

**ARTICLES OF INCORPORATION**  
**of**  
**BARR LAKE and MILTON RESERVOIR WATERSHED ASSOCIATION**  
(a Colorado Nonprofit Corporation)

The undersigned incorporator (a natural person over 18 years of age) hereby establishes a nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act (C.R.S. §7-121-101 et seq.), as amended, and which nonprofit corporation hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**Corporate Name**

The name of the Corporation is: BARR LAKE and MILTON RESERVOIR WATERSHED ASSOCIATION.

**ARTICLE II**  
**Principal Office, Registered Office and Registered Agent**

The initial principal office for the transaction of the business of the Corporation shall be located at: 6795 S. Elati St., Littleton, CO 80120.

The address of the initial registered office of the Corporation is: 6795 S. Elati St., Littleton, CO 80120.

The name of the registered agent at such address is: Amy Conklin.

**ARTICLE III**  
**Membership**

The Corporation shall have both voting and non-voting classes of members, with the characteristics, qualifications, rights, limitations and obligations attaching to each class of members to be as established in the Corporation's Bylaws. All members of the Corporation, whether within voting or non-voting class, shall together constitute the General Membership. All members of the Corporation within any voting class shall separately constitute the Voting Membership, as provided and limited by the Bylaws of the Corporation.

The Corporation may hereafter change such classes of voting and nonvoting members, including the designation of each class of members and their respective manner of election or appointment to the Board of Directors, qualifications, tenure, terms of membership, rights, limitations and obligations as provided from time to time hereafter in the Bylaws of the Corporation. Cumulative voting for the Board of Directors shall not be allowed. The Corporation has no capital stock; however the Corporation may hereafter issue certificates evidencing membership therein.

#### **ARTICLE IV**

##### **Period of Duration**

This Corporation shall exist in perpetuity from the date of filing of these Articles of Incorporation with the Secretary of State of the State of Colorado, unless dissolved according to law.

#### **ARTICLE V**

##### **Objects and Purposes**

The Corporation is organized exclusively for research and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c) 3 of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation's purpose is to implement a watershed organization process whereby stakeholders participate and cooperate in a coordinated effort to identify, understand, evaluate, and solve water quality issues through development of a total maximum daily load (TMDL) or equivalent solution. The organization will also develop an information and education program within the watershed to broaden stakeholder involvement and to support the implementation of water quality solutions. The overall goal for the organization is to facilitate the achievement of Colorado water quality standards and use classifications for Barr Lake and Milton Reservoir using various improvement strategies including, but not limited to, source control and reservoir management options described in a TMDL.

#### **ARTICLE VI**

##### **Powers & Limitations**

In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon

nonprofit corporations organized under the laws of the State of Colorado. Notwithstanding any other provision of these Articles of Incorporation, the powers and activities of the Corporation are restricted to those permitted to be conducted by an organization exempt from federal income taxation under § 501(c) 3 of the Internal Revenue Code, or the corresponding section of any future federal revenue law.

## **ARTICLE VII**

### **Private Inurement**

No part of the income or principal of the Corporation shall inure to the benefit of, or be distributed to, any member, director, or officer of the Corporation or any other private individual, 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 Corporation purposes as set forth herein.

## **ARTICLE VIII**

### **Political 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

## **ARTICLE IX**

### **Private Foundation Status**

Notwithstanding any other provision of these Articles of Incorporation, if at any time or times hereafter the Corporation is deemed to be a private foundation within the meaning of § 509 of the Internal Revenue Code, then during such time or times:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under §4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws;

(b) The Corporation shall not engage in any act of self-dealing, as defined in § 4941 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws;

(c) The Corporation shall not retain any excess business holdings, as defined in § 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws;

(d) The Corporation shall not make any investments in such manner, as to subject the Corporation to tax under § 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws; and

(e) The Corporation shall not make any taxable expenditures as defined in § 4945 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

## **Article X**

### **Dissolution**

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to or for the benefit of such organization or organizations as shall at the time qualify as a tax exempt organization under § 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, or to a state or local government, for a public purpose, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court for the county in which the principal office of the Corporation is then located, exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such Court shall determine.

