

**ARTICLES OF INCORPORATION  
OF  
UNIVERSITY PARK COMMUNITY COUNCIL**

**ARTICLE I**

The name of the corporation is University Park Community Council.

**ARTICLE II**

The period of duration of the corporation is perpetual.

**ARTICLE III**

The corporation is the successor to University Park Community Council, a Colorado nonprofit corporation which was incorporated on July 19, 1988, was suspended on September 30, 1990, was involuntarily dissolved by operation of law on January 1, 1994, and thereafter has operated as an unincorporated nonprofit association pursuant to Colorado law. The corporation is organized exclusively for nonprofit and civic purposes, including the promotion of social welfare, common good and general welfare of the University Park Community within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, specifically including within such purposes: To promote and enhance the quality of life in University Park Neighborhood; To assist in the preservation and maintenance of the character, history, and fabric of the University Park Neighborhood; To provide a forum for discussion, consideration, and resolution of issues and of multiple viewpoints regarding the University Park Neighborhood; and To maintain involvement and liaison with the Inter Neighborhood Cooperation, Incorporated, a Colorado nonprofit corporation, a coalition of neighborhood organizations registered with the City and County of Denver. The corporation shall have and may exercise all of the powers, rights and privileges which a corporation organized pursuant to the Colorado Revised Nonprofit Corporation Act may have and exercise.

**ARTICLE IV**

1. 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 Article III 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 by a corporation exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

2. Upon the dissolution of the 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 of the assets of the corporation for the purposes of the corporation, or to such organization or organizations which, as the Board of Directors shall determine. 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 for such purposes as said Court shall determine.

#### **ARTICLE V**

1. The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

2. The Corporation shall have Members. The qualifications for membership and other matters relating to its Members shall be as set forth in the bylaws of the Corporation.

#### **ARTICLE VI**

1. The business and affairs of the corporation shall be managed by a Board of Directors. The initial Board of Directors shall consist of four members, and the following shall be said directors until their successors are elected and qualify:

Rosemary Stoffel

William H. Winn

Franklin P. Whitbeck, Jr.

Kathy Lees

2. Except as to the said number constituting the initial Board of Directors, the number of directors may be increased or decreased from time to time by appropriate provisions in the bylaws,

but no decrease shall have the effect of shortening the term of any incumbent director. Vacancies in the board of directors may be filled by majority vote of the then directors, even though such then directors are less than a quorum in number.

## **ARTICLE VII**

The following provisions are inserted for the management of the business and for the regulation of the internal affairs of the corporation and the same are in furtherance of and not in limitation or exclusion of the powers conferred by law:

1. The Board of Directors by resolution or the Members by majority vote of those present at a regular or special meeting called for such purpose, shall have the power to adopt, alter, amend or repeal from time to time such bylaws as they deem proper for the management of the affairs of the corporation according to these Articles and the Colorado Revised Nonprofit Corporation Act.

2. The Board of Directors by resolution may designate from among the directors an executive committee and one or more other committees each of which, to the extent provided in the resolution or in the bylaws, shall have all of the authority of the Board of Directors except as may be prohibited by law.

3. No director shall be compensated for his or her service to the corporation in any capacity, except that the Board of Directors may authorize the reimbursement of expenses incurred on behalf of the corporation. Any director of the corporation may also serve the corporation in any other capacity.

## **ARTICLE VIII**

No director shall be personally liable to the corporation or to its Member for monetary damages for breach of fiduciary duty as a director; except that this provision shall not eliminate or limit the liability of a director to the corporation or to its Members for monetary damages for: Any breach of the director's duty of loyalty to the corporation or its Members; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; acts specified in section 7-128-403 or 7-128-501(2), C.R.S.; or any transaction from which the Director directly or indirectly derived an improper personal benefit.

### **ARTICLE IX**

The address of the corporation's initial principal office is P.O. Box 102407, Denver, Colorado 80250. The address of the corporation's initial registered office is 2230 Cook Street, Denver, Colorado 80210. The name of its initial registered agent at such address is Franklin P. Whitbeck, Jr. Books of account, records, documents and other papers may be kept at the registered office of the corporation or at such other place within the State of Colorado as may be determined by the Board of Directors.

### **ARTICLE X**

These Articles of Incorporation may be amended, altered or repealed, or have added thereto additional provisions from time to time by a two-thirds vote of the Members at any regular or special meeting called for such purpose upon notice not less than ten nor more than sixty calendar days prior to the meeting at which such change(s) is/are to be considered.