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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 Baseline Enrichment and Community Collaboration Assembly, Inc.
(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 1800 Wazee Street
(Street number and name)
Suite 200
Denver CO 80202
(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) Detrick Robert P
(Last) (First) (Middle) (Suffix)

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

Street address 1401 Lawrence Street
(Street number and name)
Suite 2300
Denver CO 80202
(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)

Boswell Graham P
(Last) *(First)* *(Middle)* *(Suffix)*

OR

(if an entity)

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

Mailing address

1401 Lawrence Street
(Street number and name or Post Office Box information)

Suite 2300

Denver CO 80202
(City) *(State)* *(ZIP/Postal Code)*

CO 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. Provisions regarding the distribution of assets on dissolution:

See 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)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes. This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

9. The true name and mailing address of the individual causing the document to be delivered for filing are

<u>Boswell</u>	<u>Graham</u>		
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
<u>1401 Lawrence Street</u>			
<small>(Street number and name or Post Office Box information)</small>			
<u>Suite 2300</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>		
<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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ADDITIONAL PROVISIONS TO ARTICLES OF INCORPORATION
OF
BASELINE ENRICHMENT AND COMMUNITY COLLABORATION ASSEMBLY, INC.,
A COLORADO NONPROFIT CORPORATION
("BECCA")

ARTICLE I
DEFINITIONS

1.01 Definitions. Any term initially capitalized in these Articles of Incorporation (these "**Articles**") but not defined in these Articles shall have the meaning given to such term in the Community Enrichment Covenant for Baseline recorded in the official real property of the City and County of Broomfield, Colorado on March 18, 2019 at Reception No. 2019002578, as the same may be amended from time to time (the "**Covenant**").

1.02 Interpretation.

(a) Certain Terms. As used within these Articles: (i) the term "**including**" is deemed to mean "including, without limitation,;" (ii) the term "**or**" is deemed to mean "and/or"; (iii) the terms "**hereby**", "**hereunder**" and "**herein**" are deemed to refer to the entirety of these Articles as opposed to any particular portion of these Articles; and (iv) each reference herein to a "**Section**" or "**Article**" is deemed to refer to a Section or Article of these Articles.

(b) Singular/Plural. Except as otherwise provided herein or unless the context clearly requires otherwise, the singular of any term includes the plural of such term, and the plural of such term includes the singular of such term.

(c) Statutes. All references herein to statutes shall mean such statutes as amended or replaced from time to time, together with all regulations promulgated thereunder.

(d) Action. Except as expressly set forth in the BECCA Documents, any action that has been or may be taken by Founder or BECCA, or any other Person, may be taken at any time, and from time to time.

(e) Conflicts Among the BECCA Documents. If there is any conflict or inconsistency between or among the terms and conditions of these Articles and the terms and conditions of the Covenant, the Bylaws, or the Policies, then the terms and conditions of the Covenant, then these Articles, then the Bylaws, then the Policies shall control in that order.

ARTICLE II
MEMBERSHIP AND VOTING

2.01 Membership. A “**Member**” is the Person, or if more than one, all Persons collectively, who are the record holder(s) of legal title to the fee simple interest in any Site or portion thereof. The term Owner includes Founder to the extent that Founder is the record holder of legal title to the fee simple interest in any Site or portion thereof. Each membership of a Member (a “**Membership**”) shall be appurtenant to the fee simple title to a Site or portion thereof. The Person or Persons who constitute the Owner of legal title to the fee simple interest in any Site or portion thereof shall automatically be the holder of the Membership appurtenant to that Site or portion thereof and the Membership shall automatically pass with fee simple title to the Site or portion thereof. A Person who is not an Owner may not be a member of BECCA.

2.02 Voting.

(a) Allocation. The votes in BECCA are allocated to the Sites pursuant to the Covenant.

(b) Inseparable. The votes allocated to any Site shall be held by the Owner(s) of such Site and may not be separated from such Site. The votes allocated to any Site may be transferred or encumbered only in connection with the conveyance or encumbrance of the fee simple interest in such Site. Any transfer or encumbrance of votes in BECCA, other than as permitted in this Section 2.02(b), shall be void and have no force or effect.

(c) Voting and Proxies. Votes appurtenant to any Site held by any Owner that is not a natural person may be cast by an officer or duly appointed agent of such Owner, or by such Owner’s proxy duly appointed in conformance with the BECCA Documents. Notwithstanding Section 2.02(b), but subject to the others provisions of BECCA Documents, the Owner of a Site, may appoint an agent to cast vote(s) allocated to the Owner’s Site by a duly executed proxy, in such form as the Council may reasonably require, duly delivered to BECCA in the time and manner specified by the Council.

(d) Site Owned by BECCA. Notwithstanding any other provision of BECCA Documents, no votes allocated to a Site owned by BECCA may be cast.

ARTICLE III
PURPOSES AND POWERS

3.01 Powers and Purposes. BECCA shall have all powers and purposes allowed under applicable law, except as expressly limited by the Covenant, these Articles or the Bylaws.

3.02 Restrictions on Purposes and Powers; Dissolution. The purposes and powers of BECCA are subject to the following limitations:

(a) Internal Revenue Code. BECCA shall be organized and operated exclusively for nonprofit purposes as set forth in Section 528 of the Internal Revenue Code of 1986, as amended, or in any corresponding provision of any future law of the United States of America providing for exemption of similar organizations from income taxation.

(b) Earnings. No part of the net earnings of BECCA shall inure to the benefit of any Owner.

(c) Dividends, Distributions and Dissolution. BECCA shall not pay any dividends. No distribution of BECCA's assets to Owners shall be made until all of BECCA's debts are paid, and then only upon the final dissolution of BECCA as permitted in the Covenant. Upon payment of all of BECCA's debts and final dissolution, any remaining assets of BECCA shall be distributed among the Owners.

ARTICLE IV **BYLAWS**

The initial Bylaws shall be adopted by the Council. The Council and the Owners shall have the power to alter, amend or repeal the Bylaws from time to time and to adopt new Bylaws as set forth in, and subject to the terms of, the Bylaws. The Bylaws may contain any provisions for the regulation or management of the affairs of BECCA that are not inconsistent with law, the Covenant or these Articles.

ARTICLE V **AMENDMENTS AND DISSOLUTION**

5.01 Amendments By Owners. Subject to Section 5.02, the Articles may be amended by the Owners only by the affirmative vote of a majority of all votes in BECCA. Notwithstanding the immediately preceding sentence, the percentage of votes necessary to amend any specific portion of this Covenant that sets forth a specific percentage of affirmative votes required to take any action shall not be less than such specific percentage.

5.02 Founder Approval Required. Notwithstanding any other provision of any these Articles, these Articles may not be amended without the written consent of Founder as evidenced on such amendment filed with the Colorado Secretary of State.

5.03 Dissolution. Notwithstanding any other provision of any these Articles, Founder may cause BECCA to dissolve and take all steps Founder deems necessary or appropriate to cause BECCA to dissolve, including those actions that would, but for this Section 5.03, be taken by the Council or the members of BECCA to cause such dissolution. Dissolution of BECCA pursuant to this Section 5.03 does not require the approval of the Council or any member of BECCA.

[End of Additional Provisions to the Articles of Incorporation]