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Articles of Incorporation for a Nonprofit Corporation

filed pursuant to § 7-122-101 and § 7-122-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the nonprofit corporation is Denver 2016 Convention Host Committee.

*(**Caution:** The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)*

2. The principal office address of the nonprofit corporation's initial principal office is

Street address
1600 Stout Street
(Street number and name)
Suite 500
Denver — *(City)*
CO — *(State)*
80202 — *(ZIP/Postal Code)*
(Province – if applicable)
United States — *(Country)*

Mailing address
(**leave blank** if same as street address)
(Street number and name or Post Office Box information)
(City) *(State)* *(ZIP/Postal Code)*
(Province – if applicable) *(Country)*.

3. The registered agent name and registered agent address of the nonprofit corporation's initial registered agent are

Name
(if an individual)
Kuipers — *(Last)*
Melissa — *(First)*
L — *(Middle)*
(Suffix)

OR

(if an entity)
*(**Caution:** Do not provide both an individual and an entity name.)*

Street address
410 17th Street
(Street number and name)
Suite 2200
Denver — *(City)*
CO — *(State)*
80202 — *(ZIP Code)*

Mailing address
(**leave blank** if same as street address)

_____
(Street number and name or Post Office Box information)

_____

_____ CO _____.
(City) *(State)* *(ZIP Code)*

(The following statement is adopted by marking the box.)

☑ The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name
(if an individual)

Feeley | Michael | F | _____
(Last) *(First)* *(Middle)* *(Suffix)*

OR

(if an entity) _____
*(**Caution:** Do not provide both an individual and an entity name.)*

Mailing address

410 17th Street
(Street number and name or Post Office Box information)

Suite 2200

Denver | CO | 80202
(City) *(State)* *(ZIP/Postal Code)*

_____ United States.
(Province – if applicable) *(Country)*

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

☐ The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. *(If the following statement applies, adopt the statement by marking the box.)*

☐ The nonprofit corporation will have voting members.

6. Provisions regarding the distribution of assets on dissolution:

See attachment.

7. *(If the following statement applies, adopt the statement by marking the box and include an attachment.)*

☑ This document contains additional information as provided by law.

8. ***(Caution:*** *Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____.
(mm/dd/yyyy hour:minute am/pm)

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.

9. The true name and mailing address of the individual causing the document to be delivered for filing are

Feeley (*Last*) Michael (*First*) F (*Middle*) _____ (*Suffix*)

410 17th Street
(Street number and name or Post Office Box information)

Suite 2200

Denver (*City*) CO (*State*) 80202 (*ZIP/Postal Code*)

_____ (*Province – if applicable*) United States (*Country*).

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

☐ This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

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ARTICLES OF INCORPORATION
OF
DENVER 2016 CONVENTION HOST COMMITTEE

The undersigned person acting as incorporator of a nonprofit corporation under the Colorado Revised Nonprofit Corporation Act executes the following Articles of Incorporation for such corporation:

FIRST: The name of the nonprofit corporation (the "Corporation") is: Denver 2016 Convention Host Committee.

SECOND: The address of the initial registered office of the Corporation in Colorado is: **410 17th Street, Suite 1215, Denver, Colorado, 80202**. The name of the registered agent at such address is Melissa Kuipers.

THIRD: The principal office address of the Corporation's initial principal office is: **410 17th Street, Suite 1215, Denver, Colorado, 80202**.

FOURTH: The Corporation will not have voting members.

FIFTH: The duration of the Corporation's existence shall be perpetual, unless dissolved according to law. The existence of the Corporation shall commence on the date these Articles of Incorporation are filed with the Secretary of State for the State of Colorado.

SIXTH: The name of the incorporator is Michael F. Feeley, Esq., whose mailing address is: **410 17th Street, Suite 2200, Denver, Colorado 80202**.

SEVENTH: The purposes for which the Corporation is organized are as follows:

1. The Corporation is organized as a business league for the purposes as set forth in Section 501(c)(6) of the internal Revenue Code, and specifically for the purpose of assisting the State of Colorado and the City and County of Denver, and their business communities, convention and visitors' bureau and business chambers of trade and commerce, in their promotion, planning and execution of business promotion and civic events for Denver, including without limitation by: (1) promoting the City and county of Denver and the State of Colorado as a suitable site to the selection committee of the Republican Party for its national convention (the "Convention") in the year 2016 and hosting certain events relating thereto; (2) promoting the greater Denver metropolitan area, and the State of Colorado to Convention participants, sponsors and attendees in areas such as the arts, international trade, economic development, cultural exchange, education, and tourism; (3) providing support and coordination for housing and hospitality for Convention participants, sponsors and attendees; (4) serving as cultural, events and visitors information coordinators; (5) coordination with and providing information to Convention participants, sponsors and attendees about Denver's and Colorado's facilities and infrastructure; (6) developing and promoting a metropolitan plan of activities that focuses on the Denver metropolitan area and the State of Colorado's role as a national and international center; and (7) to engage in such other activities as may be reasonably necessary to carry out the foregoing purposes.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to members of its board of 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 these Articles of Incorporation.

3. The Corporation shall not carry on propaganda or otherwise attempt to act in such a manner that would disqualify it for tax exemption under Section 501(c)(6) of the Internal Revenue Code.

4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation 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)(6) of the Internal Revenue Code, or by a nonprofit corporation organized under the laws of the State of Colorado pursuant to the provisions of the Colorado Revised Nonprofit Business Corporation Act.

EIGHTH: Upon dissolution of the Corporation, the board of directors shall make provisions for payment of all of the liabilities including but not limited to reimbursement to qualified organizations exempt from tax under Section 501(a) of the Internal Revenue Code and/or governmental entities. All assets remaining after payment of liabilities and reimbursements shall be paid over and transferred to one or more organizations which engage in activities substantially similar to those of the Corporation and which are then qualified for exemption from federal income taxes as organizations described in Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code (or corresponding provisions of any subsequent federal income tax laws).

NINTH: The board of directors of the Corporation has the sole and exclusive right to amend or repeal any provision contained in these Articles of Incorporation. Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of Colorado and the requirements of Section 501(c)(6) of the Internal Revenue Code.

TENTH: The board of directors of the Corporation has the sole and exclusive right to alter, amend or repeal the bylaws of the Corporation.

ELEVENTH: The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of State of Colorado any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she

reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, unless such person breached or failed to perform his or her duties as an officer, director, employees or agent of the Corporation and such breach constitutes:

1. A violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

2. A transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

3. Recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety or property.

A judgment or other final adjudication against a director, officer, employee or agent of the Corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his or her breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful,

Notwithstanding anything herein to the contrary, the Corporation shall not indemnify any person for liability for excise taxes imposed under Chapter 42 of the Internal Revenue Code or for liability for mismanagement of assets.

TWELFTH: All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as amended, or to the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Colorado shall be deemed to refer to the laws of the State of Colorado as now in force or hereafter amended.

[Signature Page Follows]

I, the Incorporator, declare that I have examined the foregoing Articles of Incorporation and that the statements contained therein are, to the best of my knowledge and belief, true, and complete.

Executed this 10th day of January, 2014

Michael F. Feeley, Esq.

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

Subscribed and sworn to before me this 10th day of January, 2014, by Michael F. Feeley as Incorporator of Denver 2016 Convention Host Committee.

WITNESS my hand and official seal.

Amy Bennett
Notary Public

My commission expires: Aug 18, 2016

[SEAL]

AMY BENNETT
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20004023219
MY COMMISSION EXPIRES AUGUST 18, 2016

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