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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 Fairness for Colorado.

(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

2217 E. 24th Avenue

(Street number and name)

Denver

(City)

CO

(State)

80205

(ZIP/Postal Code)

United States

(Province – if applicable)

(Country)

Mailing address

(leave blank if same as street address)

PO Box 370412

(Street number and name or Post Office Box information)

Denver

(City)

CO

(State)

80237

(ZIP/Postal Code)

United States

(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)

Alexee

(Last)

Jim

(First)

(Middle)

(Suffix)

OR

(if an entity)

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

Street address

2217 E. 24th Avenue

(Street number and name)

Denver

(City)

CO

(State)

80205

(ZIP Code)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

CO
(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)

(Last) (First) (Middle) (Suffix)

OR

(if an entity)

Tierney Paul Lawrence LLP

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

Mailing address

2401 15th Street

(Street number and name or Post Office Box information)

Suite 300

Denver

(City)

CO

(State)

80202

(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)

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

Knight Amy _____
(Last) (First) (Middle) (Suffix)
2401 15th Street
(Street number and name or Post Office Box information)
Suite 300
Denver CO 80202
(City) (State) (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.

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ATTACHMENT TO
ARTICLES OF INCORPORATION
OF
FAIRNESS FOR COLORADO
(a Colorado Nonprofit Corporation)

ARTICLE I
Purposes and Restrictions

A. The corporation is organized exclusively to carry on one or more exempt functions as provided under Section 527 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code ("Code"). The corporation may carry on any other lawful activity consistent with the provisions of these Articles of Incorporation ("Articles"), the Colorado Revised Nonprofit Corporation Act ("Act"), and all applicable campaign finance laws and regulations.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its officers, directors, 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. Notwithstanding any other provision of these Articles, 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 527 of the Code.

C. Upon dissolution of the corporation, its remaining assets shall be distributed in accordance with applicable state and federal law, including Treasury Regulation § 1.527-5(c). Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations as such court shall determine which are organized and operated exclusively for such purposes.

ARTICLE II
Elimination of Certain Liabilities of Directors

A. No director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the corporation for monetary damages shall be eliminated or limited on account of any of the following: (a) any breach of the director's duty of loyalty to the corporation; (b) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; (c) the director's assent to or participation in a loan by the corporation to any director or officer of the corporation; or (d) any transaction in which the director received improper personal benefit.

B. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE III

Board of Directors/Members

The affairs and management of the corporation shall be under the control of the Board of Directors. The corporation shall have no voting members and no capital stock.

ARTICLE IV

Bylaws

The Board of Directors shall have the power to adopt, revise, amend and revoke such bylaws as they may deem proper for the management of the affairs of the corporation.

ARTICLE V

Amendment to Articles of Incorporation

These Articles may be altered, amended or repealed, in whole or in part, and new Articles may be adopted by the Board of Directors; provided, however, that these Articles may only be amended or altered in a manner which would not disqualify the corporation under §527 of the Code. The adoption of new Articles or the alteration, amendment or repeal of the Articles shall require an affirmative vote of two-thirds of those Directors who may vote on such as matters as set forth in the bylaws.