ARTICLES OF INCORPORATION
OF
Upper Downtown Neighborhood Association ("UpDoNA")
A Colorado Corporation
Including Amendment I Dated 5/25/2023

Donna T Mosely, acting Registered Agent, and the Board of Directors of UpDoNA as named in Article 6.3 of this document, hereby amend the Articles of Incorporation of Upper Downtown Neighborhood Association,a nonprofit corporation pursuant to the Colorado Revised Nonprofit Act (the "Act") and adopts the following Amended Articles of Incorporation:

ARTICLE I. NAME

The name of the Corporation is Upper Downtown Neighborhood Association ("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, for the purposes of lessening neighborhood tensions and combating community deterioration. The ultimate goal is to improve the quality of life for all those residing in, working in and visiting our community.

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) UpDoNA is a tax exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code and will conduct itself in furtherance of that status. The organization filed pursuant to Section 501(h) of the same code to determine limitations on lobbying activities based upon exempt expenditures. 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. UpDoNA also shall not engage in any other activity that would jeopardize its status as a tax-exempt entity.

(c) Upon dissolution of UpDoNA, all the remaining assets of UpDoNA after payment of or provision for all of the 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 principal office of UpDoNA is 1312 17th Street #1293, Denver, Colorado 80202.

Section 4.2 REGISTERED OFFICE AND AGENT. The street address of the registered office of UpDoNA is 891 14th Street, Unit 3916, Denver, CO 80202. The name of the UpDoNA's Registered Agent is Donna T Mosely.

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 CURRENT BOARD. The Board of Director members at the time of the adoption of this amendment and restatement of the Articles of Incorporation are as set forth below:

NAME OF DIRECTOR	TITLE
Lisa Pope	President
Ron Townsend	Vice President
Jack Murphy	Treasurer
Donna Mosely	Secretary
Carol Wayne	City Liaison
Rob Squire	Director
Kristin Bennett	Director

ARTICLE VII. BYLAWS

The Bylaws of UpDoNA have been 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 by 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 at least two-thirds 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. Board Members agree that this document has been adopted by the Board.

EXECUTED effective as of the6th day of June, 2023.

Donna T Mosely, Registered Agent

Board of Directors:

Lisa Pope, President

Ron Townsend, Vice President

Jack Murphy, Treasurer

Donna Mosely, Secretary

Carol Wayne, City Liaison

Rob Squire, Director

K. Bennett Parsons, Director