

ARTICLES OF INCORPORATION

OF

NONPROFIT
COMMERCE CITY CULTURAL COUNCIL, INC. 03-27-91 08:30
#9920232 \$10.00

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned Marjorie Christiansen, Roland Cole, Roland Russell, Sheri Szymanski and Richard Byler, being of lawful age and desirous of forming a nonprofit corporation under and pursuant to the laws of the State of Colorado, particularly Articles 20 to 29, Title 7, Colorado Revised Statutes and all laws amendatory thereof and supplemental thereto, do hereby make, execute and acknowledge these Articles of Incorporation and hereby declare as follows:

ARTICLE I

The corporate name and title of this Corporation shall be Commerce City Cultural Council, Inc.

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

This Corporation is organized exclusively for charitable and educational purposes, including the following:

1. The advancement and preservation of art, music, theater and dance.
2. To make, enter into and perform contracts of every kind and description necessary, advisable, or expedient in carrying out the purposes of the Corporation with any person, firm, association, corporation, municipality, body politic, state or other governmental entity.
3. To make application for and accept funding for cultural purposes as provided by law to support the purposes of the Corporation.

The foregoing clauses shall be construed both as objects and powers and shall not be held to limit or restrict in any manner the powers of the Corporation conferred by the laws of the State of Colorado; and it is the intention of these Articles that the purposes, objects, and powers specified in this Article III

COMP. CH'D. GA
GA

1

COMPUTER UPDATE COMPLETE
JM

shall, except as otherwise expressly provided, in no wise be limited or restricted by a reference to or inference from the terms of any other Article of these Articles of Incorporation, but that each of the purposes, objects and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

ARTICLE IV

This Corporation shall not have any capital stock. No person may become a member of this Corporation.

ARTICLE V

The address of the Corporation's initial registered office is 5291 East 60th Avenue, Commerce City, Colorado 80022, which is located in Adams County, Colorado, and the name of its Registered Agent is Executive Director of the Commerce City Cultural Council, Inc., currently Richard Byler.

ARTICLE VI

The names and addresses of the incorporators hereof are:

Marjorie Christiansen
5291 East 60th Avenue
Commerce City, CO 80022

Roland Cole
5291 East 60th Avenue
Commerce City, CO 80022

Roland Russell
5291 East 60th Avenue
Commerce City, CO 80022

Sheri Szymanski
5291 East 60th Avenue
Commerce City, CO 80022

Richard Byler
5291 East 60th Avenue
Commerce City, CO 80022

ARTICLE VII

The direction and management of the affairs of the Corporation and the control and disposition of its property and funds shall be vested in the Board of Directors as provided for in the By-Laws. The number of the Board of Directors shall be not less than three nor more than seven. The Directors shall be appointed by the City Council of the City of Commerce City and at least three (3) of the members of the Board of Directors shall

always be members of the City Council of the City of Commerce City. The term of office of each member of the Board of Directors regularly appointed shall commence on May 1 of the year of appointment. The members of the Board of Directors who are members of the City Council of the City of Commerce shall be appointed at the organization meeting of the City Council held on the third Monday of April in odd numbered years to serve for a term of two (2) years or until his/her successor has been appointed and has qualified. Members of the Board of Directors who are not members of the City Council of the City of Commerce City, shall be appointed for a term of three years to serve until his/her successor has been appointed and has qualified. Vacancies, other than by reason of expiration of terms shall be filled for the unexpired term. A member of the Board of Directors must be a resident of the City of Commerce City or an employee of the City of Commerce City and if a member of the Board of Directors fails to satisfy the required qualifications while serving as a Member of the Board of Directors, such member shall vacate the office and the vacancy shall thereupon be filled by appointment made by the City Council of the City of Commerce City. All members of the Board of Directors may be removed at any time with or without cause by the City Council of the City of Commerce City. The following persons are hereby designated to act as Directors to serve until their respective successors are appointed and qualified:

Marjorie Christiansen
5291 East 60th Avenue
Commerce City, CO 80022

Roland Cole
5291 East 60th Avenue
Commerce City, CO 80022

Roland Russell
5291 East 60th Avenue
Commerce City, CO 80022

Sheri Szymanski
5291 East 60th Avenue
Commerce City, CO 80022

Richard Byler
5291 East 60th Avenue
Commerce City, CO 80022

ARTICLE VIII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 Article III. 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 the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under the Internal Revenue Code.

