of the corporation)

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

My commission expires 2/7/74

Martha J. Ruddy
Notary Public

Note: Fee \$5.00

Submit the original typed & first carbon copy, or two xerox copies both having original signatures & acknowledgments

If this is a change of name amendment the name to be typed in FIRST and the acknowledgment will be the corporate name before this amendment is filed.

This form is not acceptable with ATTACHMENTS or TYPING ON REVERSE SIDE. If there is not adequate space, Form D2 may be used as a pattern or guide. Please use legal or letter size typing paper. Type on one side only.