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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 Colorado Coalition For Retirement Security.  
*(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 3087A Tejon Street  
*(Street number and name)*

Denver CO 80211  
*(City) (State) (ZIP/Postal Code)*

United States  
*(Province – if applicable) (Country)*

Mailing address  
*(leave blank if same as street address)*

*(Street number and name or Post Office Box information)*

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

*(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) Hansen Lynea  
*(Last) (First) (Middle) (Suffix)*

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

Street address 3087A Tejon Street  
*(Street number and name)*

Denver CO 80211  
*(City) (State) (ZIP Code)*

Mailing address  
(leave blank if same as street address) \_\_\_\_\_  
(Street number and name or Post Office Box information)  
\_\_\_\_\_  
\_\_\_\_\_  
(City) CO \_\_\_\_\_  
(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) \_\_\_\_\_  
(Last) (First) (Middle) (Suffix)

**OR**

(if an entity) Heizer Paul Grueskin LLP  
(Caution: Do not provide both an individual and an entity name.)

Mailing address 2401 15th Street  
(Street number and name or Post Office Box information)  
Suite 300  
Denver CO 80202  
(City) (State) (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)

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<u>Lawrence</u>	<u>Cara</u>		
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<u>2401 15th Street</u>			
<small>(Street number and name or Post Office Box information)</small>			
<u>Suite 300</u>			
<u>Denver</u>	<u>CO</u>	<u>80202</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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**ATTACHMENT TO  
ARTICLES OF INCORPORATION  
OF  
COLORADO COALITION FOR RETIREMENT SECURITY  
(a Colorado nonprofit corporation)**

**ARTICLE I**  
Purposes and Restrictions

A. The corporation is organized for social welfare purposes within the meaning of §501(c)(4) of the Internal Revenue Code of 1986 as amended, or the corresponding section of any future federal tax code (“Code”). The corporation may carry on any other lawful activity consistent with the provisions of the Code, these Articles of Incorporation (“Articles”) and the Colorado Revised Nonprofit Corporation Act (“Act”).

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its officers, directors, or other private persons, and no officer or director of the corporation, or any other private individual, shall be entitled to share in any distribution of any corporate assets on dissolution of the corporation or otherwise, 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 in these Articles. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under §501(c)(4) of the Code.

C. Upon dissolution of the corporation, its remaining assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) or § 501(c)(4) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations as such court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE II**  
Elimination of Certain Liabilities 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 no director's liability to the corporation for monetary damages shall be eliminated or limited on account of any of the following: (a) any breach of the director's duty of loyalty to the corporation; (b) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; (c) the director's assent to or participation in a loan by the corporation to any director or officer of the corporation; or (d) any transaction in which the director received improper personal benefit.

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 III**  
Voting Members

The corporation shall have voting members, but no capital stock.

**ARTICLE IV**  
Bylaws

The Board of Directors shall have the power to adopt, revise, amend and revoke such by-laws as they may deem proper for the management of the affairs of the corporation.

**ARTICLE V**  
Amendment to Articles of Incorporation

These Articles may be altered, amended or repealed, in whole or in part, and new Articles may be adopted by the Board of Directors; provided, however, that these Articles may only be amended or altered in a manner which would not disqualify the corporation under §501(c)(4) of the Code.