

**Articles of Incorporation
Of
Lakewood Performing Arts Council**

As Amended by Resolution of the Board, August 14, 2002

The undersigned persons, acting as the incorporators of a nonprofit corporation in accordance with CRS 7-122-101, hereby deliver to the Colorado Secretary of State these Articles of Incorporation pursuant to the Colorado Revised Nonprofit Corporation Act, and state the following:

Article 1 – Name and Address of Principal Office

The name of the corporation is Lakewood Performing Arts Council, herein referred to as “The Corporation”. The address of the principal office of The Corporation is Lakewood High School, 9700 West 8th Avenue, Lakewood, CO 80215.

Article II – Registered Agent, Address of Registered Office, and Consent of Agent

The name of the initial registered agent of The Corporation is Douglas G. Harris. The address of the initial registered office of Douglas G. Harris is Lakewood High School, 9700 West 8th Avenue, Lakewood, CO 80215. Douglas G. Harris hereby consents to the appointment: _____

Article III – Names and Addresses of Incorporators

The names and addresses of the incorporators are as follows:

Doug Eulberg, 8799 West Eastman Avenue, Lakewood, CO 80227

Paula M. Batson, 12684 West Hawaii Avenue, Lakewood, CO 80228

Teresa L. Schuyler, 855 South Miller Street, Lakewood, CO 80226

Kristi J. Frederickson, 10020 West 13th Avenue, Lakewood, CO 80215

Article IV - Members

The Corporation shall not have voting members under CRS 7-121-401(40). However, the board of directors may from time to time pass resolutions empowering the members to

vote on such matters and on such occasions as the board, in its sole discretion, deems appropriate.

Article V – Dissolution

Upon the dissolution of The Corporation, the directors and officers shall pay in a timely manner, or make provision for the timely payment of, the debts and liabilities of The Corporation. Immediately thereafter, the board shall select an organization organized and operated for the charitable and educational purposes comparable to those of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the “Code”, all references to which include the regulations promulgating thereunder and any corresponding provisions of any subsequent federal tax laws or regulations), and shall distribute all of the remaining assets of The Corporation to such organization. Any such assets not so disposed of shall be turned over to the County Court of the county in which the principal office of The Corporation is then located for distribution to an organization that is organized and operated for charitable and educational purposes comparable to those of The Corporation and that qualifies as an exempt organization under Section 501(c)3 of the Code, as said court shall determine.

Article VI- Address for Receiving Copy of Filed Articles of Incorporation

The Secretary of State may send a copy of the filed Articles of Incorporation to Teresa L. Schuyler, 855 South Miller Street, Lakewood, CO 80226.

Article VII – General Powers and Limitations

The Corporation shall have and may exercise all of the rights, powers, privileges and immunities granted to nonprofit corporations by the laws of the State of Colorado, as amended from time to time, provided however that the organization, management, operation and activity of The Corporation shall, at all times, comply with the restrictions or limitations imposed by the Articles of Incorporation and its associated bylaws as well as:

- A. Any restrictions or limitations imposed by the official rules or policies of the Board of Education of Jefferson County School District R-1, State of Colorado, or by the official rules or policies of Lakewood High School, 9700 West 8th Avenue, Lakewood, County of Jefferson, State of Colorado, or by the rules or policies of the teacher reemployed by the School District to direct and operate the Instrumental Music Program at Lakewood High School (“the instrumental music director”).
- B. The restrictions or limitations contained in the Code regarding (i) and organization that is exempt from taxation under Section 501(c)3 of the Code;

(ii) an organization that is not a private foundation in accordance with Section 509(a)(1), (a)(2) or (a)(3) of the Code; and (iii) an organization, contributions to which are deductible under Section 170(c)2 of the Code.

Article VIII – Purpose

The Corporation is not organized for pecuniary profit. Its exclusive charitable and educational purpose is to support the public school known as Lakewood High School by providing resources for the Instrumental music program, hereafter referred to as the “Music Program”, to the end of enhancing the musical talents and experiences of Lakewood High School students as well as enriching their appreciation and knowledge of music. To implement this purpose, The Corporation, acting through its board of directors, shall:

- A. Maintain an effective, professional relationship with the instrumental music director, and when appropriate, operate under his or her supervision or guidance.
- B. Distribute or otherwise use the funds of The Corporation, net of all operating expenses, for the benefit of the Music Program. No part of the net earnings of The Corporation shall inure to the benefit of any director, officer, member or other individual, except that (i) reasonable compensation may be paid for services duly rendered to The Corporation in furtherance of its purpose, excluding services rendered by any director or officer of The Corporation acting solely in his or her capacity as a director or officer of The Corporation, and (ii) reimbursement may be made duly incurred by or on behalf of The Corporation in carrying out its purposes.
- C. Make no loan to any director or officer of The Corporation. Any director or officer who assents to or participates in the making of any such loan shall be liable to The Corporation for the amount of such loan until it is repaid.
- D. Ensure that no substantial part of the activities of The Corporation consists of carrying on propaganda or otherwise attempting to influence legislation, provided that The Corporation shall be permitted to make the election described in Section 501(h) of the Code, and if it so elects, to make lobbying and grass roots expenditures that do not normally exceed the ceiling amounts prescribed by Section 501(h). Nor shall The Corporation participate in 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.

