



Colorado Secretary of State  
 Date and Time: 06/15/2011 12:07 PM  
 ID Number: 20111341314  
 Document number: 20111341314  
 Amount Paid: \$50.00

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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

Loveland Classical Schools Foundation

*(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 4393 N Lincoln Ave  
*(Street number and name)*

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Loveland CO 80538  
*(City) (State) (ZIP/Postal Code)*

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United States  
*(Country)*

Mailing address  
 (leave blank if same as street address) (Street number and name or Post Office Box information)

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(City) (State) (ZIP/Postal Code)

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(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) Cramer Tamara  
*(Last) (First) (Middle) (Suffix)*

**OR**

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

Street address 4393 N Lincoln Ave  
*(Street number and name)*

---

Loveland CO 80538  
*(City) (State) (ZIP Code)*

Mailing address

(leave blank if same as street address)

\_\_\_\_\_

(Street number and name or Post Office Box information)

\_\_\_\_\_

\_\_\_\_\_ CO \_\_\_\_\_  
(City) (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)

Arrington

(Last)

Barry

(First)

(Middle)

(Suffix)

**OR**

(if an entity)

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

Mailing address

7340 E Caley Ave

(Street number and name or Post Office Box information)

Suite 360

Centennial

(City)

CO

(State)

80111

(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. (The following statement is adopted by marking the box.)

Provisions regarding the distribution of assets on dissolution are included in an 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)

**Notice:**

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

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

<u>Arrington</u>	<u>Barry</u>	<u></u>	<u></u>
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
<u>7340 E Caley Ave</u>			
<small>(Street number and name or Post Office Box information)</small>			
<u>Suite 360</u>			
<hr/>			
<u>Centennial</u>	<u>CO</u>	<u>80111</u>	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
<u></u>	<u>United States</u>	<u></u>	
<small>(Province – if applicable)</small>	<small>(Country)</small>		

*(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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## ARTICLE I

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the Code). The sole purpose of the corporation shall be assisting Loveland Classical Schools in achieving its educational mission.

The corporation is organized in accordance with the laws of the State of Colorado and, specifically, the Colorado Revised Nonprofit Corporation Act. The corporation is organized and shall be operated exclusively for charitable or educational purposes. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual, and no substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection 501(h) of the Code), and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office or in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c) (3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Code.

## ARTICLE II

The period of duration of the corporation shall be perpetual.

## ARTICLE III

The corporation shall have no members.

## ARTICLE IV

The corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado, except as expressly provided in these Articles. In addition, the corporation may do everything necessary, suitable or proper to the accomplishment of any of its corporate purposes. The corporation may conduct part or all of its business in any other

part of Colorado, of the United States or the world and may hold, purchase, lease and convey real and personal property in any of such places.

#### ARTICLE V

A. All income of the corporation for each taxable year (for federal income tax purposes) shall be distributed at such time and in such manner so as not to subject the corporation to federal tax under Section 4942 of the Code.

B. The corporation shall not (i) engage in any self-dealing (as defined in Section 4941(d) of the Code); (ii) return any excess business holdings (as defined in Section 4943(c) of the Code); (iii) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (iv) make any taxable expenditures (as defined in Section 4945(d) of the Code).

#### ARTICLE VI

A. The business and affairs of the corporation shall be managed by a board of directors which shall be elected as provided in the bylaws.

B. The initial board of directors shall consist of three persons who shall serve until their successors are elected or appointed.

C. The number of directors may be increased or decreased (but not to less than one) from time to time in accordance with law and with the bylaws of the corporation, but no decrease shall have the effect of shortening the term of an incumbent director.

#### ARTICLE VII

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because such directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because their votes are counted for such purpose, if: (a) the fact

of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the contract or transaction is fair and reasonable to the corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

## ARTICLE VIII

No director of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except as otherwise provided by the Colorado Revised Nonprofit Corporation Act, as amended.

## ARTICLE IX

A. The corporation shall indemnify, to the extent permitted by law, any person who is or was a director, officer, agent, fiduciary or employee of the corporation against any claim, liability or expenses arising against or incurred by such person as a result of actions reasonably taken by him at the direction of the corporation. The corporation shall further have the authority to the full extent permitted by law to indemnify its directors, officers, agents, fiduciaries and employees against any claim, liability or expense arising against or incurred by them in all other circumstances and to maintain insurance providing such indemnification.

B. In no case, however, shall the corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Code. Further, if at any time or times the corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times, no payment shall be made under this Article X if such payment would constitute any act of self-dealing (as defined in Section 4941(d) of the Code) or a taxable expenditure (as defined in Section 4945(d) of the Code).

## ARTICLE X

A. The corporation may be dissolved by a two-thirds (2/3) vote of the directors of the corporation.

B. Upon dissolution of this corporation, its assets shall be distributed to the for one or more exempt purposes within the meaning of section 501(c)(3) of the Code (or the corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government for a public purpose. 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 XI

The articles of incorporation may be altered, amended or repealed with the approval of a majority vote of the directors for the corporation in office.