

ARTICLES OF INCORPORATION OF  
HIGHLANDS RANCH CULTURAL AFFAIRS ASSOCIATION

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, and in particular C.R.S. §7-122-102, Highlands Ranch Cultural Affairs Association ("the Corporation") adopts the following Articles of Incorporation:

ARTICLE I -- NAME

The name of the Corporation is Highlands Ranch Cultural Affairs Association.

ARTICLE II -- PURPOSES

The Corporation is organized exclusively for cultural, educational, and scientific purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended ("the Code"). Specifically, the Corporation is organized exclusively to raise funds for, promote, and produce artistic, musical, theatrical, and dance events for the residents of the Highlands Ranch and surrounding communities, and to advance and preserve the natural and cultural history of such communities. To this end, the Corporation shall at all times be operated exclusively for cultural, educational, and scientific purposes within the meaning of §501(c)(3) of the Code and shall be permitted to perform every act necessary or incidental to or connected with the furtherance of its exempt purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Code, or the corresponding provision of any future federal tax code.

ARTICLE III - MEMBERS

The Corporation shall not issue any capital stock, shall have no classes of membership, and shall recognize no membership rights (including the right to vote) in any person.

ARTICLE IV -- BOARD OF DIRECTORS

All business and affairs of the Corporation shall be managed by its board of directors pursuant to Bylaws adopted and modified from time to time by the Board. Such Bylaws shall fix the number of directors of the Corporation. The initial board of directors shall consist of five persons. The names and addresses of the persons who are appointed as the initial directors of the Corporation are as follows:

Vincent J. Horn  
9568 South University Boulevard  
Highlands Ranch, Colorado 80126

David Avrin  
9568 South University Boulevard  
Highlands Ranch, Colorado 80126

Jeff Wasden  
9568 South University Boulevard  
Highlands Ranch, Colorado 80126

Debra Kendle  
9568 South University Boulevard  
Highlands Ranch, Colorado 80126

Jeff Ludwig  
9568 South University Boulevard  
Highlands Ranch, Colorado 80126

#### ARTICLE V - INCORPORATOR

The incorporator of the Corporation is Gary Debus.

#### ARTICLE VI -- REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be at 9568 S. University Boulevard, Highlands Ranch, Colorado 80126, and the name of the initial registered agent at such office is Gary Debus. By his signature on these Articles, Mr. Debus hereby consents to his appointment as the registered agent.

#### ARTICLE VII -- PRINCIPAL OFFICE

The address of the Corporation's initial principal office shall be at 9568 S. University Boulevard, Highlands Ranch, Colorado 80126.

#### ARTICLE VIII -- NON-INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

#### ARTICLE IX -- RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under §501(c)(3) of the Code or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under

§170(c)(2) of the Code or corresponding section of any future federal tax code.

#### ARTICLE X -- DISSOLUTION

No director or officer of the Corporation, nor other private person or organization organized and operated for profit, shall be entitled to share in any distributions of any of the Corporation's assets. Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the 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 the District Court of the County of Douglas, State of Colorado, 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 XI -- LIABILITY OF DIRECTORS

The Corporation shall have the power to eliminate or limit the personal liability of a director to the Corporation for monetary damages for breach of fiduciary duty as a director; except that this provision shall not eliminate or limit the liability of a director to the Corporation or to its members for monetary damages for: any breach of the director's duty of loyalty to the Corporation or its members; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; distributions prohibited by C.R.S. §7-133-101; loans made by the Corporation to a director or officer contrary to C.R.S. §7-128-501(2); or any transaction from which the director directly or indirectly derived an improper personal benefit. This provision shall not eliminate or limit the liability of a director to the Corporation for monetary damages for any act or omission occurring prior to the date that these Articles of Incorporation become effective.

#### ARTICLE XII -- INDEMNIFICATION

The Corporation shall indemnify its directors to the fullest extent permitted by C.R.S. §7-129-101 through 7-129-110, or the corresponding provisions of any subsequent statutes adopted by the State of Colorado.

In Witness Whereof, the undersigned Incorporator of Highlands Ranch Cultural Affairs Association has signed these Articles of Incorporation on the 23<sup>rd</sup> day of February, 2001, and by his signature, hereby consents to his appointment as the registered agent of the Corporation.

  
Incorporator