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or proceeds, and the balance of all money and other property received by the Corporation by any source, after the payment of all debts and obligations of the Corporation, shall be distributed exclusively to the City of Commerce City, Colorado, a municipal corporation organized and existing under the laws of the State of Colorado.

ARTICLE IX

Cumulative voting for Directors shall not be allowed.

ARTICLE X

The Corporation shall have the power to indemnify any officer, director, or former officer or director of the Corporation or any person who may have served at its request as a director or officer, and the personal representative of all such

persons against expenses actually and reasonably incurred (including attorney's fees) by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director or officer except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty. "Expenses actually and reasonably incurred" shall be deemed to include the cost to such director or officer of reasonable settlement made with the consent of the Corporation, including amounts paid with such consent upon a plea of nolo contendere or similar plea. Such indemnification shall be in addition to any other right to which any director or officer may be entitled under any By-Laws, agreement or otherwise.

ARTICLE XI

The right is expressly reserved to alter, amend, change or repeal any provisions contained in the Articles of Incorporation, except that no alteration, amendment, change or repeal of any provision hereof shall have the effect of changing the particular business and objects of this Corporation as set forth, or the effect of permitting any of the net earnings of the Corporation to inure to the benefit of any private individual. Any amendments deemed necessary may be accomplished by a vote of at least two-thirds (2/3) of the Board of Directors present and voting at a meeting called for the purpose of considering such proposed amendment or amendments.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 22nd day of March, 1991.

Please include a typed self-addressed envelope

MUST BE TYPED
FILING FEE: \$25.00
MUST SUBMIT TWO COPIES

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

DN 9/10/95 232

For office use only

951072943 N \$25.00
SECRETARY OF STATE
07-24-95 10:41

NONPROFIT
ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
FOR A COLORADO NONPROFIT CORPORATION

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 COMMERCE CITY CULTURAL COUNCIL, INC.
(If this is a change of name amendment, the name to be typed is the corporate name before this amendment is filed.)

SECOND: The following amendment to the Articles of Incorporation was adopted on the 12th day of January, 19 95, in the manner prescribed by the Colorado Nonprofit Corporation Act, according to the procedure marked with an X below:

- XXXXX 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.
- _____ such amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- _____ there are no members, or no members entitled to vote thereon, such amendment received the vote of a majority of the directors in office.

Under Article VII, 2nd sentence changed to read as follows: "The Directors shall be appointed by the City Council of the City of Commerce City and at least one (1) but not more than two (2) of the members of the Board of Directors shall always be members of the City Council of the City of Commerce City and there may also be one (1) alternate member appointed.

Under Article XI, 2nd sentence changed to read as follows: "Any amendments deemed necessary may be accomplished by a vote of any four (4) members of the Board of Directors present and voting at a meeting called for the purpose of considering such proposed amendment or amendments."

Roland E. Cole
Its ROLAND COLE President

and

Sheri R. Szymanski
Its SHERI SZYMANSKI Secretary

pull cc ll

DN911020232

ARTICLES OF SECOND AMENDMENT
TO
ARTICLES OF INCORPORATION
FOR A COLORADO NON-PROFIT CORPORATION

761023421 0 125.00
SECRETARY OF STATE
02-23-96 11:35

Pursuant to the provisions of the Colorado Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Second Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Commerce City Cultural Council, Inc. *ncps*

SECOND: The following amendment to the Articles of Incorporation was adopted on the 20th day of February, 1996 in the manner prescribed by the Colorado Non-Profit Corporation Act according to the following procedure: There are no members or no members entitled to vote thereon and therefore such amendment received the vote of four (4) of the directors in office as required by Article XI as amended of the Articles of Incorporation. The last paragraph of Article VIII is amended to read as follows:

In the event of the liquidation of dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or proceeds and the balance of all money and other assets of the Corporation, after the payment of all debts and obligations of the Corporation, shall be distributed exclusively to the City of Commerce City, Colorado, a municipal corporation organized and existing under the laws of the State of Colorado and, if not in existence, then shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code. The determination of the recipient(s) of such assets of this Corporation shall be made by the Board of Directors of this Corporation within the limitations and restrictions herein provided for.

Roland E. Cole

Roland E. Cole, President

and

Sheri L. Szymanski

Sheri L. Szymanski, Secretary

PN

CHANGE OF
R.O.R.A.

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
COMMERCE CITY CULTURAL COUNCIL, INC.

1991020232

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

FIRST: The name of the corporation is Commerce City Cultural Council, Inc.

