

**2017 Restated and Amended  
Articles of Incorporation  
of  
Cherry Creek North Neighborhood Association**

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, Colorado Revised Statutes, Section 7-130-106, Cherry Creek North Neighborhood Association, a Colorado non-profit corporation (hereinafter referred to as the “Association”), restates and amends its Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the Association is: Cherry Creek North Neighborhood Association.

**ARTICLE II**

**DURATION**

The Association shall have perpetual existence.

**ARTICLE III**

**PURPOSE; NO PRIVATE INUREMENT**

**Section 3.01. Purpose.** The Association is organized and formed as a social welfare organization within the meaning of §501(c)(4) of the Internal Revenue Code of 1986, as amended, to be advance the common good and general welfare of the people of the Denver neighborhood described as Cherry Creek North, Colorado as the Registered Neighborhood Organization therefor pursuant to Denver Revised Municipal Code, Article III, Chapter 12-91 et seq. and for meeting the purposes contemplated therein, including, without limitation, the promotion of social welfare and to further the common good and general welfare of the people of the community of the Cherry Creek North Neighborhood, County of Denver, State of Colorado, and for all other purposes allowed by law.

**Section 3.02. Powers and Restrictions; No Private Inurement.** The Association shall have and may exercise all such powers as are expressly or impliedly conferred upon nonprofit corporations organized under the laws of the State of Colorado, except no part of the net earnings of the Association shall inure to the benefit of any member, director or officer of the Association or any other private individual (except that reasonable payments may be paid for expenses incurred or compensation for services rendered on behalf of the Association affecting one or more of its purposes) and no such member, director or officer or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Association or otherwise. The Association shall not carry on any activities not permitted to be carried on by an Association exempt from federal income tax under Section 501(c)(4) of the Code.

## **ARTICLE IV**

### **NO STOCK; MEMBERS**

The Association shall have no capital stock. The Association may have members with such characteristics and requirements as shall be set forth in the bylaws.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

The number of directors constituting the Board of Directors of the Association shall be no less than three (3) and no more than the number fixed in the Bylaws, each of whom shall serve as a director for the term prescribed in the bylaws of the Association and until his or her successor is appointed and qualified, unless he or she resigns or is removed, in accordance with the Bylaws. The property, affairs and business of the Association shall be managed and conducted by the Board of Directors, who shall have and exercise all the powers of the Association and shall make, subject to any limitations contained in these Articles of Incorporation or the bylaws, all bylaws, rules and regulations for the governing of the Association and the management of its affairs.

## **ARTICLE VI**

### **DISSOLUTION**

Upon dissolution of the Association, the assets of the Association remaining after payment of all liabilities of the Association shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) or (4) of the Internal Revenue Code, as the same shall be determined by the Board. Any such assets not so disposed of shall be disposed of by the District Court for the county in which the principal office of the Association 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 nonprofit purposes.

## **ARTICLE VII**

### **PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT**

The address of the corporation's principal and registered office shall be the address of the acting president of the Board of Directors which, as of the date of these Restated and Amended Articles is P.O. Box 6210, Denver, Colorado 80206 and the registered agent is Robert Vogel, M.D. at such address.

## **ARTICLE VIII**

### **INDEMNIFICATION OF DIRECTORS**

**Section 8.01. Indemnification of Officers and Directors.** The corporation shall have every power and duty of indemnification of its directors, officers, employees and agents, without limitation, provided by the laws of the State of Colorado. The personal liability of any of the

corporation's directors to the corporation and its members for monetary damages for breach of fiduciary duty as a director is eliminated, except that this provision shall not eliminate the liability of a Director to the corporation and its members for monetary damages (i) for any breach of the Director's duty of loyalty to the corporation or to its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for acts specified in Section 7-128-403 or Section 7-128-501(b) of the Colorado Revised Statutes, as amended; or (iv) for any transaction from which the director derived an improper personal benefit. The corporation may adopt other indemnification provisions, restrictions and qualifications thereto in the bylaws of the corporation. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a director of the corporation existing immediately prior to the time of such repeal or modification.

## **ARTICLE IX AMENDMENT OF ARTICLES**

Subject to the requirements of Sections 7-130-101 to 7-130-108 of the Colorado Revised Nonprofit Corporation Act, these Articles of Incorporation may be amended as provided in the bylaws of the corporation, except that no alteration, amendment, change or repeal of any provision hereof shall have the effect of changing the particular purposes and objects of the corporation as set forth in Article III hereof, in such manner that the corporation shall cease to be an organization described in Section 501(c)(4) of the Code.

## **ARTICLE X FILING**

The name and mailing address of the individual who causes this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, is: M. Lou Raders., Esq. Kutak Rock LLP, 1801 California Street, Suite 3000, Denver, Colorado 80202.

## **ARTICLE XI EFFECT AND APPROVAL**

**Section 11.01. Effect.** These Restated and Amended Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as amended, they have been duly adopted as required by law and they supersede the original Articles of Incorporation and all amendments thereto.

**Section 11.02. Approval.** These Restated and Amended Articles of Incorporation were approved by the Board of Directors on November 12, 2017 and were adopted by at least a 2/3 vote of the members of the Association present at a duly called meeting of the membership on November 28, 2017.

Dated: November \_\_\_\_, 2017.

**PRESIDENT:**

By \_\_\_\_\_  
Robert Vogel, M.D.

**SECRETARY:**

By \_\_\_\_\_  
Ingrid Glancy