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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:

Grand County Characters

(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, make the applicable selection):*

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

3. Principal office street address:

PO Box 681

(Street name and number)

Winter Park

(City)

CO

(State)

80482

(Postal/Zip Code)

United States

(Province – if applicable)

(Country – if not US)

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):

Naples

(Last)

David

(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:

PO Box 681

(Street name and number)

Winter Park

CO

80482

(City) (State) (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):

Naples David _____
(Last) (First) (Middle) (Suffix)

OR (if a business organization):

PO Box 681
(Street name and number or Post Office Box information)

Winter Park CO 80482
(City) (State) (Postal/Zip Code)
United States
(Province – if applicable) (Country – if not US)

(if an individual) Warnell Barbara _____
(Last) (First) (Middle) (Suffix)

OR (if a business organization)

PO Box 1428
(Street name and number or Post Office Box information)

671 Vasquez Road
Winter Park CO 80482
(City) (State) (Postal/Zip Code)
United States
(Province – if applicable) (Country – if not US)

(if an individual) Berger W Scott _____
(Last) (First) (Middle) (Suffix)

OR (if a business organization)

PO Box 638
(Street name and number or Post Office Box information)

Tabernash CO 80478

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

(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:

Warnell _____ Barbara _____

PO Box 1428 (Last) (First) (Middle) (Suffix)

671 Vasquez Road (Street name and number or Post Office Box information)

Winter Park _____ CO _____ 80482

(City) (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

Grand County Characters

The undersigned person acting as incorporator of a corporation under the Colorado Nonprofit Corporation Act, signs and acknowledges the following Articles of Incorporation for such corporation.

FIRST: Name of the corporation is Grand County Characters.

SECOND: The period of duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are exclusively for charitable, religious, educational, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue law).

FOURTH: The address of the initial registered office of the corporation in Colorado is: PO Box 681, Winter Park, CO. 80482.

FIFTH: The address of the principal office is: PO Box 681, Winter Park, CO. 80482.

SIXTH: The number of directors constituting the initial board of directors of the corporation is five (5), and the names and addresses of the persons who are to serve as the initial directors are:

NAME ADDRESS

| | |
|-----------------|------------------------------------|
| David Naples | PO Box 681, Winter Park, CO 80482 |
| Barbara Warnell | PO Box 1428, Winter Park, CO 80482 |
| Scott Berger | PO Box 638, Tabernash, CO 80478 |
| Joe Kelley | PO Box 2271, Granby, CO 80446 |
| Judy Stanfill | PO Box 1371, Fraser, CO 80442 |

SEVENTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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 Article Third hereof. 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 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue law).

EIGHTH: Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific 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. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located in the State of Colorado exclusively for such purposes or to such organization or organizations, as said District Court shall determine, which are organized and operated exclusively for such purposes.

STATE OF COLORADO)
)
GRAND COUNTY)

BYLAWS OF THE GRAND COUNTY CHARACTERS,
A COLORADO NON-PROFIT CORPORATION

Adopted: September 20, 2004

INTRODUCTION

This document describes the structure and overall operation of the Grand County Characters (also referred to herein as the Corporation). It is primarily intended to provide a framework for business operations and to satisfy legal requirements. The Charter, Mission Statement, and other documents further describe goals, specific objectives, and operating procedures.

ARTICLE 1 Business Office

Section 1. PRINCIPAL OFFICE: The principle office of the Corporation shall be located in the state of Colorado, at the place of residence of the President, or if there be none, the place of residence of the Secretary.

Section 2. CHANGE OF ADDRESS: The Board of Directors may change the designated location of the principal office.

Section 3. OTHER OFFICES: The Corporation may also have offices at such other places where it is qualified to do business, as its business and activities may require, as designated by the Board of Directors.

Section 4. CORPORATE AGENT: The Board of Directors shall designate the Registered Agent of the Corporation.

ARTICLE 2 Nonprofit Purpose

Section 1. IRC SECTION 501(c)(3) PURPOSE: The Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations in Section 501(c)(3) of the Internal Revenue Code.

Section 2. SPECIFIC OBJECTIVES AND PURPOSES: The primary objective of the Corporation shall be to accurately portray Grand County and Colorado history in educational and entertaining programs for community and private events.

ARTICLE 3 Non-Discrimination Policy

Section 1. The Grand County Characters shall not discriminate in any programs or activities on the basis of race, national origin, color, creed, religion, sex, martial status, age, veteran status, sexual orientation, or disability.

ARTICLE 4 Membership and Fees

Section 1. CLASSES OF MEMBERSHIP: The Board of Directors shall have the authority to establish classes of membership and set subscription fees.

Section 2. MEMBERSHIP VOTES: Each membership is entitled to one vote at general meetings of the Corporation, regardless of the number of individuals included in such membership.

