

## **Articles of Incorporation**

### **INTERCULTURAL COMMUNITY BUILDERS**

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a non-profit corporation under the Colorado Non-profit Corporation Act, adopt the following Articles of Incorporation for such corporation

#### **ARTICLE I NAME**

- 1.1 The name of this corporation shall be Intercultural Community Builders, hereinafter referred to as ICB. The corporation's registered office is located at 704 Greenbriar Drive, Ft. Collins, Colorado 80524.
- 1.2 Period of Duration. The period of duration of the corporation shall be perpetual.

#### **ARTICLE II REGISTERED OFFICE AND AGENT**

- 2.1 Registered Office. The address of the initial registered office of ICB is 704 Greenbriar Drive, Ft. Collins, Colorado 80524.
- 2.2 Registered Agent. The name of the initial registered agent of the registered office of ICB is Carol L. Miller.

#### **ARTICLE III PURPOSE**

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. The specific purposes and objectives of the corporation shall include but not be limited to the following:

- Provide intercultural skill building education and racism/prejudice reduction workshops to culturally diverse youth, their families, and the staff of schools, government, and non-profit agencies who serve them.
- Raise funds from the public and from all other sources available, receive and maintain such funds and expend principal and income there from in support of and in furtherance of the charitable educational and discrimination reduction purposes of this corporation.

- Collaborate with other non-profit organizations, schools, government and non-profit agencies and individuals in support of or in furtherance of the charitable educational and racism reduction purposes of this corporation.
- Conduct, maintain and carry on any activities of every kind and nature whatsoever authorized by the Colorado Non-Profit Corporation Act which are in support of and in furtherance of its charitable, educational and racism reduction purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended.

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE IV  
LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. 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 Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of this corporation or guarantee to any person the payment of a loan by an officer or director of this corporation.

**ARTICLE V  
MEMBERS**

The corporation may have one or more classes of members, or may have no members. The designation of any such class or classes, the manner of their election or appointment, the tenure,

terms of membership, powers, privileges, immunities and rights of the members of each class, including voting rights, if any, shall be set forth from time to time in the By-laws of the Corporation.

**ARTICLE VI  
BOARD OF DIRECTORS**

The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be determined according to the bylaws of the corporation from time to time in force.

The corporation's initial Board of Directors shall be comprised of the following persons:

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|----------------------|---|
| David Brooks, L.S.W. | Outreach Pastor, Vineyard Church of the Rockies<br>1603 Underhill Drive, #4, Ft. Collins CO 80526                           |
| Salomé Cardona       | Admissions Office, Colorado State University<br>1021 Grand Avenue, Windsor CO 80550   |
| Lorna Green, M.S.    | Professional Development Coordinator<br>Early Childhood Council of Larimer County<br>2216 Arikaree Court, Loveland CO 80538 |
| Brenda Guzman, B.S.  | Academic Tutor, Poudre R-1 School District<br>6413 Orbit Way, Ft. Collins CO 80525  |
| Dean Miller, Ed.D.   | Professor of Psychology, Retired<br>Colorado State University<br>2856 Canby Way, Ft. Collins CO 80525                       |
| Cole Sjöholm         | Branch Manager, Bank of Colorado<br>4512 Maxwell Drive, Ft. Collins CO 80525  |

**ARTICLE VII  
DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No director shall be personally liable to the corporation or to its members for monetary damages for any breach of fiduciary duty as a director, except that the forgoing shall not eliminate or limit such director's liability to the corporation or to its members for monetary damages for the following: (1) any breach of such director's duty of loyalty to the corporation or to its members, (2) any of such director's acts or omissions not in good faith of which involve intentional misconduct or a knowing violation of law, (3) such director's assent to or participation in the

making of any loan by the corporation to any director or officer of the corporation, or (4) any transaction from which such director derived an improper personal benefit..

**ARTICLE VIII  
BYLAWS**

The initial bylaws of the corporation shall be as adopted by the Board of Directors. Such board shall have power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws. Such bylaws may contain any provisions for the regulation or management of the affairs of the corporation which are not inconsistent with law or these articles of incorporation, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any member which is not then an exempt organization described in section 501 (c)(3) of the Internal Revenue Code, or any director or office of this corporation any proprietary interest in the corporation's property or assets, whether during the term of the corporation's existence or as an incident to its dissolution.

**ARTICLE IX  
DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 incorporator of this corporation is:

Carol L. Miller, M.Ed., 704 Greenbriar Drive, Ft. Collins, Colorado 80524

The undersigned incorporator certifies both that she executes these Articles for the purposes herein stated, and that by such execution, she affirms the understanding that should any of the information in these Articles be intentionally or knowingly misstated, she is subject to the criminal penalties for perjury set forth in by the laws of the State of Colorado as if this document had been executed under oath.

IN WITNESS WHEREOF, the above named incorporator has hereunto sets her hand and seal this 1<sup>st</sup> day of February, 2010.



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Carol L. Miller