

# ARTICLES OF INCORPORATION FOR THE WOODLAND PARK MAIN STREET ORGANIZATION

## A Colorado Nonprofit Corporation

December 15, 2015

### ARTICLE ONE

The name of this corporation is Woodland Park Main Street.

### ARTICLE TWO

The address of the principal office of the nonprofit corporation is 220 West South Avenue, Woodland Park, Colorado 80866.

### ARTICLE THREE

This nonprofit corporation is not organized for the private gain of any person. It is organized under the Colorado Revised Nonprofit Corporation Act for charitable and educational purposes. The specific purpose for which this corporation is organized is to address the community needs of the downtown business district of Woodland Park, Colorado, as delineated in Attachment "A" hereto, as such attachment may from time to time be amended by the Main Street Board of Directors.

### ARTICLE FOUR

The name and address in the State of Colorado of this corporation's initial agent for service of process is Darlene Jensen. The registered agent's office, and the principal office of the corporation, is located at 220 West South Avenue, Woodland Park, Colorado 80866.

### ARTICLE FIVE

- (a) This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or under the corresponding provision of any future United States Internal Revenue law, hereinafter referred to as "the Code."
- (b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- (c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign, including the publishing or distribution of statements, on behalf of or in opposition to any candidate for public office, except as otherwise provided in Section 501(h) of the Code.

### ARTICLE SIX

The nonprofit corporation will have voting Board members, also known as Directors.

### ARTICLE SEVEN

The names and addresses of the persons appointed to act as the initial Directors of this corporation are as follows:

Vera Egbert, 250 Laura Lane, Woodland Park, CO 80863  
Gary Crane, 2881 Sunnywood Avenue, P.O. Box 5769, Woodland Park, CO 80866  
Renee Bunting, 11400 West Highway 24, Divide, CO 80814  
Steve Jeroslow, 610 Sun Valley Drive, Woodland Park, CO 80863  
Anita Riggle, 4050 Omer Lane, Divide, CO 80814  
Laurie Glauth, P.O. Box 6902 Woodland Park, CO 80866  
Lee Willoughby, 760 Pinon Ridge Drive, Woodland Park, CO 80863  
Bob Carlsen (non-voting, ex officio member), P.O. Box 9007, Woodland Park, CO 80866  
Jan Wilson, P.O. Box 6848, Woodland Park, CO, 80866  
Debbie Miller, P.O. Box 9022, Woodland Park, CO 80866  
Brian Fleer, P.O. Box 9007, Woodland Park, CO 80866

#### ARTICLE EIGHT

- (a) The property of this corporation is irrevocably dedicated to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable, educational, scientific, or literary purposes, and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer, or committee member thereof, or to the benefit of any private person.
- (b) Upon the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, scientific, or literary purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE NINE

Notwithstanding any other provision of these Articles, during any period that the corporation is a "private foundation" within the meaning of section 509 of the Code, the corporation shall be required to distribute its income for each taxable year of the corporation at such time and in such manner as not to subject the corporation to tax under section 4942 of the Code; and the corporation shall be prohibited from engaging in any act of self-dealing as defined in section 4941(d) of the Code, from retaining any excess business holdings in violation of the provisions of section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under section 4944 of the Code, and from making any taxable expenditures as defined in section 4945(d) of the Code.

#### ARTICLE TEN

There shall be no personal liability, either direct or indirect, of any director of the corporation to the corporation for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the corporation for monetary damages for any breach, act, omission or transaction as to which the Colorado Revised Nonprofit Corporation Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision is in the corporation's original Articles of Incorporation

and thus is effective on the date of the corporation's incorporation. This provision shall not limit the rights of directors of the corporation for indemnification or other assistance from the corporation. This provision shall not restrict or otherwise diminish the provisions of Section 13-21-115.7, Colorado Revised Statutes (concerning no liability if directors except for wanton and willful acts or omissions), any amendment or successor provision to such Section, or any other law limiting or eliminating liabilities. Any repeal or modification of the foregoing provisions of this Article or any repeal or modification of the Colorado Revised Nonprofit Corporation Act which permits the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right or protection of a director of the corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.


ARTICLE ELEVEN

The name and mailing address of the individual who causes 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:

Darlene Jensen, Main Street Program Coordinator  
220 West South Avenue  
Woodland Park, CO 80866

ARTICLE TWELVE

The name and address of the incorporator is: Vera Egbert, c/o Woodland Park Main Street, 220 West South Avenue, Box 9007, Woodland Park, Colorado 80866.

BY:   
Vera Egbert  
Chairperson, Woodland Park Main Street

Date: 12/22/15

Attachment A  
Geographic Boundaries of Main Street Organization

MAIN STREET BOUNDARY MAP

