

ARTICLES OF INCORPORATION OF
WOODLAND PARK CHAMBER OF COMMERCE FOUNDATION

I

The name of this corporation is Woodland Park Chamber of Commerce Foundation.

II

This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purpose is to advance the educational, sociological and cultural interests of the City of Woodland Park, Colorado and its surrounding areas.

This corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

III

The name and address in Colorado of the corporation's initial agent for service of process are Debbie Miller, Greater Woodland Park Chamber of Commerce, 210 East Midland Avenue, Woodland Park, Colorado 91762.

IV

- (a) No substantial part of activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.
- (b) All corporate property is irrevocably dedicated to the purposes set forth in Article II above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.
- (c) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable and/or educational purposes which has established its tax-exempt

status under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law.)

(d) The corporation will distribute its income for each tax 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 1954 or corresponding provisions of any later federal tax laws.

(e) The corporation will not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

(f) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

(g) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

(h) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

Dated: _____, 2008

Debbie Miller

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Debbie Miller