

ARTICLES OF INCORPORATION

OF

BISON BASEBALL BACKERS

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 Bison Baseball Backers (the "Corporation").

ARTICLE II
MEMBERS

The Corporation shall have voting members. Members are defined as individuals or businesses that have paid dues as set out in membership paperwork supplied and approved by the Corporation annually. The Corporation will not have capital stock.

ARTICLE III
OFFICES

The addresses of the Corporation shall be those of the Registered Agent on file with the Colorado Secretary of State.

ARTICLE IV
PURPOSES

The Corporation is organized and shall be at all times operated, exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Subject to the foregoing, the specific purpose and objective of the Corporation shall include, but not be limited to, supporting the Vista PEAK High School Baseball Team and all of its activities in a manner consistent with school policies.

ARTICLE V
POWERS

In furtherance of the foregoing purposes and objectives are subject to the restrictions set forth in Article VI, the Corporation shall have and may exercise all of the powers permitted a corporation that is both a nonprofit corporation under the Colorado Revised Nonprofit Corporation Act and a corporation exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI
RESTRICTION ON POWERS

- (a) No part of the net earnings, gains or assets of the Corporation shall inure to the benefit

of or be distributable to its directors, officers or other private persons, or organizations organized and operated for a profit, 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 these articles.

(b) 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. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation.

(c) No part of the assets of the Corporation shall be distributed to any organization whose net earnings inure to the benefit of any private shareholder or individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation (except to the extent that such activities by such an organization which is then an exempt organization described in section 501(c)(3) of the Internal Revenue Code will not result in loss of its exemption under section 501(h) of the Internal Revenue Code or imposition of tax under section 4911 or section 4945 of the Internal Revenue Code).

(d) Upon dissolution of the Corporation, all of the Corporation's assets remaining after payment of or provision for all its liabilities shall be paid over or transferred to one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property shall be designated by the Board of Directors.

(e) 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 of the Internal Revenue Code;

(ii) The Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 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 of the Internal Revenue Code;

(iv) The Corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Corporation, within meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code; and

(v) The Corporation shall not make any "taxable expenditures" 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 of the Internal Revenue Code.

(f) Notwithstanding any other provisions of these articles, the Corporation shall not carry on

any activities not permitted to be carried on by (1) a corporation exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) of the Internal Revenue Code; (2) a corporation contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code; and (3) a corporation organized under the Colorado Revised Nonprofit Corporation Act as now existing and hereafter amended.

ARTICLE VII BOARD OF DIRECTORS

(a) Except as otherwise provided in the Colorado Revised Nonprofit Corporation Act, these articles of incorporation, or the bylaws of the Corporation, the corporate powers shall be exercised by or under the authority of, and the business affairs of the Corporation shall be managed under the direction of a Board of Directors. The number of directors, their terms of office and the manner of their election or appointment shall be determined according to the bylaws of the Corporation from time to time in force.

(b) The Board of Directors shall consist of a minimum of 4 directors. The names of the initial directors are as follows:

Kathryn Bagford
Timothy Buckner
Gloria Clough
Cassi Bookout-Earls

ARTICLE VIII LIMITATION OF LIABILITY

(a) Recognizing that the purpose of the Corporation is a charitable one, to the fullest extent permitted by the laws of Colorado, as the same may exist or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except that this Article shall not eliminate or limit the liability of a director to the Corporation or the members, if any, for monetary damages for (1) any breach of the director's duty of loyalty to the Corporation or the members, if any; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) acts specified in section 7-128-403 or 7-128-501 of the Colorado Revised Statutes, as amended; and (4) any transaction from which the director directly or indirectly derived an improper benefit.

Any repeal or modification of this article shall be prospective only and shall not adversely affect any right or protection of a director under this article, as in effect immediately prior to such repeal or modification with respect to any liability that would have accrued, but for this Article, prior to the time of such a repeal or modification.

(b) To the fullest extent permitted by law, the Corporation shall indemnify, defend and hold harmless any director or officer of the Corporation who is made a party to a proceeding against any loss, liability, cost or expense he or she may incur in connection with his or her status as a director or officer.

(c) To the fullest extent permitted by law and as deemed practicable and advisable by the Corporation, the Corporation shall purchase and maintain insurance on its own behalf and on behalf of its directors, officers, employees, fiduciaries and agents against liability asserted against or incurred by the Corporation or such persons.

If the Colorado Revised Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director, in addition to the limitation on personal liability provided in this Article, will be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act.

ARTICLE IX
BYLAWS

The initial bylaws of the Corporation shall be as adopted by the Board of Directors. The Board of Directors shall have the power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws. The bylaws of the Corporation may contain any provisions for the regulation or management of the affairs of the Corporation that are not inconsistent with law or these articles of incorporation, as these articles may from time to time be amended. However, no bylaw at any time in effect and no amendment to these articles, shall have the effect of giving any director or officer of the Corporation any proprietary interest in the Corporation's property or assets, whether during the term of the Corporation's existence or as an incident to its dissolution.

ARTICLE X
INCORPORATOR

The name and address of the incorporator is:

Gloria Clough
1942 Dunkirk Ct
Aurora, CO 80011

ARTICLE XI
EFFECTIVE DATE

The effective date of these articles of incorporation shall be upon filing.

Date: 17 Oct 2017


Gloria A. Clough, Incorporator and Registered Agent