

ARTICLES OF INCORPORATION
OF
PUEBLO LIBRARY FOUNDATION

These articles of incorporation are filed pursuant to Sections 7-90-301 *et seq.* and 7-122-101, C.R.S., and establish a nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act.

ARTICLE I.

NAME

The name of the corporation is Pueblo Library Foundation.

ARTICLE II.

DURATION

The corporation shall have perpetual existence.

ARTICLE III.

PURPOSES AND POWERS

Section 3.1 Purposes. The corporation is organized and shall be operated exclusively for charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or under the corresponding provisions of any future United States Internal Revenue law). References in these Articles of Incorporation to the “Code” shall be to the Internal Revenue Code of 1986, as amended from time to time. Subject to the foregoing, the corporation shall be organized and at all times thereafter operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Pueblo City-County Library District, including providing resources for the development, maintenance and operation of the Pueblo City-County Library District to the extent not normally met by public funding.

Section 3.2 Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 3.3, 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.

Section 3.3 Restrictions On Powers.

(a) No part of the income or net earnings of the corporation shall inure to the benefit of or be distributable 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 benefit of the corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the corporation by any officer, director, agent or employee, or any other person or corporation, pursuant to and upon authorization of the board of directors), and no director or officer of the corporation or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

(b) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the corporation is an organization to which section 501(h) of the Code applies and the corporation has effectively elected to have such section apply, the corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under section 501(a) of the Code. The corporation shall not participate 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.

(c) No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

(d) Upon dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to the Pueblo City-County Library District, or if the Pueblo City-County Library District is no longer in existence or is no longer qualified to receive assets from the corporation, to and among one or more exempt organizations described in section 501(c)(3) of the Code, contributions to which are deductible under section 170(c)(2) of the Code, and/or governmental units within the meaning of section 170(b)(1)(A)(v) of the Code as determined by the board of directors with approval from the Board of Trustees of Pueblo City-County Library District.

(e) 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 Code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, and, if at any time the corporation is a "private foundation" as defined in section 509(a) of the Code, then during such period of time:

(1) The corporation shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Code;

(2) 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 Code;

(3) The corporation shall not retain any “excess business holdings,” as defined in section 4943(c) of the Code, so as to give rise to any liability for the tax imposed by section 4943 of the Code;

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

(5) The corporation shall not make any “taxable expenditure,” as defined in section 4945(d) of the Code, so as to give rise to any liability for the tax imposed by section 4945 of the Code.

ARTICLE IV.

OFFICES, AGENTS AND INCORPORATORS

Section 4.1 Principal Office. The street and mailing address of the initial principal office of the corporation is 100 East Abriendo Ave., Pueblo, Colorado 81006.

Section 4.2 Registered Office and Agent. The street and mailing address of the initial registered office of the corporation is 100 East Abriendo Ave., Pueblo, Colorado 81006. The name of the corporation’s initial registered agent at the initial registered office is Jon Walker.

Section 4.3 Incorporators. The names and addresses of the incorporators are as follows:

Name	Address
Jim Stuart	1430 Carteret Ave. Pueblo, Co. 81004
Sherri L. Baca	1 El Pueblo Ranch Way Pueblo, Co. 81006
Marlene Bregar	30700 Hillside Pueblo, Co. 81006
Philip Mancha	601 Dittmer Ave. Pueblo, Co. 81005

Frances Terrazas-Alexander	232 Dunsmere Ave. Pueblo, Co. 81005
LeRoy Miltner	10 Nona Brooks Dr. #A Pueblo, Co. 81005
Rhonda Gonzales	891 S. Glenvista Dr. Pueblo West, Co. 81007

ARTICLE V.

MEMBERS

The corporation shall have no voting or nonvoting members.

ARTICLE VI.

BOARD OF DIRECTORS

Section 6.1 General. The management of the affairs of the corporation shall be vested in a board of directors, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act, these articles of incorporation or the bylaws of the corporation. Except for the initial board of directors, which shall be selected as provided in Section 6.3 of these Articles of Incorporation, the number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be as provided from time to time in the bylaws of the corporation.

Section 6.2 Liability of Directors. No director shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit liability of a director to the corporation for monetary damages for the following: (a) any breach of the director's duty of loyalty to the corporation, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) acts specified in C.R.S. Section 7-128-403 or 7-128-501(2), as they now exist or hereafter may be amended, or (d) any transaction from which the director directly or indirectly derived an improper personal benefit. If the Colorado Revised Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act. This provision is in the corporation's original Articles of Incorporation and thus is effective on the date of the corporation's incorporation. This provision shall not limit the rights of directors of the corporation for indemnification or other assistance from the corporation. This provision shall not restrict or otherwise diminish the provisions of Section 13-21-115.7, Colorado Revised Statutes (concerning no liability of directors except for wanton and willful acts or omissions), any amendment or successor provision to such Section, or any other law limiting or eliminating liabilities. Any repeal or modification of this Section 6.2 or any repeal or modification of the provision of the Colorado Revised Nonprofit Corporation Act which

permits the elimination of liability of directors by this Article shall not affect adversely any elimination of liability, right or protection of a director of the corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

Section 6.3 Initial Board.

After incorporation, the Board of Trustees of Pueblo City-County Library District shall elect an initial board of directors. Until the initial board of directors has been elected and shall qualify, the incorporators shall serve as the directors of the corporation and shall have all of the powers and authority and shall perform all of the duties of the board of directors.

ARTICLE VII.

BYLAWS

The initial bylaws of the corporation shall be as adopted by the board of directors and approved by the Board of Trustees of Pueblo City-County Library District. Except to the extent limited by the Colorado Revised Nonprofit Corporation Act, the board of directors shall have power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws with the approval of the Board of Trustees of Pueblo City-County Library District. Notwithstanding the foregoing, the bylaws of the corporation may not be amended without the approval in writing of the Board of Trustees of Pueblo City-County Library District. The bylaws of the corporation may contain any provisions for the managing and regulating 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 shall have the effect of giving any director or officer of the corporation or any other individual any proprietary interest in the corporation's property, whether during the term of the corporation's existence or as an incident to its dissolution.

ARTICLE VIII.

AMENDMENTS

The board of directors shall have the exclusive power and authority at any time and from time to time to amend these articles of incorporation by the vote of a majority of the directors then in office. Notwithstanding the foregoing, these articles of incorporation may not be amended without the approval in writing of the Board of Trustees of Pueblo City-County Library District.

The name and mailing address of the persons causing this document to be delivered for filing is : Nicholas Gradisar, 1836 Vinewood, Suite 200, Pueblo, Co. 81005.

DATED this _____ day of _____, 2011.