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SECRETARY OF STATE  
03-25-2003 10:57:00**NONPROFIT****ARTICLES OF INCORPORATION OF  
AMERICANS AGAINST TERRORISM**

The undersigned, who is eighteen years of age or older, hereby establishes a corporation pursuant to and in compliance with the requirements of the Colorado Revised Nonprofit Corporation Act, Section 7-121-101 through 7-137-301, C.R.S. ("Act"), and adopts the following Articles of Incorporation:

**FIRST:** The name of the corporation is Americans Against Terrorism, hereafter called the "Corporation."

**SECOND:** The address of the principal office of the Corporation is P.O. Box 461147, Glendale, Colorado 80246.

**THIRD:** Matthew S. Finberg, whose address is 1871 Folsom Street, Boulder, Colorado 80302, is hereby appointed the registered agent of the Corporation, and such address shall be the registered address of the Corporation.

**FOURTH:** (a) The objectives and purposes of the Corporation are to educate the public about the dangers of global terrorism, the risks faced by Americans in the US and abroad as a result of such activities, actions which can be taken to support law enforcement efforts to prevent such attempts and mitigate the results of such assaults, and practical steps which may be taken to protect individuals and their families from terrorist risks. The Company intends to hold public meetings, provide educational programs and disseminate educational literature. The Corporation is organized exclusively for educational and charitable purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable 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 these Articles of Incorporation. 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 1986 (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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(c) This Corporation is organized and will be operated exclusively as a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**FIFTH:** The Corporation is not organized for profit; it shall have no capital stock, and shall not be authorized to issue capital stock. The Corporation will not have voting members

until such time, if ever, that the board of directors determines that such a board shall be necessary and appropriate, in accordance with the bylaws of the Corporation.

**SIXTH:** Initial Directors. The affairs and management of the Corporation shall be under the control of a board of directors. The board of directors of the Corporation shall consist of no fewer than 3 and no more than 13 directors. The names and addresses of the persons who shall serve as the initial directors of the corporation until their successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William P. Eigels	P.O. Box 461147 Glendale, CO 80246
Neil G. Dobro	P.O. Box 461147 Glendale, CO 80246

The number of directors shall be fixed by or in the manner provided in the bylaws which may be amended from time to time by the directors.

**SEVENTH:** Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered, and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

**EIGHTH:** No director shall have personal liability for monetary damages for breach of fiduciary duty as a director; except that such provision shall not eliminate or limit the liability of a Director to the Corporation for monetary damages for any breach of the Director's duty of loyalty to the Corporation, acts or omissions not in good faith, that involve intentional misconduct, or a knowing violation of law, acts specified in Section 7-128-403 or 7 128 501(2) of the Act, or any transaction from which the Director directly or indirectly derived an improper personal benefit.

**NINTH:** No Director or officer shall be personally liable for any injury to person or property arising out of a tort committed by an employee unless such Director or officer was personally involved in the situation giving rise to the litigation or unless such Director or officer committed a criminal offense in connection with such situation. The protection afforded in this section (9) shall not restrict other common law protections and rights that a Director or officer may have.

**TENTH:** The Corporation shall indemnify the Directors and officers and hold them harmless to the full extent permitted by Section 7-129-102 and 7-129-103 of the Act and shall advance expenses of the Directors and officers to the full extent permitted by the Act, all as limited by Sections 7-129-106 and 7-129-109.

**ELEVENTH:** The Corporation may, through its By-Laws, make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Colorado or of the United States.

**TWELFTH:** In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article TWELFTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1986 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, granting of scholarships to young men and women to enable them to attend educational institutions.

**THIRTEENTH:** (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4913(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

*FOURTEENTH:* The period of duration of the Corporation shall be perpetual.

*FIFTEENTH:* These Articles of Incorporation may be altered, amended, or repealed, and new Articles of Incorporation may be adopted by a majority of the Board of Directors at which a quorum is present.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation as of the day and year first written hereinabove.

Matthew S. Finberg  
Matthew S. Finberg, Incorporator  
1871 Folsom Street  
Boulder, CO 80302

The undersigned hereby consents to his appointment as the initial registered agent of the Corporation.

Matthew S. Finberg 3.25.03  
Matthew S. Finberg Date

The name and mailing address, 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, is Matthew Finberg, 1871 Folsom Street, Boulder, Colorado 80302