

ARTICLES OF INCORPORATION

OF

WELD LIBRARY DISTRICT FOUNDATION

FILED CUSTOMER SERVICE
BENITA BAYNE
COLORADO SECRETARY OF STATE

The undersigned person, acting as the incorporator of a nonprofit corporation in accordance with C.R.S. § 7-122-101, hereby delivers to the Colorado Secretary of State these Articles of Incorporation pursuant to statute, and states the following:

ARTICLE I

NAME

The corporate name is Weld Library District Foundation.

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\$ 50.00
SECRETARY OF STATE
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ARTICLE II

REGISTERED AGENT; REGISTERED OFFICE; PRINCIPAL PLACE OF BUSINESS

- A. Registered Agent: The initial registered agent of the corporation shall be Steve Cottrell.
- B. Registered Office: The initial registered office of the corporation is 2227 23rd Ave., Greeley, CO 80634.
- C. Principal Address: The principal address is the same as the registered office.

ARTICLE III

DURATION

The Corporation shall have perpetual existence, unless dissolved.

ARTICLE IV

PURPOSES; POWERS

A. Purposes: The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including specifically providing aid and support, including financial contributions to the Weld Library District and the public library operated by or affiliated with the Weld Library District.

No part of the net earnings of the Corporation shall inure to the benefit of, or be

distributable to its members, trustees, 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 this article. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on: (1) By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (2) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, for a public purpose. Any assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for the purposes or to the organization or organizations that the court shall determine, which are organized and operated exclusively for such purposes.

B. Powers: In furtherance of the foregoing purposes, the Corporation shall have and may exercise all the rights, powers and privileges now or hereafter conferred upon nonprofit corporations organized under the laws of the state of Colorado, and to the extent applicable, all such rights, powers and privileges granted to corporations generally.

ARTICLE V

MEMBERS

The Corporation will have no voting members.

ARTICLE VI

NUMBER OF DIRECTORS: INITIAL BOARD OF DIRECTORS

The number of directors of the corporation shall be fixed by the bylaws of the corporation, or if the bylaws fail to fix such number, then by resolution adopted from time to time by the board of directors. The initial Board of Directors shall consist of seven (7) director(s). The following persons shall serve as the corporation's initial directors until the first annual meeting of members or until any successors are duly elected and qualified:

Margery Curtiss
4070 W. 11th St., #21
Greeley, CO 80634

Geraldine B. Mellon
25607 WCR 17½
Milliken, CO 80543

Dianna Pennington
14198 WCR 90
Pierce, CO 80650

Maria Ketterling
835 Collins
Eaton, CO 80615

Rosalie M. Martinez
555 Fulton Ave.
Ft. Lupton, CO 80621

Brian C. Larson
2131 65th Ave.
Greeley, CO 80634

Linda L. Smith
28545 WCR 72
Gill, CO 80624

ARTICLE VII

MISCELLANEOUS PROVISIONS

The following provisions are inserted for the management and conduct of the affairs of the corporation, and the same are in furtherance of and not in limitation or exclusion of the powers conferred by law:

A. Transactions with Interested Persons: No contract or other transaction between the corporation and one or more of its directors, officers, or other agent, or between the corporation and any other corporation, company, partnership, association, or other entity or organization in which one or more of its directors, officers, or other agents are directors, managers, officers, or other agents, or have a financial interest, shall be void or voidable, be enjoined, be set aside, or give rise to an award of damages or other sanctions in a proceeding by a shareholder or by or in the right of the corporation, solely because of the fact such contract or transaction involves a director, officer, or other agent, or an entity in which a director, officer, or other agent has any interest, or solely because the director, officer, or other agent is present at or participates in the meeting of the board of directors, or committee thereof which authorizes, approves or ratifies the contract or transaction, or solely because such director's vote is counted for such purpose, if: (i) the material facts as to the director's officer's, or other agent's relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or committee, and the board or committee in good faith authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or (ii) the material facts as to director's, officer's, or other agent's relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, and the contract or transaction is specifically authorized, approved or ratified in good faith by vote of the members; or (iii) the contract or transaction was fair as to the corporation at the time of authorization. Common or interested directors may be counted in determining the presence of the quorum at a meeting of the board of directors or the committee thereof which authorizes, approves or ratifies the contract or transaction.

B. Indemnification: The corporation shall indemnify, to the maximum extent permitted by law, any person who is or was a director, officer, agent, fiduciary or employee of the corporation, against any claim, liability, or expense arising against or incurred by such person who, as a result of actions or inactions reasonably taken or not taken by such person in such capacity in representing the corporation or at the direction of the corporation, is made a party to a proceeding. The corporation shall have the additional authority to the full extent permitted by law to indemnify all such persons against any claim, liability or expense arising against or incurred by them in all other circumstances. The corporation shall further have the authority to the maximum extent permitted by law to purchase and maintain insurance providing such indemnification.

C. Limitation of Director/Officer Liability: To the fullest extent permitted by law, a director or officer of this corporation shall not be liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director or officer. Neither the amendment nor repeal of this provision, nor the adoption of any other provision inconsistent with this provision, nor any other action by the corporation, board of directors, or otherwise, shall eliminate or reduce the protection afforded by this provision to a director or officer of the corporation with respect to any matter which occurred, or any cause of action, suit, or claim which but for this provision would have accrued or arisen, prior to such amendment, repeal, adoption, or other action.

Dated this 25th day of October, 2000.


Patrick M. Groom, Incorporator
822 7th St., Ste. 760
Greeley, CO 80631