Section 3. REVOCATION: The Board of Directors shall have the power to revoke the membership of any individual or organization whose participation in the Corporation is determined by the board to be detrimental to the purposes set forth in Article 2 of these Bylaws.

ARTICLE 5 General Meetings

Section 1. ANNUAL MEETING: An annual meeting of the Corporation shall be held each year at a time and place selected by the Board of Directors.

Section 2. OTHER GENERAL MEETINGS: A general meeting of the membership of the Corporation may be called by the Board of Directors at any time. A general meeting shall also be called by the Board upon written petition of TEN PERCENT (10%) of the members of the Corporation.

Section 3. QUORUM: TEN PERCENT (10%) of members shall constitute a quorum at any general meeting of the Corporation for the purpose of conducting business.

Section 4. NOTICE: Notice of the date, time, and place of all general meetings shall be sent to all members by US Mail or electronic mail at least FIFTEEN (15) days in advance of such meetings.

ARTICLE 6 Board of Directors

Section 1. NUMBER AND TERM OF ELECTED DIRECTORS: FIVE (5) Directors shall be elected by the membership of the Corporation. Directors elected by the membership shall hold office for a term of TWO (2) consecutive years.

Section 2. NOMINATION AND ELECTION OF DIRECTORS: Elections to fill vacancies on the Board of Directors shall be held in the month of December. The Board shall solicit nominations prior to the election. Any individual member may become a candidate by submitting a written request to the Board of Directors at least THIRTY (30) days prior to the election. Ballots for such election will be distributed to the membership by US Mail or electronic mail a minimum of FIFTEEN (15) days before the election date. All candidates shall be listed on one ballot, and the candidates receiving the greatest number of votes shall be elected.

Section 3. MEETINGS: The Board of Directors shall meet at times and places set at the discretion of the Board. Special meetings of the Board may be called at any reasonable time by the President or any two Directors.

Section 4. MEETING NOTICE: The Secretary shall give notice by US Mail, electronic mail, telephone, or in person of all meetings of the Board to each Director at least SEVEN (7) days before each meeting. The time and place of regular meetings of the Board shall also be made available to the general membership.

Section 5. QUORUM AND PROXIES: Unless otherwise designated in these bylaws, a simple majority of the Board of Directors shall constitute a quorum to conduct the business of the Corporation. A Board member who is unable to be present at a meeting may substitute a proxy vote on a specific issue. Such proxies shall be submitted to the

President or Secretary in writing, by facsimile transmission, or by electronic mail, and will count toward a quorum on the particular issue covered by the proxy.

Section 6. ATTENDANCE: Three consecutive absences by a Director from Board meetings without an excuse deemed valid by the Board shall be construed as a resignation.

Section 7. REMOVAL FROM OFFICE: A Director may be removed from office by a unanimous vote of a quorum of the Directors.

Section 8. VACANCIES: Vacancies on the Board of Directors resulting from the death, resignation, or removal of a Director shall be filled at the next meeting of the Board of Directors following such vacancy. Such appointments shall be by majority vote of the Board, and will be effective until expiration of the term of office of the replaced Director.

Section 9. PAST PRESIDENT: The immediate past President of the Corporation, if not otherwise a member of the Board, shall serve as a Director for one year following the expiration of his or her term of office as President.

ARTICLE 7 Officers

Section 1. TITLES: The officers of the Corporation shall be the President, Secretary, and Treasurer. The Board of Directors may elect additional officers as it may deem necessary. Any two or more offices may be held by the same person, except the office of President.

Section 2. ELECTION AND TERMS OF OFFICE: Officers of the Corporation shall be elected annually by the Board of Directors during the month of January. Officers shall serve a term of one year until the election of their successors.

Section 3. QUALIFICATIONS: Officers elected by the Board of Directors shall be members of the Grand County Characters. They are not required to be members of the Board prior to their election.

Section 4. VOTING PRIVILEGES: Unless otherwise designated by the Board of

Directors, all officers elected by the Board shall be voting members of the Board during their term of office.

Section 5. VACANCIES: A vacancy in the office of President shall be filled by the Secretary until the expiration of the term of the office of President. A vacancy in any other office may be filled temporarily by the President by appointment. Vacancies shall be filled by the Board of Directors at the next regular meeting of the Board following such vacancy.

Section 6. NON-LIABILITY OF OFFICERS: No Officer or Director shall be personally liable to the Corporation or to its members for any debts or damages incurred by the Corporation.

Section 7. DUTIES OF PRESIDENT: The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall supervise and control the affairs of the Corporation and the activities of the Officers. The President shall chair all meetings of the Board of Directors and general meetings, and perform other duties as required by the Board of Directors.

