Colorado Secretary of State

Colorado Secretary of State
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Articles of Incorporation for a Nonprofit Corporation

filed pursuant to § 7-122-101 and § 7-122-102 of the Colorado Revised Statutes (C.R.S.)

The domestic entity name of the nonprofit corporation is Live Like Kelsey Foundation

The principal office street address is

35238 Morning Star Ct
Windsor CO 80550
US

The principal office mailing address is

35238 Morning Star Ct
Windsor CO 80550
US

The name of the registered agent is KENNETH KENT SKOGG

The registered agent's street address is

6283 S Riviera Ct
Aurora CO 80016
US

The registered agent's mailing address is

6283 S Riviera Ct
Aurora CO 80016
US

The person above has agreed to be appointed as the registered agent for this entity.

The name(s) and address(es) of the incorporator(s)

Teresa Thomas
35238 Morning Star Ct
Windsor CO 80550
US

Voting members

There are no voting members for the nonprofit corporation.

The distribution of assets for the nonprofit corporation:

Upon the dissolution or winding up of the corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for public or charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by any proper court having jurisdiction over the matter, exclusively for such purposes.

Additional information the person(s) forming this entity determined to include is attached.

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., and, if applicable, the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

Name(s) and address(es) of the individual(s) causing the document to be delivered for filing

Teresa Thomas
35238 Morning Star Ct
Windsor CO 80550
US

ADDENDUM
TO
ARTICLES OF INCORPORATION
OF
LIVE LIKE KELSEY FOUNDATION,
A COLORADO NONPROFIT CORPORATION

The Articles of Incorporation of Live Like Kelsey Foundation shall further provide that:

A. The corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including the making of distributions, for such purposes, to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code. 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 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code; or (b) by a charitable organization contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code.

B. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, director, or officer of the corporation, or any other private person, 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 its purposes as set forth in these Articles.

C. 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 or in opposition to any candidate for public office.

D. The following restrictions apply during any period with respect to which the corporation is deemed to be a private foundation, as defined under the Internal Revenue Code of 1986, as amended:

   (i) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code;

   (ii) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code on 1986, as amended, or corresponding section of any future federal tax code;

   (iii) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code;

   (iv) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; and

(v) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

E. The corporation will not practice or permit discrimination on the basis of race, color, or ethnicity.

F. A director of the corporation shall not be personally liable to the corporation or its members, if any, for monetary damages for any action taken or any failure to take any action, except liability for any of the following:

(i) The amount of a financial benefit received by a director to which the director is not entitled;

(ii) An intentional infliction of harm on the corporation or its members, if any;

(iii) A violation of Section 7-128-403 of Colorado Revised Statutes; or

(iv) An intentional violation of criminal law.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.

G. To the fullest extent now or hereunder permitted by law, the corporation shall indemnify and advance expenses of its directors for liability, as defined in Section 7-129-104 of the Colorado Revised Statutes, to any person for any action taken, or any failure to take any action as a director, except liability for any action or failure to take action set forth in Section F for which a director may be personally liable to the corporation or its members, if any.