



STATE OF COLORADO

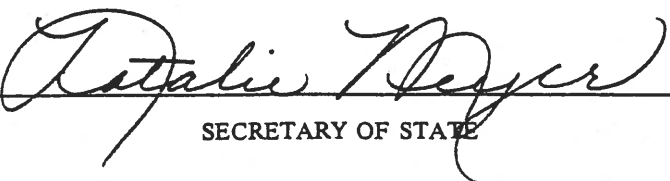
DEPARTMENT OF
STATE

CERTIFICATE

I, *NATALIE MEYER*, *Secretary of State of the State of Colorado* hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A **CERTIFICATE OF INCORPORATION TO CASTLE ROCK SENIOR CENTER INCORPORATED, A NONPROFIT CORPORATION.**

Dated: *JANUARY 27, 1992*



SECRETARY OF STATE

MAIL TO:
COLORADO SECRETARY OF STATE
CORPORATIONS OFFICE
1560 Broadway, Suite 200
Denver, Colorado 80202
(303) 894-2200

for office use only

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NONPROFIT

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: The name of the corporation is _____ (NOTE 1)
Castle Rock Senior Center, Incorporated

SECOND: The following amendment of the Articles of Incorporation was adopted on the 27th day of January 19 92, in the manner prescribed by the Colorado Nonprofit Corporation Act, according to the procedure marked with an X below:

_____ a quorum of members was present at such meeting, and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.

_____ such amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

there are no members, or no members entitled to vote thereon, such amendment received the vote of a majority of the directors in office.

SEVENTH: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

EIGHTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 purposes set forth in Article Seventh hereof. 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. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Marjorie M. Gilmore
Its _____ President

and Primrose Berks
Its _____ Secretary

NOTE (1) If this is a change of name amendment, the name to be typed in PARAGRAPH FIRST is the corporation name before this amendment is filed.

COMP. CHD. 48



**ARTICLES OF INCORPORATION OF
SENIOR CITIZENS FOUNDATION,
A COLORADO NONPROFIT CORPORATION**

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\$ 50.00
SECRETARY OF STATE
05-30-2000 14:15:44

The undersigned person, acting as incorporator of a nonprofit corporation under the Colorado Revised Nonprofit Corporation Act executes the following Articles of Incorporation for such corporation:

Article I, Name

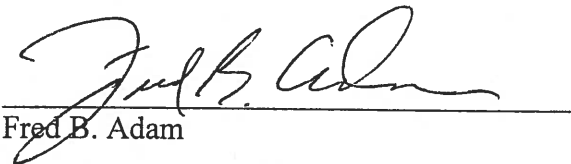
The name of the nonprofit corporation is Senior Citizens Foundation.

Article II, Principal Office

The address of the principal office of the corporation is 2323 N. Woodlands Blvd., Castle Rock, Colorado 80104.

Article III, Registered Office and Agent

The name of the initial registered agent and address of the initial registered Office is: Fred B. Adam, 2323 N. Woodlands Blvd., Castle Rock, Colorado 80104. The undersigned consents to the appointment as registered agent.


Fred B. Adam

Article IV, Incorporator

The name and address of the incorporator is: Dan Kozloski, 7662 Jared Wy., Littleton, CO 80125.

Article V, Membership, Directors

The corporation will not have voting members. The property, affairs and business of the corporation shall be managed and conducted by a board of directors. The board of directors shall have and exercise all the powers of the corporation subject to any limitations contained in these articles, the bylaws or Colorado law. The board of directors may repeal, alter or amend, subject to any limitations contained in these articles, bylaws or Colorado law, such articles and bylaws, as the board of directors may deem proper for the management of the affairs of the corporation; provided, however, that no alteration, amendment, change or repeal of any provision shall have the effect of changing the particular business and objects of this corporation in such a manner that the corporation shall cease to be an organization described in Section 501(c)(3) of the Internal Revenue Code or become a private foundation described in Section 509(a) of the Code.

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. 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 Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

In furtherance of the foregoing purposes only, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon nonprofit corporations organized under the laws of the State of Colorado. The corporation may do everything necessary, suitable or proper for the accomplishment of any of its purposes as a nonprofit corporation, provided no such powers shall be exercised which are not in furtherance of the tax exempt purposes of the corporation or which are prohibited by the tax exempt status of the corporation by the Code and its regulations as they now exist or as they may hereafter be amended or which are otherwise prohibited by the corporation or which do not fulfill the purposes of, support or benefit solely, the Castle Rock Senior Center Incorporated, the publicly supported corporation for which this corporation is exclusively organized and operated, supervised or controlled.

Article VII, Dissolution

Upon the dissolution of the corporation, assets shall be distributed exclusively to Castle Rock Senior Center Incorporated so long as it shall then qualify under the provisions of Section 501(c)(3) of the Code. Otherwise, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction 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, which are organized and operated exclusively for such purposes.

Executed at Castle Rock, Colorado this 25 day of May, 2000.


Dan Kozloski, Incorporator

- A. For a President's vacancy, the Vice-President shall automatically succeed.
- B. For all other elected officer positions, the Board of Directors, by unanimous vote, shall elect a successor.
- C. For the Past President, a vacancy shall remain.

ARTICLE VII

FINANCES

Section 1. Fiscal Year. The fiscal year shall be the calendar twelve months beginning on January 1st and ending on December 31st.

Section 2. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be issued with two signatures. All officers shall be authorized to sign such documents in order to expedite daily business.

Section 3. Indebtedness. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name, unless authorized by the Board of Directors.

Section 4. Gifts. Any member of the Board of Directors may accept on behalf of the corporation, any contribution, donation, bequest, or materials that are useful to the corporation. Cash donations shall be formally documented and retained with the financial records.

Section 5. Bonding. The Treasurer and any assistant appointed by the Board shall be bonded in an amount approved by the Board, as a prerequisite to holding such office.

Section 6. Financial Records. The financial ledgers of the corporation shall be closed at the end of the financial year and audited by direction of the Board.

ARTICLE VIII

INDEMNITY, LIABILITY AND INSURANCE

The corporation shall indemnify its directors, officers, volunteers and employees acting in its behalf to the full extent permitted by Colorado law. The personal liability of directors, officers, volunteers and employees for monetary damages for breach of fiduciary duty is limited to the full extent provided by Colorado law and such directors, officers, volunteers and employees shall not, as such be liable on obligations of the corporation. Directors, officers, volunteers and employees shall not be liable for actions taken or omissions made in the performance of corporate duties except for wanton and willful acts or omissions.

The foregoing shall not prohibit the Board of Directors, by proper resolution, from procuring insurance coverage providing for payment of sums the directors, officers, volunteers and employees may be legally obligated to pay, and further providing reimbursement to the corporation for its indemnification in accordance with Colorado law, or in accordance with any broader indemnification arrangements the corporation may provide, as long as such broader arrangements are not inconsistent with the provisions of such law.

ARTICLE IX

RULES OF ORDER

The Board of Directors may prescribe its own rules of order, or procedure, not inconsistent with the provisions of these by-laws. In the absence of any such rules, the conduct of meetings shall be governed by the Robert's Revised Rules of Order.

ARTICLE X

AMENDMENTS

Section 1. By-Law Changes. These By-laws may be altered, amended, or repealed as follows: Proposed changes to the By-laws may be made by a Board of Directors' member, in writing, at a regular Board of Directors' meeting, or

special Board meeting called for such purpose. Voting to approve, or disapprove, such changes shall take place at the next regular or special meeting.

Approved by the Board of Directors: August 11, 2000.

Daniel Kozloski
President

Corina Kozloski
Attested: Secretary