Section 8. DUTIES OF THE SECRETARY: The Secretary shall:

- (a) Record and keep minutes of all general meetings, meetings of the Board of Directors and if requested, minutes of committee meetings. Meeting minutes shall include the time and place of holding, attendees, and proceeding.
- (b) Be custodian of the records and seal of the Corporation, including the Articles of Incorporation and Bylaws.
- (c) Maintain archives of correspondence and legal documents resulting from the business of the Corporation as required by law and as directed by the Board of Directors.

Section 9. DUTIES OF THE TREASURER: The Treasurer shall:

- (a) Have charge and custody of all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks or other depositories as shall be selected by the Board of Directors.
- (b) Receive and give receipt for any funds paid to the Corporation.
- (c) Disburse the funds of the Corporation as directed by the Board of Directors, taking

proper vouchers for such disbursements.

(d) Keep adequate and correct accounts of the Corporations properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains, and losses.

(e) Exhibit at any reasonable time the financial records of the Corporation to any Director upon request.

(f) Report to the Board of Directors as requested on the financial transactions and condition of the Corporation.

(g) Prepare financial statements for any required reports and, if necessary, arrange for certification of the financial reports of the Corporation.

(h) Prepare an annual report summarizing the financial condition of the Corporation, including sources of income and categories of expenses, and make such summary available to the general membership.

(i) Maintain archives of the financial records of the Corporation as required by law and as directed by the Boar of Directors.

Section 10. DUTIES OF OTHER OFFICERS: The Board of Directors shall specify the duties of any officers elected in addition to those described above. Any Officer whose duties include the receipt and disbursement of funds shall be subject to the same requirements as the Treasurer in the handling of such funds.

ARTICLE 8 Committees

Section 1. APPOINTMENT: The President, with the approval of the Board of Directors, may authorize the appointment and define duties of such committees as necessary to carry out the business of the Corporation. The President shall appoint the Chair of each committee.

Section 2. DUTY OF COMMITTEE CHAIR: The Chair of each committee shall report to the Board of Directors as requested on committee proceedings. A committee Chair may designate a member of the committee to represent the committee at Board meetings.

Section 3. DURATION: The duration of committee appointments shall be at the will of the President and Board of Directors.

Section 4. POWERS: No committee or member thereof shall take or make public any action or resolution, or in any way commit the Corporation on any matter of policy or matters of general public interest without having first received specific approval or instructions from the Board of Directors. No committee or member thereof shall commit the Corporation to any legal or financial obligation without prior approval of the Board of Directors.

ARTICLE 9 Finances

Section 1. SOURCES: Sources of the funds for the operation of the Corporation shall include, not be limited to, subscription fees, proceeds of events sponsored by the Corporation, voluntary contributions, and grants and contributions from organizations or other sources whose purposes and functions are in harmony with the purpose of the Corporation. Voluntary contributions other than subscription fees shall not entitle that contributor to voting rights.

Section 2. DEPOSITS AND WITHDRAWALS: The funds of the Corporation shall be deposited in such banks or trust companies as the Board of Directors shall designate. Withdrawals shall be by check signed by the President, Treasurer, or other officers designated by the Board.

Section 3. FISCAL YEAR: The fiscal year of the Corporation shall run from January 1 through December 31.

ARTICLE 10 IRC 501(c)(3) Tax Exemption Provisions

Section 1. LIMITATIONS ON ACTIVITIES: No substantial part of the activities of this Corporation shall be the carrying of propaganda or otherwise attempting to influence legislation. This Corporation shall not participate or intervene in (including the publishing of statements) any political campaign on behalf of, or in opposition to, any candidates for public office.

Notwithstanding any other provisions of the Bylaws, this Corporation shall not carry on any activities not permitted to be carried on by (i) a Corporation exempt from federal

income tax as described in Section(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible as described in Section 170 (c)(2) of the Internal Revenue Code.

Section 2. PROHIBITION AGAINST PRIVATE INUREMENT: No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its directors, officers, or other private persons, except that Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 3. DISTRIBUTION OF ASSETS: Upon the dissolution of Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation, or distribute such assets to the Grand County Historical Association.

ARTICLE 11 Amendments

The Board of Directors shall have the power to make, alter, or amend these Bylaws by majority vote at any meeting of the Board.

ARTICLE 12 Rules of Order

Except as otherwise provided in these Bylaws and the Articles of Incorporation, Roberts Rules of Order shall control in all questions of parliamentary procedure.

ARTICLE 13 Availability of Documents

Copies of these Bylaws and the Articles of Incorporation shall be kept by the Secretary, and made available to any member on request.

ARTICLE 14 Construction and Terms

If there is a conflict between these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall prevail.

Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or corresponding provisions of any future United States tax code.

Signatures Date

President

Treasurer

Secretary

Director

Director