

**Articles of Incorporation
of
Upper Snowmass Creek Caucus
A Colorado Nonprofit Corporation**

I, Ken Ransford, am 18 years or older. The following Articles of Incorporation are adopted:

- 1. Name.** The name of this corporation is Upper Snowmass Creek Caucus (referenced below as the Nonprofit).

- 2. Initial Principal Business Address.** The initial Principal Business address of this Nonprofit is 4001 Snowmass Creek Road, Snowmass, CO 81654.

- 3. Initial Registered Agent and Office.** The initial registered agent is Michael Vernon and the initial registered office is 100 Elk Run Drive, Ste. 103, Basalt, CO 81621.

- 4. Mailing Address.** The mailing address of this Nonprofit is P.O. Box 546, Snowmass, CO 81654.

- 5. Members and Member Voting Rights.** The Nonprofit shall not have members. There are no member voting rights.

- 6. Distribution of Assets upon Dissolution.** Upon the dissolution of the Nonprofit, assets shall be distributed to one or more organizations described in I.R.C. § 501(c)(3) or corresponding section of any future federal tax code, or they shall be distributed to the federal government, or to a state or local government for a public purpose. If any assets remain, they shall be disposed by the local court in the county where the corporation's principal office is located exclusively to organizations selected by the court which are organized and operated exclusively for these exempt purposes.

- 7. Incorporator.** The incorporator is Ken Ransford, and the incorporator's address is 132 Midland Avenue, Suite 3, Basalt, CO 81621.

- 8. Individual the Secretary of State should contact if this filing is refused.** The Secretary of State should contact Ken Ransford, Esq., CPA, 132 Midland Avenue, Suite 3, Basalt, CO 81621, 970-927-1200, 970-927-1300 fax, kenransford@comcast.net, if this filing is refused for any reason.

- 9. Exclusive Charitable Purpose.** This Nonprofit may perform any act permitted to a nonprofit organization in any state where it is registered to do business. The Nonprofit is organized exclusively for charitable, religious, educational and scientific purposes, which may include making distributions to organizations that qualify as exempt organizations

under I.R.C. § 501(c)(3), or corresponding section of any future income tax code.

10. Initial Board of Directors and Addresses. The initial Board of Directors shall have seven Directors, as follows:

Brian Leach, 350 Rabbit Way, Snowmass, CO 81654
Mindy Hildebrand, 4001 Snowmass Creek Road, Snowmass, CO 81654
Buzz (Fred) Feltshans, 3768 Snowmass Creek Road, Snowmass, CO 81654
Jan Martin, 5721 Snowmass Creek Road, Snowmass, CO 81654
Amy Doherty, 50 Old Pond Way, Snowmass, CO 81654
Anna Forre-Covers, 981 Mesa Road, Snowmass, CO 81654
Michael Vernon, 100 Elk Run Drive, Suite 103, Basalt, CO 81621

11. Commencement of Business. The Nonprofit shall commence business on January 17, 2017.

12. Voting. Member voting is not permitted.

13. Duration. The period of duration of the Nonprofit is perpetual.

14. Authorized Shares. The Nonprofit has no authorized shares.

15. Amendment. These Articles of Incorporation may be amended or repealed at any time by a majority vote of the entire Board of Directors holding office.

16. Prohibited Actions. In the event the Nonprofit is deemed to be a private foundation, the Nonprofit shall:

- a. make income distributions in order to avoid the tax on undistributed income under I.R.C. § 4942;
- b. not engage in any act of self-dealing under I.R.C. § 4941(d);
- c. not retain any excess business holdings under I.R.C. § 4943(c);
- d. not make any investments that jeopardize the charitable purpose of the Nonprofit or subject it to tax under I.R.C. § 4944;
- e. not make any taxable expenditures under I.R.C. § 4945(d).

17. Charitable Restrictions. This Nonprofit is organized exclusively for charitable purposes as defined in I.R.C. § 170(b)(1)(A). It may also make distributions to organizations that qualify as tax exempt organizations under I.R.C. § 170(c)(2).

No part of the net earnings of the Nonprofit shall benefit or be distributable to its members,

trustees, Officers, or other private persons, except that the Nonprofit may pay reasonable compensation for services rendered and make payments and distributions that further its charitable purposes listed above in Article 9. No substantial part of the activities of the Nonprofit shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Nonprofit shall not participate in nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Nonprofit shall only carry on activities permitted to a corporation exempt from federal income tax under I.R.C. § 501(c)(3), or to which contributions are deductible under I.R.C. § 170(c)(2), or corresponding sections of any future federal tax code. If the Nonprofit is eligible for and elects to be governed by I.R.C. § 501(h), it shall not violate the lobbying expenditure limits set forth in that section, or corresponding section of any future federal tax code.

18. Indemnification. The Nonprofit shall eliminate all personal liability of its Directors, Officers, employees, or volunteers for any breach of fiduciary duty owed to the nonprofit, and pay their legal defense costs in advance for all acts except for the following: breach of loyalty, acts or omissions in bad faith, intentional misconduct, known violations of law, loans to any Officer or Director, or any transaction when the Director obtained an improper financial benefit. The nonprofit shall also eliminate all personal liability of its Directors or Officers for any injury to person or property arising out of a tort committed by an employee unless the Director or Officer was personally involved in this tort, or committed a criminal offense, pursuant to CRS § 7-128-402. The nonprofit by these Articles adopts the provisions regarding Director liability and indemnification in the Colorado Business Nonprofit Act at CRS §§ 7-108-401 through 7-108-501, and CRS §§ 7-109-101 through 7-109-110. This article also incorporates CRS § 7-126-103 which states that “The Directors, Officers, employees, and members of a nonprofit corporation are not, as such, personally liable for the acts, debts, liabilities, or obligations of a nonprofit corporation.” This article also incorporates CRS §§ 13-21-115.7 and 13-21-116, which generally provide that any Director who is not compensated by the nonprofit shall be immune from civil liability for any act or omission which results in damage or injury if the Director was acting within the scope of his or her official functions.

The following persons are 18 or older and incorporate Upper Snowmass Creek Caucus under the Colorado Nonprofit Corporation Code to transact any lawful business.

Signed:

Ken Ransford, Incorporator Date

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: FEB 14 2017

UPPER SNOWMASS CREEK CAUCUS
PO BOX 546
SNOWMASS, CO 81654-0000

Employer Identification Number:
81-5284158
DLN:
26053441002197
Contact Person:
CUSTOMER SERVICE ID# 31954
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990/990-EZ/990-N Required:
Yes
Effective Date of Exemption:
February 8, 2017
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

Letter 947