

ARTICLES OF INCORPORATION

OF

THE ALMA FOUNDATION

The undersigned hereby associate themselves together to form a nonprofit corporation under the provisions of the Colorado Nonprofit Corporation Act.

1. Name. The name of this corporation shall be; THE ALMA FOUNDATION.
2. Duration. The period of duration of this corporation is perpetual.
3. Purposes. The corporation is organized as a NONPROFIT CORPORATION and the nature of its business and purposes to be conducted or promoted are:

- a. To promote, solicit and encourage charitable contributions of real and personal property, and other objects or items of value, by donation, gift, devise, or otherwise, such contributions to be devoted to the public use in the preservation and maintenance of public facilities and for the betterment of the Alma community. Further, the corporation will promote, solicit and encourage charitable, education, historic, artistic, musical and dramatic programs and events related to said preservation and maintenance.

- b. This corporation is organized exclusively for charitable, religious, education, and scientific purposes, 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 (or the corresponding provision of any future United States Internal Revenue Law).

PROVIDED, HOWEVER, that in all events and under all circumstances and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of the law, the following provisions shall apply:

- i. This corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States Internal Revenue law).

ii. This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

iii. No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated of this corporation shall ever be distributed to or divided among any such persons; provided, further, that neither the whole nor any part or portion of such assets or net earnings, shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501(C)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States law), as the governing body shall determine. Any of such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the corporation is then located, exclusively for such purposes.

iv. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

c. The foregoing powers and limitations are not to be construed as limiting powers contained in the applicable laws of the State of Colorado, provided, however, that notwithstanding any other provision of this Articles of Incorporation, the corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code and by a corporation contributions to which are deductible under section 170 of the Internal Revenue Code.

4. Members. This corporation shall be a membership corporation, without shares. The kinds and classes of members and the rights and privileges of members shall be provided in the bylaws of the corporation.

5. Board of Trustees. The business and affairs of the corporation shall be managed and conducted by a Board of Trustees or by an Executive Committee of the Board of Trustees if created and so empowered by resolution of the Board of Trustees or the bylaws of the corporation, provided that the number of Trustees shall be not less than three. Cumulative voting in the election of Trustees shall not be permitted.

6. Officers. The officers of the corporation, their term of office and the manner of their selection shall be as provided in the bylaws of the corporation.

7. Initial Trustees. The first Trustees of the corporation shall be the persons whose names and addresses are as follows:

1. _____
2. _____
3. _____

8. Initial Registered Office and Agent. The initial registered office of the corporation shall be _____. The initial registered agent at such office shall be _____.

9. Conveyance or Encumbrance of Corporate Property. Corporate property may be conveyed or encumbered by authority of the Board of Trustees or such other persons to whom such authority may be delegated by resolution of the Board of Trustees. Instruments of conveyance or encumbrance of corporate property may be executed by the President or Vice President of the Board of Trustees or such other person or persons to whom such authority may be delegated by resolution of the Board of Trustees.

10. Dissolution. This corporation may be dissolved by resolution of the Board of Trustees and in accordance with provisions of the laws of the State of Colorado then in effect. Upon dissolution of the corporation, assets 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 federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

11. Amendment. These Articles of Incorporation may be amended as provided by statute, provided that no amendment shall be made which would cause the corporation to lose its character as an organization organized and operated exclusively for charitable and other purposes as described in Section 501(C)(3) of the Internal Revenue Code, as it is now or may hereafter be amended.

12. Incorporator. The incorporator of this corporation shall be _____

Incorporator

