

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

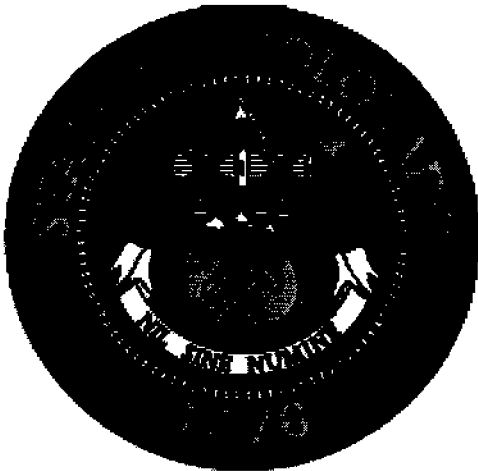
I, Bernie Buescher, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

9-1-1Colorado Foundation

is a **Nonprofit Corporation** formed or registered on 03/22/2009 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20091165723.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 04/15/2009 that have been posted, and by documents delivered to this office electronically through 04/20/2009 @ 12:07:07.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 04/20/2009 @ 12:07:07 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 7348245.



Bernie Buescher

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/bi:/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."



Colorado Secretary of State
 Date and Time: 03/22/2009 11:21 PM
 ID Number: 20091165723
 Document number: 20091165723
 Amount Paid: \$50.00

Document must be filed electronically.
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\$50.00

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ABOVE SPACE FOR OFFICE USE ONLY

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.)

1. The domestic entity name for the nonprofit corporation is

9-1-1Colorado Foundation

(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the nonprofit corporation's initial principal office is

Street address 17400 W. 54th Place
(Street number and name)

Golden CO 80403
(City) (State) (ZIP/Postal Code)

United States
(Country)

Mailing address
 (leave blank if same as street address)

PO Box 621323
(Street number and name or Post Office Box information)

Littleton CO 80162-1323
(City) (State) (ZIP/Postal Code)

United States
(Country)

3. The registered agent name and registered agent address of the nonprofit corporation's initial registered agent are

Name
 (if an individual) Benkert Joseph P.
(Last) (First) (Middle) (Suffix)

OR

(if an entity)
(Caution: Do not provide both an individual and an entity name.)

Street address 17400 W. 54th Place
(Street number and name)

Golden CO 80403
(City) (State) (ZIP Code)

Mailing address
(leave blank if same as street address)

PO Box 621323

(Street number and name or Post Office Box information)

Littleton

(City)

CO

(State)

80162-1323

(ZIP Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name
(if an individual)

Benkert

(Last)

Joseph

(First)

P.

(Middle)

(Suffix)

OR

(if an entity)

(Caution: Do not provide both an individual and an entity name.)

Mailing address

PO Box 621323

(Street number and name or Post Office Box information)

Littleton

(City)

CO

(State)

80162-1323

(ZIP/Postal Code)

United States

(Province - if applicable)

(Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. (If the following statement applies, adopt the statement by marking the box.)

The nonprofit corporation will have voting members.

6. (The following statement is adopted by marking the box.)

Provisions regarding the distribution of assets on dissolution are included in an attachment.

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

8. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____

(mm/dd/yyyy hour:minute am/pm)

Notice:

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., 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.

9. The true name and mailing address of the individual causing the document to be delivered for filing are

<u>Benkert</u>	<u>Joseph</u>	<u>P.</u>	
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
<u>PO Box 621323</u>			
<small>(Street number and name or Post Office Box information)</small>			
<hr/>			
<u>Littleton</u>	<u>CO</u>	<u>80162-1323</u>	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
<u>United States</u>			
<small>(Province – if applicable)</small>		<small>(Country)</small>	

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

Click the following links to view attachments

Attachment 1

9-1-1Colorado Foundation Articles of Incorporation

ARTICLES OF INCORPORATION
of
9-1-1Colorado Foundation
A Colorado Nonprofit Corporation

- I. Name and address.** The name of the Corporation is *9-1-1Colorado Foundation*. The principal address of the Corporation shall be 17400 W. 54th Place, Golden, Colorado 80403.
- II. Registered Agent and Office.** The name of the initial registered agent is: Joseph P. Benkert. The address of the initial registered office is 17400 W. 54th Place, Golden, Colorado 80403.

Consent of Registered Agent. The initial registered agent consents to his appointment as evidenced by his signature below:



Joseph P. Benkert

- III. Incorporator.** The name and address of the incorporator is as follows:

Joseph P. Benkert
PO Box 621323
Littleton, CO 80162-1323

- IV. Purposes.** The Corporation is organized and shall operate exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the general purpose of the Corporation, acting principally within the State of Colorado, is to promote public safety and lessen the burden of government through support of the following activities and purposes:

- To educate the public in Colorado regarding the 9-1-1 System and its proper uses, and Emergency Notification Systems;
- To raise funds from grants and public contributions to fund a grant program in support of the 9-1-1 System, Public Safety Answering Points ("PSAP") and public safety in Colorado;
- To make grants to rural Colorado Emergency Telephone Service Authorities ("ETSA") and/or PSAPs for the purchase of PSAP equipment, systems and services;
- To make grants to support the deployment of Next Generation 9-1-1 in Colorado;

- To make grants to public safety agencies in Colorado for the purchase of First Responder Equipment and training;
- To generally support 9-1-1 and Emergency Notification Services, ETSA's, PSAPs and First Responders; and
- To conduct such other business as is reasonably necessary to accomplish the above purposes.