SECOND: The amendments to the Articles of Incorporation of this corporation were adopted on the 25th day of March, 2003 by two-thirds of the Directors of this corporation present and voting at a meeting called for the purpose of considering such proposed amendments as provided in the Articles of Incorporation and in the manner prescribed by the Colorado Non-Profit Corporation Act, there being no members of the corporation entitled to vote thereon.

THIRD: Article V is amended to read as follows:

ARTICLE V

The address of the Corporation's initial registered office is 6060 E. Parkway Drive, Commerce City, Colorado 80022, which is located in Adams County, Colorado, and the name of its Registered Agent is the Staff Representative of the Commerce City Cultural Council, Inc., currently Karon Badalamenti.

20031119270 M
\$ 25.00
SECRETARY OF STATE
04-14-2003 16:07:04

FOURTH: Article VII is amended to read as follows:

ARTICLE VII

The direction and management of the affairs of the Corporation and the control and disposition of its property and funds shall be vested in the Board of Directors as provided in the By-Laws. The appointment, number, terms of office, vacancy in office, and qualifications of the Board of Directors shall be as provided as By-Laws.

FIFTH: Article XI is amended to read as follows:

ARTICLE XI

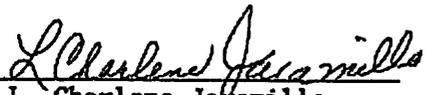
The right is expressly reserved to alter, amend, change or repeal any provisions contained in the Articles of Incorporation, except that no alteration, amendment, change or repeal of any provision hereof shall have the effect of changing the particular business and objects of this Corporation as set forth, or the effect of permitting any of the net earnings of the Corporation to inure to the benefit of any private individual. Any amendments deemed necessary may be accomplished by a vote of at least two-thirds (2/3) of the Board of Directors present and voting at a meeting called for the purpose

COMPUTER UPDATE COMPLETE
RS

of considering such proposed amendment or amendments, which amendment or amendments must thereafter be confirmed by the City Council of the City of Commerce City.


Roland Russell, Chairman

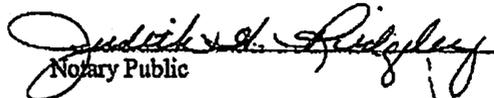
ATTEST:


L. Charlene Jaramillo
Secretary

20031119270 M
\$ 25.00
SECRETARY OF STATE
04-14-2003 16:07:04

STATE OF COLORADO)
) ss.
COUNTY OF ADAMS)

The foregoing instrument was acknowledged before me this 8th day of April, 2003 by Roland Russell as Chairman and L. Charlene Jaramillo as Secretary of Commerce City Cultural Council, Inc., a Colorado non-profit corporation.


Notary Public

My commission expires: July 7, 2005

JUDITH H. RIDGELEY
NOTARY PUBLIC
STATE OF COLORADO

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
FOR A NONPROFIT CORPORATION**

Form 305 **NOT VALID AFTER JUNE 30, 2004**

Read about new Forms at www.sos.state.co.us

Filing fee: \$25.00

Deliver to: Colorado Secretary of State

Business Division,

1560 Broadway, Suite 200

Denver, CO 80202-5169

This document must be typed or machine printed.

Copies of filed documents may be obtained at www.sos.state.co.us

ABOVE SPACE FOR OFFICE USE ONLY

Pursuant to § 7-130-105 and part 3 of article 90 of title 7, Colorado Revised Statutes (C.R.S.), these Articles of Amendment to the Articles of Incorporation are delivered to the Colorado Secretary of State for filing.

1. The entity name of the nonprofit corporation is: Commerce City Cultural Council, Inc.

(If this amendment includes a change of name for the corporation, indicate the corporation name PRIOR to this amendment)

2. Text of the amendment adopted (attach additional sheets if needed): Article III, subparagraph 1: The advancement and preservation of art, music, theater, dance and science that reflects the great history, diversity and dreams of the City of Commerce City.

3. The amendment to the Articles of Incorporation was adopted on (date) April 27, 2004 in the manner indicated below (*mark appropriate procedure*):

- The amendment was adopted by the board of directors or incorporators without member action and member action was not required
- 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
- An approval of the amendment was obtained by some person or persons other than the members, the board of directors, or the incorporators required pursuant to § 7-130-301 C.R.S.

4. The (a) name or names, and (b) mailing address or addresses, of any one or more of the individuals who cause this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, are: Robert R. Gehler, Attorney at Law, 6755 E. 72nd Avenue, Commerce City, CO 80022.

Please refer to § 7-90-301 (8), C.R.S