## **ARTICLE XI**

### **Directors**

The corporate powers and management of the Corporation shall be vested in and exercised by a Board of Directors. The number of directors on such Board of Directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be as set forth in the Bylaws of the Corporation, as said Bylaws may be made, altered, amended or repealed and re-enacted from time to time hereafter. The initial Board of Directors shall be

constituted of one representative of each of the Corporation's Sustaining Members, as that membership class shall be defined hereafter in the Bylaws of the Corporation. At the first annual meeting of the General Membership, the Board of Directors shall be increased to include not less than three at large Directors who shall represent the diversity of the General Membership and who shall be elected to the Board by a plurality vote of the Active and Supporting Members. Every Director, whether designated and appointed to the Board as a representative of a Sustaining Member or elected as a Director at large, shall serve until his or her successor is qualified and either elected by a plurality vote of the Active and Supporting Members, or designated and appointed as a representative of a Sustaining Member.

## **ARTICLE XII**

### **Indemnification**

(a) The Corporation shall indemnify a person who is wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a director of the Corporation, against reasonable expenses incurred by the person in connection with the proceeding.

(b) The Corporation shall indemnify or advance expenses of litigation for its directors, officers, employees and agents as provided in the Bylaws.

## **ARTICLE XIII**

### **Liability of Directors**

(a) No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following:

1. The Director's breach of the duty of loyalty to the Corporation;
2. Any acts or omissions of the director not taken in good faith;
3. Acts or omissions of the director involving intentional misconduct or a knowing violation of the law;
4. Any liability for unlawful distributions under C.R.S. §7-128-403 (relating to unlawful distributions);

5. Any other transaction from which the director derived an improper personal benefit; or

6. Other acts for which indemnification of directors is prohibited under the provisions of the Colorado Revised Nonprofit Corporation Act.

Nothing herein will be construed to deprive any director of the right to all defenses ordinarily available to a director nor will anything herein be construed to deprive any director of any right for contribution from any other director or other person.

(b) Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

#### **ARTICLE XIV**

##### **Nondiscriminatory Policy**

The Corporation shall make its services, facilities, and programs available to all persons regardless of race, color, creed, national origin, gender, or handicap, and the Corporation shall not in any way discriminate against any person on the basis of race, color, creed, national origin, gender, or handicap.

#### **Article XV**

##### **By-Laws**

The initial Bylaws of the Corporation shall be as adopted by substantial consensus of the Corporation's initial General Membership. Except to the extent otherwise provided in the Bylaws, two-thirds majority of the Voting Membership of the Corporation shall have the power to alter, amend or repeal the Bylaws from time to time hereafter and to adopt new Bylaws. Such Bylaws shall contain any provisions for the regulation or management of the affairs of the Corporation which are not inconsistent with law or these Articles of Incorporation, as the same may from time to time be amended. However, no Bylaw at any time in effect, and no amendment to these Articles of Incorporation, shall have the effect of giving any director or officer of this Corporation any proprietary interest in its property or assets of the Corporation whether during the term of its existence or as an incident to its dissolution.

**ARTICLE XVI**

**Amendments**

Two-thirds of the Voting Membership, as defined in the Bylaws of the Corporation, shall have the exclusive power and authority at any time and from time to time to amend these Articles of Incorporation.

**ARTICLE XVII**

**Incorporator**

The name and address of the incorporator is: Laurie Rink, 80 S. 27<sup>th</sup> Ave., Brighton, CO 80601

IN WITNESS WHEREOF, the above-named incorporator has signed these Articles of Incorporation, this 28 day of March 2012.

\*\*\*\*\*Acceptance of Appointment as Registered Agent \*\*\*\*\*

The undersigned hereby consents to his appointment as the Initial Registered Agent of the Barr Lake and Milton Reservoir Watershed Association.



Dated: March 28<sup>th</sup> 2012

(Registered Agent's Signature)

The name and mailing address of the individual who causes this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused is: Amy Conklin, 6795 S. Elati St., Littleton, CO 80120.