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ARTICLES OF INCORPORATION
OF

BOULDER COUNTY AMATEUR RADIO
EMERGENCY SERVICES, INC.

A Nonprofit Corporation

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators in order to organize and establish a corporation under and pursuant to the Colorado Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be:

BOULDER COUNTY AMATEUR RADIO
EMERGENCY SERVICES, INC.

ARTICLE II

The term of the Corporation shall be perpetual.

ARTICLE III

1. The purposes for which the Corporation is organized are as follows:

(a) The Corporation provides equipment and personnel to perform communication services when required as a supplement to, or replacement for, established public communications systems in the area including and surrounding Boulder County.

(b) The corporation is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision in these Articles, the corporation shall not have powers or engage in any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3), and as an organization, con-

tributions to which are deductible under section 170(c)(2) of the Internal Revenue Code."

ARTICLE IV

The Corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or officers, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been Directors or officers or a Director or officer of the Corporation, except in relation to matters as to which any such Director or officer or former Director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement or otherwise.

ARTICLE V

No contract or other transaction of the Corporation with any other person, firm, partnership, corporation, trust, joint venture, syndicate or other entity shall be affected or invalidated by reason of (a) the fact that any one or more of the Directors or officers of this Corporation is pecunarily or otherwise interested in or is a Director, officer, shareholder, employee, fiduciary or member of such other entity; or (b) the fact that any Director or officer, individually or jointly

with others, may be a party to or may be interested in any such contract or other transaction of the Corporation. Each person who may become a Director or officer of the Corporation is hereby relieved from any and all liability that might otherwise accrue by reason of his contracting with the Corporation for the benefit of himself or any firm or corporation in which he may be in any way interested.

ARTICLE VI

The Corporation is organized exclusively to serve a public and governmental purpose and not for pecuniary profit nor to serve any private interests. Accordingly, no part of the Corporation's net earnings shall in any way inure to the benefit of any private individual, firm or agency within the meaning of section 501(c)(3) of the United States Internal Revenue Code now in force or as might hereafter be amended, and, no compensation shall be paid to any member, officer, Director or employee of the Corporation except as reasonable allowance and payment of compensation for services actually rendered to or for the Corporation.

In the event of dissolution of the Corporation, its assets shall first be applied to the payment of the debts and liabilities of the Corporation, and the remaining assets, if any, shall be distributed to the County of Boulder, Colorado, Sheriff's Department Communications Office which has contributed to the capitalization of and capital improvements of the Corporation for redistribution to Boulder County Amateur Radio Societies in that proportion which each Society contributed to the capital of the Corporation. All redistribution to said Societies upon dissolution shall be made exclusively for public purposes.

ARTICLE VII

The address of the initial registered office of the corporation is: Boulder County Courthouse, 2025 14th Street, Boulder, Colorado 80301.

ARTICLE VIII

The name of the initial registered agent is: Gunter A. Hauptma. .

ARTICLE IX

The number of Directors of the Corporation may be altered from time to time as may be provided in the bylaws. The initial Board of Directors shall consist of seven Directors.

All members of the Corporation and its Board of Directors must be licensed radio amateurs, holders of a current Boulder County Emergency Services Identification "blue card" issued by the Boulder Sheriff's Department Regional Communications Authority and members of at least one of the entities hereinafter designated as authorized to appoint representatives to the Board of Directors.

The Board of Directors shall be selected on the following basis:

1. One Director shall be a representative of the Rocky Mountain VHF Society as designated by the Society.
2. One Director shall be a representative of the Boulder Amateur Radio Club as designated by the Club.
3. One Director shall be a representative of the Longmont Amateur Radio Club as designated by the Club.
4. One Director shall be a representative of the Boulder Regional Communications Authority as designated by the Authority.

5. One Director shall be a representative of the Boulder County Emergency Preparedness Office as designated by the Office.

6. The remainder of the Directors shall be selected at large by the members of the Corporation.

The names and addresses of the persons who are to serve as Directors of the Corporation until the first annual meeting and until their successors shall be elected and shall qualify, are as follows:

1. George Kindt
President, Rocky Mountain VHF Society
P. O. Box 2223
Boulder, Colorado 80306
2. James D. Ziese
President, Boulder Amateur Radio Club
1275 Bear Mountain Drive
Boulder, Colorado 80302
3. Tommy Billings
President, Longmont Amateur Radio Club
1242 Kiteley Lane
Longmont, Colorado 80501
4. Captain William McCas, Jr.
Director, Communications Center
Criminal Justice Center
1776 6th Street
Boulder, Colorado 80302
5. Lon Callen
Emergency Preparedness Office
P. O. Box 471
Boulder, Colorado 80306
6. Don Bell
2608 Stratford Lane
Longmont, Colorado 80501
7. Hank Freeman
4500 Brooklawn
Boulder, Colorado 80303

ARTICLE X

The names and addresses of the incorporators of the Corporation are as follows:

- 1. Gunter A. Hauptman
3985 Caddo Parkway
Boulder, Colorado 80302
- 2. Ronald J. Richman
911 Pine Street
Boulder, Colorado 80302
- 3. George Kindt
P. O. Box 2223
Boulder, Colorado 80306

IN WITNESS WHEREOF, we, the undersigned, being all of the incorporators designated in Article X of the annexed and foregoing Articles of Incorporation, have executed said Articles of Incorporation this 24th day of July, 1978.

G. A. Hauptman
Ronald J. Richman
George Kindt

State of Colorado)
) ss.
 County of Boulder)

I, Linda C. Kirklin, a Notary Public, hereby certify that Gunter A. Hauptman, Ronald J. Richman and George Kindt known to me to be the persons whose names are subscribed to the annexed and foregoing Articles of Incorporation, appeared before me this day in person and each being by me first duly sworn, acknowledge and declared that they signed said Articles of Incorporation as their free and voluntary act and deed for the uses and purposes therein set forth and that the statements therein contained are true.
 My Commission expires: July 13, 1980. Witness my hand and official seal this 24th day of July, 1978.

Linda C. Kirklin

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SECRETARY OF STATES OFFICE