Article IX – Directors

The property, affairs and business of The Corporation shall be managed or conducted by the board of directors, which shall have and exercise all the powers of The Corporation.

The initial directors shall be the four persons listed as incorporators in Article III of these Articles of Incorporation. Each of the initial directors shall serve without compensation for the term prescribed by the bylaws of The Corporation, unless he or she resigns or is removed in accordance with the bylaws. Successors shall also serve without compensation upon their election pursuant to the bylaws.

Subject to any limitations contained in these Articles of Incorporation or the bylaws, the board of directors shall:

- A. Make all rules, regulations and bylaws for the governing of The Corporation, including but not limited to provisions regarding the scheduling and notice of meetings, the election and powers of the directors and officers of The Corporation, and the admission and powers of its members; and repeal, alter, or amend such rules, regulations and bylaws as the board deems proper.
- B. Hold at least one meeting per month, unless the board determines that such a meeting is not warranted or feasible in a particular month, and an annual meeting, which may be the final, monthly meeting of the school year. All monthly meetings shall be open to the music director and to the membership, unless otherwise resolved by the board.
- C. Execute banking resolutions or documents as required by banking institutions for the purpose of opening or maintaining accounts or depositories for or performing other banking business of The Corporation, or delegate responsibility for executing such resolutions or documents to an officer of the Corporation.

Article X – Officers

The officers of The Corporation shall be president, vice-president, secretary and treasurer, each of whom shall serve without compensation upon his or her election by the board of directors pursuant to the by-laws. The board of directors may elect one person to hold any two offices, the duties of which do not conflict. In addition to any additional duties specified in the bylaws or imposed by resolution of the board of directors, the principal duties of each officer are these:

- A. The principal duties of the president shall be to preside at all meetings; to appoint and coordinate committees and their chairpersons; and to report the year's work at the annual meeting.
- B. The principal duties of the vice-president shall be to discharge the duties of the president during his or her absence or disability; to represent the appointed committees and report their activities to the board of directors in the absence of the chairpersons; and to give notice of all meetings or other activities as prescribed by the bylaws.

- C. The principal duties of the secretary shall be to keep accurate minutes of all meetings for which minutes are required under the bylaws; to conduct the correspondence of The Corporation; to safely and systematically store all minutes, books, papers, documents and other records belonging to The Corporation or in any way pertaining to its business, except for those associated with or incidental to the duties of the treasurer; to make records reasonably available to the directors, other officers, members and school officials; to complete and file with the Colorado Department of State (“Department”), or to delegate responsibility for completing and filing with the Department, or to delegate responsibility for completing and filing with the Department, “biennial reports” or any other such report that may be required by current or subsequent law or regulation, except for any reports associated with or incidental to the duties of the treasurer; and to record and file with the Department, any amendment to these Articles of Incorporation, or any other such modification or adjustment, the recording and filing of which is required under current or subsequent law or regulation.
- D. The principal duties of the treasurer shall be to receive all monies of The Corporation and to deposit them, or cause them to be deposited, in such accounts or depositories as are specified by the board of directors; to pay or disperse such monies to satisfy the charges, debts, liabilities or other expenses arising out of or incidental to The Corporation; to accurately keep or complete and to safely and systematically store all books, accounts, statements, inventories and other records of all monies, credits, debits, expenses and property of any and every nature received, paid out or dispersed by The Corporation; to make such records reasonable available to the directors, other offices, members and school officials; and to complete and file, or to delegate responsibility for completing and filing, all applicable federal and state tax forms.

Article XI – Limitation of Liability and Indemnification

No director or officer of The Corporation shall be personally liable for any corporate act, omission, debt, liability, or obligation, except to the extent that any damages to The Corporation are caused by or resulted from (i) the intentional misconduct of the director or officer, including but not limited to action that the director or officer believed was opposed to the best interests of The Corporation at the time such action was undertaken, (ii) the gross negligence of the director or officer, (iii) the knowing violation of the criminal law by the director or officer, or (iv) a transaction from which the director or officer derived an improper personal benefit. To the fullest extent allowed by the Colorado Revised Nonprofit Corporation Act and these Articles of Incorporation, The Corporation shall indemnify its directors or officers against liability or expense in connections with (i) his or her intentional misconduct, (ii) his or her gross negligence, (iii) his or her knowing violation of criminal law, or (iv) a transaction from which he or she derived an improper personal benefit, or (v) any proceeding brought by or in the right of The Corporation in which he or she was adjudged liable to The Corporation.

Article XI – Amendments

Subject to the requirements of CRS 7-130-101 to 7-130-108, these Articles of Incorporation may be amended by the board of directors, except that no alteration, amendment, change or repeal of any provision hereof shall have the effect of changing the particular purposes and objects of The Corporation as set forth in Article VIII hereof in such a manner that The Corporation shall cease to be an organization described in Section 501(c)3 of the Code or shall become a private foundation described in Section 509(a) of the Code.

Executed in duplicate this ____ day of _____, 2000.

Doug Eulberg
Incorporator

Paula M. Batson
Incorporator