

**NONPROFIT**

ARTICLES OF INCORPORATION

OF

931006215 \$50.00  
E03 01-31-53 46158

BOULDER INTERNATIONAL FOLK DANCERS

I, the undersigned natural person of the age of twenty-one years or more, acting as incorporator of a corporation under the Colorado Nonprofit Corporation Act, execute the following Articles of Incorporation for such corporation.

ARTICLE I: NAME

The name of this corporation is Boulder International Folk Dancers.

ARTICLE II: DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III: PURPOSES

The corporation is organized for the following purposes:

1. To teach, practice, and promote international folk dancing and its allied arts.
2. To perform all other acts necessary or incidental to these purposes and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, to carry out any of the purposes of the corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations by virtue of the provisions of the Colorado Nonprofit Corporation Act subject to the limitations of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV: POWERS

The corporation is organized and shall be operated exclusively for public, charitable, or educational purposes. In furtherance of such purposes, it may promote, establish, conduct, and maintain activities on its own behalf or it may contribute to or otherwise assist other corporations, organizations, and institutions carrying on such activities or any thereof; and for such purposes, it may solicit and receive funds and other

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property, real, personal, and mixed, and interests therein, by gift, transfer, devise, or bequest, and invest, re-invest, hold, manage, administer, expend, and apply such funds and property, subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise or bequest.

No part of the income or principal of the corporation shall inure to the benefit of or be distributed to any member, director, or officer of the corporation or any other private individual, but reimbursement for expenditure or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

#### ARTICLE V: DISSOLUTION

If, for any reason, it becomes necessary to dissolve the corporation: (a) the assets held by the corporation in trust for specified purposes shall be applied so far as is feasible in accordance with the terms of the trust; (b) the remaining assets not held in trust shall be applied so far as feasible towards carrying out the purposes stated in these articles of incorporation; (c) in the event and to the extent that, in the judgment of the directors, it is not feasible to apply the assets as provided in the foregoing clauses (a) and (b), the assets shall be applied to and for the use of such corporation or foundation organized and operated exclusively for charitable or educational purposes and qualified for tax exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as may be determined by the directors in accordance with all applicable laws.

#### ARTICLE VI: STOCK

The corporation shall have no capital stock.

#### ARTICLE VII: MEMBERS

The members of the corporation shall be any individuals who support its purposes and who meet such further standards and qualifications for membership, including participation in its activities, as are set forth in the Bylaws.

The corporation shall not discriminate on the basis of race, nationality, religion, creed, color or gender in determining membership or participation in its activities.

#### ARTICLE VIII: REGISTERED AGENT

The address of the initial registered office of the corporation is 3724 Findlay Lane, Longmont, CO 80503. The name of the initial registered agent at such address is Diana L. Neff.

ARTICLE IX: MANAGEMENT OF INTERNAL AFFAIRS

The management of the corporation shall be vested in the Board of Directors as now constituted or as hereafter elected or appointed. Said Board of Directors shall consist of the individuals elected or appointed in accordance with the bylaws. Elected officers shall hold their respective offices until their successors shall have been chosen and qualified in their stead.

ARTICLE X: INITIAL DIRECTORS

The number and method of election of the directors of the corporation shall be determined by the provisions set forth in by the Bylaws of the corporation. The number of directors constituting the initial Board of Directors shall be eight. The names and addresses of the persons who constitute the initial Board of Directors until their successors are elected and qualify are:

Jane Bunin, 3010 Regis Dr., Boulder, CO 80303

Betty Butler, 1103 Linden Ave., Boulder, CO 80304

Stephen Carpenter, 3560 Longwood Ave., Boulder, CO 80303

Margaret J. Livingston, 4232-D Monroe Dr., Boulder, CO 80303

Melba Shepard, 770 Linden Ave., Boulder, CO 80304

Paula Smith, 603 Alpine Ave., Boulder, CO 80304

Donald Vukovic, 4481 Hamilton Ct., Boulder, CO 80303

Alexander R. Wilson, aka Tink Wilson, 2635 Mapleton, #58, Boulder, CO 80304.

ARTICLE XI: INDEMNIFICATION

Except as otherwise provided in C.R.S. Section 7-22-101, a director shall not be liable to the corporation or its members for monetary damages for breach of the director's fiduciary duty. The corporation shall indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation, as set forth in the bylaws. In no case, however, shall the corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Internal Revenue Code. Further, if at any time or times the corporation is a private foundation within the meaning of Section 509 of the Internal Revenue Code, then, during such time

or times, no payment shall be made under this Article if such payment would constitute an act of self-dealing (as defined in Section 4941(d) of the Code), or a taxable expenditure (as defined in Section 4945(d) of the Code).

#### ARTICLE XII: FEDERAL TAXES

At all times, and notwithstanding any merger, consolidation, reorganization, termination, dissolution, or winding up of the corporation, voluntary or involuntary or by operation of law, or any other provisions hereof:

1. The corporation shall not possess or exercise any power or authority, whether expressly, by interpretation, or by operation of law, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Code, contributions to which are deductible for federal income tax purposes; nor shall the corporation engage directly or indirectly in any activity that might cause the loss of such qualification under Section 501(c)(3) of the Code.
2. No part of the assets or net earnings of the corporation shall ever be used, nor shall the corporation ever be organized or operated, for purposes that are not exclusively charitable or educational within the meaning of Section 501(c)(3) of the Code.
3. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
4. No substantial part, and, during such time or times that the corporation is a private foundation within the meaning of Section 509 of the Code, no part of the activities of the corporation shall consist of attempting to influence legislation (including action by Congress, any state legislature, any local council or similar governing body, or the public in referendum, initiative, constitutional amendment, or similar procedure) through propaganda or otherwise (including contacting, or urging the public to contact, members of a legislative body for the purpose of proposing, supporting, or opposing legislation, or advocating the adoption or rejection of legislation). Nor shall the corporation, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf or in opposition to any candidate for public office.

5. At no time shall the corporation engage in any activities that are unlawful under the laws of the United States, Colorado, or any other jurisdiction where its activities are carried on.

6. No solicitation of contributions to the corporation shall be made, and no gift, bequest, or devise to the corporation shall be accepted, upon any condition or limitation that in the opinion of the corporation may cause the corporation to lose its federal income tax exemption.

7. Notwithstanding any other provision of these Articles, if at any time or times the corporation is a private foundation within the meaning of Section 509(c)(3) of the Code, then during such times or times:

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code;

(b) The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;

(c) The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code

(d) The corporation shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; and

(e) The corporation shall not make any taxable expenditures as defined in Section 4045(d) of the Code.

8. The private property of the officers and directors of the corporation shall not be subject to payment of corporate debts to any extent whatever.

#### ARTICLE XIII: AMENDMENTS

Amendments to these articles shall be made as provided for in the bylaws of the corporation.

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Margaret J. Livingston	4232-D Monroe Drive Boulder, CO 80303

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed her hand this 20th day of January, 1993.

Margaret J. Livingston  
Margaret J. Livingston