

**AMENDED ARTICLES OF INCORPORATION**  
**OF**  
**COLUMBINE UNITARIAN UNIVERSALIST CHURCH**

The Members of Columbine Unitarian Universalist Church, a Colorado Non-Profit Corporation, voted on May 21, 2006 to amend their Articles of Incorporation and to have their representative file the Amended Articles with the Colorado Secretary of State:

**ARTICLE I – NAME**

The name of the nonprofit Corporation is: Columbine Unitarian Universalist Church.

**ARTICLE II – PURPOSES AND POWERS**

The Corporation is organized under and by virtue of the laws of the State of Colorado concerning nonprofit corporations and shall have and may exercise all of the rights, powers, privileges, and immunities granted to such corporations by those laws, as amended from time to time, subject to the restrictions and limitations contained in these Articles.

The particular purpose and object for which the Corporation is formed is to provide a gathering place for the study and practice of the Unitarian Universalist religion.

The foregoing enumeration of purposes and objects shall not limit or restrict in any manner the pursuit of other purposes and objects, or the exercise of other and further rights and powers that may now or hereafter be permitted or provided by law.

The foregoing purposes and powers of the Corporation shall be subject to the following limitations:

A. No loans shall be made by the Corporation to any director or officer of the Corporation. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

B. No part of the net earnings of the Corporation shall be distributed to, or inure to the benefit of, any director, officer, agent or employee of the Corporation, or to any private individual, except to further the exempt purposes of the Corporation as described above and except that reasonable compensation may be paid for services duly rendered, and reimbursement may be made for expenses duly incurred, to or for the Corporation affecting one of more of its authorized purposes.

C. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

D. The Corporation shall at all times be operated in such a manner as will assure its qualification as:

(i) an organization which is exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the “Code”, all references to which in these Articles shall include all regulations promulgated thereunder and any corresponding provisions of any subsequent Federal tax laws and regulations);

(ii) an organization which is not a private foundation, in accordance with Section 509(a)(1), (a)(2) or (a)(3) of the Code; and

(iii) an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

In the event that the Corporation becomes a private foundation as defined in Section 509(a) of the Code, then, during any period of time in which the Corporation is such a private foundation:

(i) the Corporation shall not engage in any act of “self-dealing”, as defined in Section 4941(d) of the Code, so as to give rise to any liability for the tax imposed by Section 4941(a) of the Code;

(ii) the Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942(a) of the Code;

(iii) the Corporation shall not retain any “excess business holdings”, as defined in Section 4943(c) of the Code, so as to give rise to any liability for the tax imposed by Section 4943(a) of the Code;

(iv) the Corporation shall not make any investments which would jeopardize the carrying out of any of the exempt purposes of the Corporation, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by section 4944(a) of the Code; and

(v) the Corporation shall not make any “taxable expenditure”, as defined in Section 4945(d) of the Code, so as to give rise to any liability for the tax imposed by Section 4945(a) of the Code.

E. Upon the dissolution of the Corporation or the winding up of its affairs, the board of directors shall, after paying or making provision for the payment of all of the Corporation’s debts, distribute the remaining assets of the Corporation in such manner, and to such other organizations having similar purposes which at that time qualify as exempt organizations under Section 501(c)(3) of the Code, as the board of directors shall determine. Any such assets not so disposed of shall be turned over to the appropriate court for the City and County of Denver, State of Colorado, for distribution to such organizations having similar purposes which at that time qualify as exempt organizations under Section 501(c)(3) of the Code as said court shall determine.

### **ARTICLE III – DIRECTORS**

1. The property, affairs and business of the Corporation shall be managed and conducted by a board of directors. The board of directors shall have and exercise all the powers of the Corporation 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 Corporation, the management of its affairs and the election of its officers; and the board of directors may repeal, alter or amend, subject to any limitations contained in these Articles of Incorporation or the bylaws, such bylaws, rules, and regulations as the board of directors deems proper for the management of the affairs of the Corporation.

2. The initial number of directors shall be three (3), each of whom shall serve for the terms prescribed in the bylaws of the Corporation and until their successors are elected and qualified, unless they resign or are removed in accordance with the bylaws.

3. The number of directors may be changed as provided in the bylaws of the Corporation, but no decrease in number shall have the effect of shortening the term of any incumbent director.

4. The directors of the Corporation shall be elected or appointed in the manner provided in the Corporation's bylaws.

### **ARTICLE IV – MEMBERS**

The Corporation shall have one class of members, which shall be designated the "Members". The manner of election or appointment of the Members, and the qualifications and rights, shall be as provided in the Corporation's bylaws. Members who are at least sixteen (16) years of age and who have been Members of the Corporation for at least sixty (60) days shall have the right to vote on the following matters: amendment or restatement of the Articles of Incorporation; election or removal of directors; merger or consolidation of the Corporation with another corporation; sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the Corporation; voluntary dissolution of the Corporation; and such other matters as may be submitted to a vote of the Members, in each case subject to the requirements of the Colorado Nonprofit Corporation Act and the Corporation's bylaws. All other Members shall be nonvoting.

### **ARTICLE V – LIMITATION OF LIABILITY**

1. A director of the Corporation shall not be personally liable to the Corporation or to its Members for monetary damages for breach of fiduciary duty as a director, except as to liability otherwise existing for (a) any breach of the director's duty of loyalty to the Corporation or to its Members; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) the amount of any loan made to a director or officer of the Corporation if the director assents to or participates in the making of such loan, until the repayment thereof, as specified in Section 7-24-111 of the Colorado Nonprofit Corporation Act; or (d) any transaction from which the director derived an improper personal benefit. If the Colorado Nonprofit Corporation Act hereafter is amended to further eliminate or limit the liability of a director, then in addition to the circumstances in which a director is not personally liable as set forth in the

preceding sentence, the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the amended Colorado Nonprofit Corporation Act.

2. Any repeal or modification of the foregoing paragraph 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 VI – INDEMNIFICATION**

The Corporation shall indemnify any person and his estate and personal representative against all liability and expense incurred by reason of the person being or having been a director or officer of the Corporation to the full extent and in any manner that directors may be indemnified under the Colorado Nonprofit Corporations Act, as in effect at any time. The Corporation shall also indemnify any person who is serving or has served the Corporation as director, officer, employee or agent, and that person's estate and personal representative, to the extent and in the manner provided by any bylaw, resolution of the directors or Members, contract or otherwise, so long as such provision is legally permissible.

## **ARTICLE VII – REGISTERED OFFICE AND AGENT**

Effective July 1, 2006 the registered agent shall be the President of the Congregation. The registered agent of the Corporation as of the time of the filing of these Amended Articles is Karen Cody-Hopkins and the street address of its registered office is 6724 S. Webster St., Littleton, Colorado 80128.

Executed in this 10<sup>th</sup> day of July, 2006.

s/Karen Cody-Hopkins

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Karen Cody-Hopkins

President