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**Articles of Incorporation for
WHEAT RIDGE COMMUNITY CHORALE
a Nonprofit Corporation**

FILED
DONNETTA DAVIDSON
COLORADO SECRETARY OF STATE

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

Article I
Name

The name of the Corporation shall be Wheat Ridge Community Chorale.

Article II
Registered Agent and Office

The address of the initial registered office of the Corporation in Colorado is 9512 West Wesley Drive, Lakewood, Colorado, 80227 and the name of its initial registered agent at such address is Al Johnson.

Article II
Principal Office

The address of the principal place of business of the Corporation is 9512 West Wesley Drive, Lakewood, Colorado, 80227.

Article IV
Membership

The Corporation will have members as provided in Bylaws to be adopted by the Corporation.

Article V
Initial Directors

The Corporation shall have four Directors who shall serve as the initial board of directors. The Directors are Al Johnson, Charles Jorgenson, Cindy Rockett and Susan Zinanti. The size of subsequent Boards of Directors shall be determined under Bylaws to be adopted by the Corporation.

Article VI
Incorporator

The incorporator is Charles Jorgenson, 3734 Union Court, Wheat Ridge, Colorado, 80033.

Article VII
Purpose

Said Corporation is organized exclusively for charitable and educational 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, or the corresponding section of any future federal tax code. Specifically, the purposes for which the Corporation is organized are to encourage the appreciation of vocal music in the public at large by (1) providing a broad opportunity for persons in the Denver metropolitan area to rehearse and sing a variety of vocal music and (2) performing vocal music.

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Article VIII
Limitation of Powers

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 above.

B. 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 or in opposition to any candidate for public office.

C. 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) or the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. If this Corporation is at any time a private foundation as defined in Section 509 of the Internal Revenue Code, the following provisions shall also apply:

1. The Corporation will distribute its income for each tax 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, or the corresponding section of any future federal tax code.

2. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. The Corporation will not retain any excess business holdings as defined in section 4943(c) of Internal Revenue Code, or the corresponding section of any future federal tax code.

4. The Corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IX
Provision for Assets Upon Dissolution

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 exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, 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 1986, or the corresponding provision of any future United States Internal Revenue Law, as the board of directors 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, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article X
Liability of Directors

No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the Corporation or its members for monetary damages for the following: (1) any breach of such director's duty of loyalty to the Corporation or its members, (2) any of such directors acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) acts specified in C.R.S. Section 7-24-111, as it now exists or hereafter may be amended (regarding a director's assent to or participation in the making of any loan by the Corporation to any director or officer of the Corporation, or (4) any transaction from which such director derived an improper personal benefit. If the Colorado Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Nonprofit Corporation Act. 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 XI
Amendment

The foregoing Articles may be amended upon the affirmative vote of two-thirds of the Directors of the Corporation.

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, are:

Charles Jorgenson, 3734 Union Court, Wheat Ridge, Colorado, 80033.

OPTIONAL. The Colorado Secretary of State may contact the following authorized person regarding this document:

Brian Landy, Attorney at Law, 3780 South Broadway, Englewood, CO, 80113, (303) 781-2447 telephone and fax, E-mail: brianlandy@landy-law.com