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Articles of Incorporation for a Nonprofit Corporation

filed pursuant to §7-90-301, et seq. and §7-122-101 of the Colorado Revised Statutes (C.R.S)

1. Entity name:

Quality Community Foundation

(The name of a nonprofit corporation may, but need not, contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "ltd." §7-90-601, C.R.S.)

2. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

- "bank" or "trust" or any derivative thereof
- "credit union" "savings and loan"
- "insurance", "casualty", "mutual", or "surety"

3. Principal office street address:

5291 East 60th Avenue

(Street name and number)

Commerce City

(City)

CO

(State)

80022

(Postal/Zip Code)

United States

(Country – if not US)

(Province – if applicable)

4. Principal office mailing address:
 (if different from above)

(Street name and number or Post Office Box information)

(City)

(State)

(Postal/Zip Code)

(Province – if applicable)

(Country – if not US)

5. Registered agent: (if an individual):

Tinklenberg

(Last)

Roger

(First)

(Middle)

(Suffix)

OR (if a business organization):

6. The person appointed as registered agent in the document has consented to being so appointed.

7. Registered agent street address:

5291 East 60th Avenue

(Street name and number)

Commerce City

(City)

CO

(State)

80022

(Postal/Zip Code)

8. Registered agent mailing address:
 (if different from above)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*

9. If the corporation's period of duration is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

10. (Optional) Delayed effective date:

(mm/dd/yyyy)

11. Name(s) and address(es) of incorporator(s): (if an individual)

Merrigan **Thomas** **E.**

(Last) *(First)* *(Middle)* *(Suffix)*

OR (if a business organization)

1712 Pearl Street

(Street name and number or Post Office Box information)

Boulder **CO** **80302**

(City) *(State)* *(Postal/Zip Code)*
United States

(Province – if applicable) *(Country – if not US)*

(if an individual)

(Last) *(First)* *(Middle)* *(Suffix)*

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*
United States

(Province – if applicable) *(Country – if not US)*

(if an individual)

(Last) *(First)* *(Middle)* *(Suffix)*

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*
United States

(Province – if applicable) *(Country – if not US)*

(If more than three incorporators, mark this box and include an attachment stating the names and addresses of all incorporators.)

12. The nonprofit corporation is formed under the Colorado Revised Nonprofit Corporation Act.
13. The corporation will **OR** will not have voting members.
14. A description of the distribution of assets upon dissolution is attached.
15. Additional information may be included pursuant to §7-122-102, C.R.S. and other organic statutes. If applicable, mark this box and include an attachment stating the additional information.

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

16. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Robinson	D.	Scott	
(Last)	(First)	(Middle)	(Suffix)
1712 Pearl Street			
(Street name and number or Post Office Box information)			
Boulder			
(City)	CO	80302	
	(State)	(Postal/Zip Code)	
United States			
(Province – if applicable)		(Country – if not US)	

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

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**ARTICLES OF INCORPORATION
OF THE
QUALITY COMMUNITY FOUNDATION**

The undersigned, a natural person of the age of eighteen years or more, acting as incorporator of this corporation under the Colorado Revised Nonprofit Corporation Act, adopts the following articles of incorporation for this corporation:

**ARTICLE I.
Name of Corporation**

The name of the corporation is QUALITY COMMUNITY FOUNDATION.

**ARTICLE II.
Incorporator**

The name and address of the incorporator is THOMAS E. MERRIGAN, 1712 Pearl Street, Boulder, Colorado 80302.

**ARTICLE III.
Registered Office and Agent**

The address of the initial registered office of the corporation is 5291 East 60th Avenue, Commerce City, Colorado 80022-3203. The name of its registered agent at such address is Roger Tinklenberg.

**ARTICLE IV.
Principal Office**

The address of the initial principal office of the corporation is 5291 East 60th Avenue, Commerce City, Colorado 80022-3203.

**ARTICLE V.
Members**

The corporation shall have no members.

**ARTICLE VI.
Directors**

1. The affairs of the corporation shall be managed by its board of directors. The number of directors constituting the board of directors shall be fixed in accordance with the bylaws of the corporation, and may be increased or decreased in accordance with said bylaws.

2. To the fullest extent permitted by law, as the same may now exist or hereafter be amended, no director of the corporation shall be liable to the corporation for monetary damages for breach of fiduciary duty as a director.

ARTICLE VII.
Purposes, Powers and Limitations

1. The corporation is not organized for profit. It shall have no capital stock and shall not be authorized to issue capital stock.

2. The corporation is organized exclusively for “charitable purposes” within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter referred to as the “Code”) and the Treasury Regulations promulgated thereunder, as the same may now exist or hereafter be amended. Specifically, the corporation is organized to support and obtain funding for post-secondary education and youth recreational program scholarships offered by and through the City of Commerce City. The corporation is also organized to provide grants to fund various City of Commerce City programs which benefit the public.

