

**ARTICLES OF INCORPORATION
OF
Upper Downtown Neighborhood Association (“UPdoNA”)
A Colorado Corporation**

_____, acting as filer, and _____ acting, as President, hereby establish a nonprofit association pursuant to the Colorado Revised Nonprofit Act (the “Act”) and adopts the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the Corporation is _____ (“UPdoNA”).

ARTICLE II.

DURATION

UPdoNA shall have perpetual existence.

ARTICLE III.

PURPOSES AND POWERS

Section 3.1 Purposes. UPdoNA is organized and shall be operated exclusively for charitable purposes within the meaning of the Colorado Revised Nonprofit Act and Section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the specific purposes and objectives of UPdoNA shall be charitable in nature, with the goals of lessening neighborhood tensions and combating community deterioration.

Section 3.2 Powers. In furtherance of the foregoing purposes and objectives and subject to the restrictions set forth in Section 3.3, UPdoNA shall have and may exercise all the powers now or hereafter conferred upon nonprofit associations organized under the laws of Colorado

and may do everything necessary or convenient for the accomplishment of any of the association purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3.3 Restrictions On Powers.

(a) No part of the net earnings of UPdoNA shall inure to the benefit of or be distributable to any director or officer of UPdoNA or any other individual (except that fair and reasonable compensation may be paid for services rendered to or for the benefit of UPdoNA affecting one or more of its purposes), and no director or officer of UPdoNA or any other individual shall be entitled to share in any distribution of any of the association assets on dissolution of UPdoNA or at any other time.

(b) No substantial part of the activities of UPdoNA shall consist of carrying on lobbying or otherwise attempting to influence legislation. UPdoNA shall not participate 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 unless such statements or publications are politically unbiased. **NOTE: I would leave the unless... out unless we intend to do this.**

(c) Upon dissolution of UPdoNA, all of UPdoNA's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to and among one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property, and their respective shares and interests, shall be determined by the board of directors at the time of dissolution.

(d) Notwithstanding any other provision of these Articles of Incorporation, UPdoNA shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code, nor shall UPdoNA make contributions to any entity to which

such contributions are not deductible under section 170(c)(2) of the Internal Revenue Code.

(e) All references in these Articles of Incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

ARTICLE IV.

OFFICES

Section 4.1 Principal Office. The address of the initial principal office of UPdoNA is _____.

Section 4.2 Registered Office and Agent. The street address of the initial registered office of UPdoNA is _____. The name of the CHA's initial registered agent at the initial registered office is _____.

ARTICLE V.

STOCK

UPdoNA shall have no capital stock.

ARTICLE VI.

BOARD OF DIRECTORS

Section 6.1 General. The management of the affairs of UPdoNA shall be vested in a board of directors; except as otherwise provided in the Act, in these Articles of Incorporation or in the Bylaws of UPdoNA. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be as provided from time to time in the Bylaws of UPdoNA.

Section 6.2 Liability of Officers and Directors. No Officer or Director shall be personally liable to UPdoNA for monetary damages for breach of fiduciary duty as an Officer or Director, except that the foregoing shall not eliminate or limit liability of an Officer or Director to UPdoNA for monetary damages for the following: (a) any breach of the director's duty of loyalty to UPdoNA, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) acts specified in C.R.S. Sections 7-128-403 (relating to unlawful distributions) or 7-128-501(2) (prohibiting loans to Officers and Directors), as they now exist or hereafter may be amended, or (d) any transaction from which the Officer or Director directly or indirectly derived an improper personal benefit. If the Act hereafter is amended to authorize the further elimination or limitation of the liability of Officers or Directors, then the liability of an Officer or director of UPdoNA, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Act. Any repeal or modification of this Section 6.2 shall be prospective only and shall not adversely affect any right or protection of an Officer or Director of UpdoNA existing at the time of such repeal or modification.

Section 6.3 Initial Board. After filing with the state as a corporation, the filer shall elect an initial Board of Directors. Until the initial Board of Directors has been elected and shall qualify, the filer(s) shall serve as the Directors of UPdoNA and shall have all of the powers and authority and shall perform all of the duties of the Board of Directors.

ARTICLE VII.

BYLAWS

The initial bylaws of UPdoNA shall be as adopted by the Board of Directors. Except to the extent limited by the Act, the Board of Directors shall have power to alter, amend or repeal the bylaws in force from time to time and adopt new bylaws. The bylaws of UPdoNA may contain any provisions for the managing and regulating of the affairs of UPdoNA that are not inconsistent with law or these Articles of Incorporation, as these Articles may from time to time be amended. However, no bylaw shall have the effect of giving any Director or Officer of

UPdoNA or any other individual any proprietary interest in UPdoNA's property, whether during the term of UPdoNA's existence or as an incident to its dissolution.

ARTICLE VIII.

Membership. UpDoNA has and will continue to have members. Members are without voting rights except as set forth the Bylaws. Operations and governance of UpDoNA are vested as set forth in the Bylaws.

ARTICLE IX.

AMENDMENTS

The Board of Directors shall have the exclusive power and authority at any time and from time to time to amend these Articles of Incorporation and the Bylaws by the vote of a majority of the Directors then in office.

ARTICLE X.

DISSOLUTION

The Board of Directors shall have the authority to dissolve the company for any reason by a vote of a majority of the Directors then in office. In the event of a dissolution, any remaining assets shall be distributed in accordance with the provisions of Article 3 Section 3.3 (c) of this document.

By signing this document, I consent to the designation of myself as registered agent for UPdoNA.

EXECUTED effective as of the _____ day of _____, 2021.

_____, Filer and registered agent

If we have a President, they can sign here