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ARTICLES OF INCORPORATION

OF

JONBENET RAMSEY CHILDREN'S FOUNDATION

The undersigned person acting as incorporator of a corporation under the Colorado Nonprofit Corporation Act, signs and acknowledges the following Articles of Incorporation for such corporation:

ARTICLE I  
NAME

The name of the Corporation shall be: JonBenet Ramsey Children's Foundation.

ARTICLE II  
PERIOD OF DURATION

The Corporation shall exist in perpetuity, from the date of filing these Articles of Incorporation with the Secretary of State of the State of Colorado, unless dissolved according to law.

ARTICLE III  
OBJECTS AND PURPOSES

(A) The Corporation is organized as a private foundation exclusively to receive and administer funds for religious, charitable, scientific, testing for public safety, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws), such purposes being more specifically set forth in the Bylaws of the Corporation, and to that end may (i) hold any property, or any undivided interest in property, without limitation as to amount or value; (ii) dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any applicable laws; and (iii) do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers, except as permitted under the Colorado Nonprofit Corporation Act and these Articles.

(B) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, director or officer of the Corporation, or any private individual shall

be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(C) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(D) The Corporation shall not engage in any act of self-dealing as described in Section 4941(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(E) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(F) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(G) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(H) Notwithstanding any other provision of this certificate, the Corporation shall not carry on any activities which would prevent it from qualifying as an organization exempt under Sections 170(c)(2) or 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder, as they now exist or as they may be amended.

#### ARTICLE IV MEMBERSHIP

The Corporation will have no members.

#### ARTICLE V REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 5777 Central Avenue, Suite 125, Boulder, CO 80303, and the name of the registered agent at such address is Patricia A. Ramsey. Either the registered office or the registered agent may be changed in the manner permitted by law.

**ARTICLE VI  
PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 5777 Central Avenue, Suite 125, Boulder, CO 80302.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is two, and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
John B. Ramsey	5777 Central Avenue, Suite 125 Boulder, CO 80303
Patricia A. Ramsey	5777 Central Avenue, Suite 125 Boulder, CO 80303

To the fullest extent permitted by the Colorado Nonprofit Corporation Act, as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director.

**ARTICLE VIII  
MANAGEMENT**

Except as otherwise provided by law, these Articles of Incorporation, or the Corporation's Bylaws, the affairs of the Corporation shall be managed by the Board of Directors.

**ARTICLE IX  
DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for the purposes set forth in ARTICLE III as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws), as the Board of Directors shall determine. 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 X INCORPORATOR

The name and address of the incorporator is Steven C. Peterson, Christian, Bynum & Johnson, P.C., 1900 15th Street, Boulder, CO 80302. The above named incorporator has signed these Articles of Incorporation on March 31, 1997.

  
Steven C. Peterson