V. Powers. In furtherance of the foregoing purposes (but not otherwise) and subject to the restrictions set forth below, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

- A.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any Director or Officer of the Corporation or any other individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, or for direct expenses incurred by a Director, Officer, or agent of, and at the direction of, the Corporation), and no Director, Officer or other agent of the Corporation shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation.
- B.** The Corporation shall not have the power to pledge the credit of any of its Directors or Officers, nor to create any financial obligation between any creditor of the Corporation and any Director or Officer
- C.** No substantial part of the activities of the Corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.
- D.** Notwithstanding any other provision of these articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, during any period of time in which the corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code:
 - (i) The corporation shall not engage in any act of "self dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to

give rise to any liability for the tax imposed by section 4941(a) of the Internal Revenue Code;

- (ii) The corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942(a) of the Internal Revenue Code;
- (iii) The corporation shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943(a) of the Internal Revenue Code;
- (iv) The corporation shall not make any investments which would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944(a) of the Internal Revenue Code; and
- (v) The corporation shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945(a) of the Internal Revenue Code.

E. All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

VI. Stockholders and Members. The Corporation shall not have stockholders or members.

VII. Board of Directors. The management of the affairs of the Corporation shall be vested in the Board of Directors. There shall be a minimum of five (5) and a maximum of seven (7) Directors. Five (5) Directors shall be appointed initially as provided in Section VII.D. of these Articles, and thereafter by majority vote of the Board of Directors as provided in the Bylaws of the Corporation. Two (2) Directors may be appointed by the 9-1 -1 Advisory Task Force established by the PUC pursuant to 4 CCR 723-2-2145.

A. **Term.** Each Director shall hold office until a successor has been duly appointed.

B. **Compensation.** Directors shall not receive compensation for serving as a Director. However, a Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties, and reasonable

compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

C. Qualifications. No Director appointed by majority vote of the Board shall, while serving as a Director of the Corporation, be simultaneously employed by or hold a position with an ETSA, PSAP or agency operating a PSAP; the State of Colorado or any Department, agency or subdivision thereof; nor any manufacturer or representative of PSAP, Public Safety or First Responder equipment, systems or services.

D. Initial Directors. The Incorporator shall elect the initial Board of Directors of the Corporation in accordance with C.R.S. §7-122-105(1)(a) or (2) and giving effect to the provisions of this Article VII at the organizational meeting of the Incorporator.

VIII. No Personal Liability. A Director or Officer shall have no personal liability to the Corporation for monetary damages for any breach of fiduciary duty occurring after the effective date of these articles, except as otherwise required by the Colorado Revised Nonprofit Corporations Act, C.R.S. §7-128-402. The Corporation's Bylaws may indemnify its Directors and Officers to the fullest extent permitted under the Colorado Revised Nonprofit Corporations Act.

IX. Receipt of Gifts, Bequests, Etc. In furtherance and not in limitation of the powers conferred by law, the Corporation may take, receive, and hold real and personal property, including the principal and interest of any money or other fund that is given, conveyed, bequeathed, devised to, or otherwise vested in the Corporation in trust for use consistent with the purposes set forth in these articles of incorporation. Except where a trust instrument prescribes otherwise, the Corporation may invest trust property or its proceeds in accordance with the laws of the State of Colorado.


X. Distribution of Assets Upon Dissolution. Upon dissolution or final liquidation of the Corporation, all of its assets remaining after payment or provision for all of its liabilities, shall be paid over or transferred to a corporation or governmental entity established to fulfill the same purposes (in whole or in part) for which this Corporation was established. If no such entity is created for that purpose, the assets may be distributed or conveyed to one or more governmental units within the meaning of Section 170(b)(1)(A)(v) of the Internal Revenue Code or if such a transfer is not possible or practical, the assets may be distributed to and among one or more exempt organizations described in Section 501(c)(3) of the Internal Revenue Code for exclusively public purposes. The organizations or governmental units to receive such property, and their respective shares and interests, shall be determined by the Board of Directors. Any such assets not disposed of shall be disposed of by the appropriate court of the county in which the principal office of the Corporation is then located exclusively for such

purposes or to such organization or organizations as said court shall determine are organized and operated exclusively for exempt purposes.

- XI. Amendments.** The Corporation shall have the right to amend any provisions contained in these Articles of Incorporation, except that no alteration, amendment, change or repeal of any provision hereof shall have the effect of changing the particular business and objects of this Corporation, as set forth in Article IV hereof, in such a manner that the Corporation shall cease to be an organization described in Section 501(c)(3) of the Internal Revenue Code. An amendment to these Articles of Incorporation may be adopted by a majority vote of the Directors at an annual or special meeting.
- XII. Term of Existence.** Unless dissolved as provided herein, the existence of the Corporation shall be perpetual.
- XIII. Return of Form.** The Secretary of State may send a copy of these articles of incorporation, once completed for filing, to the address of the Registered Agent stated in Article II above.

Dated: March 22, 2009

Signature of Incorporator:


Joseph P. Benkert