

**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 9-1-1 service and its effective use, emergency notification systems and services, and emergency response;
- To raise funds from grants and public contributions to fund public education programs, and/or to fund grant programs to improve 9-1-1 services, emergency notification services, and emergency response in Colorado;
- To facilitate and/or coordinate multi-jurisdictional projects, activities and investments to improve public safety and leverage economies of scale;
- To generally support 9-1-1, emergency notification services, and emergency response in Colorado; 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. The 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.

**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.** Each Director shall be a natural person at least 18 years of age. Not more than two (2) Directors serving at the same time shall be “911-Directors” as defined below. At any time that there are five (5) or fewer Directors, no more than one (1) 911-Director shall vote on matters before the Board with the longer-tenured 911-Director in attendance exercising such right. Not more than two (2) Directors serving at the same time shall be “Industry-Directors” as defined below. At any time that there are five (5) or fewer Directors, no more than one (1) Industry-Director shall vote on matters before the Board with the longer-tenured Industry-Director in attendance exercising such right. There is no limit on the number of Directors serving at the same time who may be “Independent Directors,” as defined below. At any time that there is at least one Independent Director on the Board, at least one Independent Director must participate in any meeting of the Board of Directors for a quorum to be deemed present.

1. A “911-Director” is any Director who, while serving as a Director, is also a paid employee of any Colorado 9-1-1 Authority (“Authority”), Public Safety Answering Point (“PSAP”), any agency or entity which operates a PSAP, any public safety (First Responder) agency in Colorado, is a Director or Board Member of an Authority, or has a similar association with an entity which may be the beneficiary of Foundation programs or grants.
2. An “Industry Director” is any Director who, while serving as a Director is also an officer, director or paid employee of a for-profit business providing goods or services to Authorities, PSAPs, or public safety agencies in Colorado, including any manufacturer, manufacturer’s representative or vendor of PSAP, Public Safety or First Responder equipment, systems or services.
3. A Director who is neither a 911-Director nor an Industry-Director shall be an “Independent Director.”

**D. Recusal of Directors.** A Director shall recuse herself or himself from discussion or voting upon any matter in which s/he, his/her employer or any related person has a direct financial interest. A majority of the Independent Director(s) present at any meeting of the Board of Directors or any subcommittee thereof may require the recusal of any 911-Director or Industry-Director from discussion and/or voting upon any matter in which the Independent Director(s) reasonably determine that the 911-Director, Industry-Director, or such Director’s employer or a related party has a sufficient direct or general interest in the matter under consideration that non-recusal of such Director would create an appearance of

impropriety. The Board of Directors may adopt more stringent conflict of interest policies in the ByLaws or otherwise.

1. A “Direct Interest” of a Director requiring the Director to recuse herself or himself from discussion and voting on a matter under consideration is defined as any unique (as opposed to a general) economic benefit to the Director, the Director’s employer or any parent or subsidiary of the Director’s employer, or any related person, (family member, business partner, or other person having a relationship as to create an appearance of impropriety should the Director not recuse him or herself) .
2. A “General Interest” of a Director, which shall not ordinarily require a Director to recuse herself or himself from discussion or voting on a matter under consideration, is defined as any economic benefit to a broad class of persons under such circumstances that the specific benefit to be realized by a Director is so diluted or is indistinguishable from other entities as not to influence a Director’s exercise of independent judgment on the matter. For example, a matter involving a grant to an Authority or PSAP which employs the Director, or to a sub-group of Authorities or PSAPs in Colorado including the Authority or PSAP which employs the Director, would involve a unique rather than general interest in the outcome of a matter. The implementation of a fundraising campaign to fund grant programs would be a matter of general interest, but the making of a grant to an Authority for the purchase of a category of products or services would be a direct interest creating a conflict of interest for a Director who is employed by that PSAP or a Director who is employed by a vendor of the category of products or services for which a grant is made. A Director who holds shares of stock in a provider of PSAP equipment, systems or services would have a direct interest in the context of a grant to a PSAP to purchase such equipment, systems or services; but a Director who holds an investment in a mutual fund which has in turn invested in shares of stock of such a provider would have only a general interest where the Director does not direct the investments of the mutual fund and the total investment of the mutual fund(s) in such provider’s shares constitutes five percent (5%) or less of the Director’s assets.

**E. 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 13, 2015

Signature of Incorporator:

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Joseph P. Benkert