3. The corporation shall possess each and every power, privilege, right and immunity now or hereafter authorized pursuant to the provisions of the Colorado Nonprofit Corporation Act; and, in addition thereto, have any other rights, privileges and powers granted by the laws of Colorado to profit corporations so far as applicable to nonprofit corporations.

4. Solely in furtherance of its purposes, and subject to the limitations set forth herein and as prescribed by law, the corporation shall have and may exercise all of the powers permitted by law, as the same may now exist or hereafter be amended, including, without limitation, the power to:

A. accept, acquire, administer, receive, take and hold; by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise; any property, real, personal and mixed, of whatever kind, nature or description and wherever situated;

B. receive any property, real, personal or mixed, in trust or otherwise, and, in administering the same, to carry out the directions and exercise the powers contained in the 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 authorized or directed in the instrument under which it is received; provided, however, that no gift, bequest, or devise shall be accepted if it is conditioned or limited in such manner as to require the disposition of the income or principal to any person or organization other than a “charitable organization” or for a “charitable purpose” within the meaning described herein;

C. sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, real, personal and mixed;

D. borrow money and, from time to time, make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for money borrowed or in payment for property acquired, and secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired;

E. invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its board of directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of Code Section 501(c)(3);

F. exercise such other powers which are now or hereafter may be conferred by law upon a corporation organized for the purposes herein set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation; subject to the further limitation and condition that, notwithstanding any other provision of these articles of incorporation, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt from taxation under Code Section 501(c)(3), and by an organization contributions to which are deductible under Code Section 170(c)(2).

5. No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or any private individual (except that reasonable

compensation may be paid for services rendered to or for the corporation in accomplishing one or more of its purposes) and no director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

A. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation except as otherwise provided in Code Section 501(h), and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

B. All of the assets and earnings of the corporation shall be used exclusively for the purposes herein described, and, in the event of dissolution of the corporation, all of its remaining assets shall be distributed by the board of directors exclusively for “charitable purposes” within the meaning of Code Section 501(c)(3).

C. In the event that the corporation is at any time considered to be a private foundation within the meaning of Code Section 509, then, for any taxable year during which the corporation shall be so considered, it shall:

(1) distribute its income for such taxable year in such manner and at such time as not to be subject to tax under Code Section 4942;

(2) refrain from engaging in any act of prohibited self-dealing within the meaning of Code Section 4941(d);

(3) refrain from retaining any excess business holdings within the meaning of Code Section 4943(c);

(4) refrain from making any investments in a manner which would subject the corporation to tax under Code Section 4944; and

(5) refrain from making any taxable expenditure within the meaning of Code Section 4945(d).

D. The corporation shall not discriminate on the basis of race, color, national or ethnic origin, religion, disability, sex or age in the administration of its policies, operations or programs.

E. Notwithstanding any other provision of these articles of incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Code Section 501(c)(3), or by an organization contributions to which are deductible under Code Section 170(c)(2).

ARTICLE VIII.
Bylaws

The initial bylaws of the corporation shall be as adopted by the board of directors which shall have the power to adopt new bylaws and to alter, amend or repeal the bylaws from time to time. The bylaws may contain any provisions for the regulation or management of the affairs of the corporation that are not inconsistent with these articles of incorporation, as they may from time to time be amended, or with applicable law. However, no provision of the bylaws or the articles of incorporation at any time in effect shall be effective if it would impair the corporation's tax-exempt status or if it would give any director or officer of the corporation any proprietary interest in the corporation's property or assets, whether during the term of the corporation's existence or incident to its dissolution.

ARTICLE IX.
Dissolution

1. Upon the dissolution of the corporation, any of its remaining assets shall be distributed exclusively to one or more "charitable organizations", as herein defined.

2. A "charitable organization" is a corporation, trust, fund, foundation, community chest or other organization created or organized under the laws of the United States, the District of Columbia, or any state, territory, or possession of the United States; which is organized and operated exclusively for "charitable purposes" as herein defined; and no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual. No substantial part of the activities of such organization shall be the carrying on of propaganda or otherwise attempting to influence legislation or participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidates for public office. It is intended that the organization described herein shall be entitled to exemption from federal income tax under Code Section 501(c)(3).

3. A “charitable purpose” is a religious, charitable, scientific, literary, or educational purpose, the testing for public safety, the fostering of national or international amateur competition (but only if no part of the activities involve the provision of athletic facilities or equipment), or the prevention of cruelty to animals or children, all of such terms to be construed within the meaning of Code Section 501(c)(3).

The name and mailing address of the individual who causes 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: D. Scott Robinson, 1712 Pearl Street, Boulder, Colorado 80302.