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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

HIGH PLAINS PTCO

(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

4255 Buffalo Mountain Drive

(Street number and name)

Loveland

(City)

CO

(State)

80538

(ZIP/Postal Code)

United States

(Province – if applicable)

(Country)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

(State)

(ZIP/Postal Code)

(Province – if applicable)

(Country)

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

Name

(if an individual)

Joshi

(Last)

Candie

(First)

(Middle)

(Suffix)

OR

(if an entity)

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

Street address

5451 Far View Court

(Street number and name)

Windsor

(City)

CO

(State)

80550

(ZIP Code)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

CO
(State)

(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)

Joshi

(Last)

Candie

(First)

(Middle)

(Suffix)

OR

(if an entity)

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

Mailing address

5451 Far View Court

(Street number and name or Post Office Box information)

Windsor

(City)

CO

(State)

80550

(ZIP/Postal Code)

United States

(Country)

(Province – if applicable)

(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. Provisions regarding the distribution of assets on dissolution:

See 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)

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

Fonfara Joseph H.
(Last) (First) (Middle) (Suffix)
Hasler, Fonfara and Goddard LLP
(Street number and name or Post Office Box information)
P.O. Box 2267
Fort Collins CO 80522
(City) (State) (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.)

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

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ARTICLES OF INCORPORATION
OF
HIGH PLAINS PTCO
(A Nonprofit Corporation)

These Articles of Incorporation are filed for the purpose of forming a nonprofit corporation under the Colorado Revised Nonprofit Corporation Act pursuant to §7-90-301, et seq., and §7-122-102 of the Colorado Revised Statutes.

ARTICLE 1
NAME

The name of the corporation is HIGH PLAINS PTCO (hereinafter referred to as "Corporation").

ARTICLE 2
DURATION

The period of duration of the Corporation is perpetual.

ARTICLE 3
OFFICES

A. The business and street address of the initial registered office of the Corporation is 5451 Far View Court, Windsor, Colorado 80550, and the name of the initial registered agent at that address is Candie Joshi. The person appointed as registered agent herein has consented to being so appointed.

B. The address of the Corporation's initial principal office is 4255 Buffalo Mountain Drive, Loveland, Colorado 80538.

Ledgers and books of record shall be kept at the principal office of the Corporation which may be changed from time to time by resolution of the Board of Directors of the Corporation.

Meetings of the Board of Directors of the Corporation will be held at such times and places as may be designated by the By-Laws of the Corporation and by resolution of the Board of Directors.

ARTICLE 4 PURPOSES, RESTRICTIONS, POWERS AND OBJECTS

Section 1: Purposes. The Corporation is organized in accordance with the laws of the State of Colorado and, specifically, the Colorado Revised Nonprofit Corporation Act. The Corporation is organized and shall be operated exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") (or corresponding provisions of any future United States Internal Revenue law), including, but not limited to, enhancement and support of the educational experience; development of a close connection between school, home and community by encouraging parental involvement; and improvement of the environment at High Plains School of Loveland, Colorado ("School"), through volunteer and financial support.

Section 2: Restrictions.

A. The Corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from individuals and organizations in Colorado and elsewhere, and has not been formed for pecuniary profit or financial gain.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 of the Corporation.

C. 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 or intervene in (including the publication or distribution of statements), 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 other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or corresponding provisions of any future United States Internal Revenue law); or

(ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or corresponding provisions of any future United States Internal Revenue law).

Section 3: Powers. The Corporation shall have the following powers:

A. To receive and maintain a fund or funds of real or personal property, or both, and to use and apply the whole or any part of the income therefrom and the principal thereof for the purposes as hereinabove set forth.

B. To have one (1) or more offices and to conduct and carry on any of its business at any place in the State of Colorado, or in any other state, territory or jurisdiction, as may be determined by the Board of Directors.

C. To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate or otherwise deal in and with real, personal and mixed property of all kinds and any rights or interest therein for any purposes of the Corporation.

D. To borrow money and secure the repayment of monies borrowed for any purpose of the Corporation.

E. To have and exercise any and all of those powers specified in the Colorado Revised Nonprofit Corporation Act.

F. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objectives or furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to and growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which the Corporation is organized.

ARTICLE 5 MEMBERSHIP

The Corporation will have voting members. Each parent or legal guardian of a student enrolled at the School shall be a parent member of the Corporation. Such membership shall cease automatically when the student is no longer enrolled in the School. Each full time employee of the School shall be a staff member. Such membership shall cease automatically when the staff member's employment at the School terminates.

Interested members in the community who are approved by the Board of Directors of the Corporation shall also be admitted as members of the Corporation and such membership may be terminated by the Board of Directors in its discretion. All membership rights shall be as set forth in the By-Laws of the Corporation duly adopted by its Board of Directors.

ARTICLE 6 DIRECTORS

The number of Directors who shall conduct and manage the affairs of the Corporation shall be not less than three (3) nor more than seven (7) as established by resolution of the Board of Directors from time to time or as set forth in the By-Laws of the Corporation. The initial Board of Directors shall consist of three (3) individuals. The names and addresses of the persons constituting the first Board of Directors are:

Nancy Jones
2431 Bluestem Willow Drive
Loveland, CO 80538

Lindsey McElroy
2146 Canada Goose Drive
Loveland, CO 80537

Laura Stroud
1866 Monarch Circle
Loveland, CO 80538

Directors may be removed and vacancies of the Board of Directors shall be filled as provided by the By-Laws.

ARTICLE 7 OFFICERS

The Board of Directors may appoint a President, one (1) or more Vice Presidents, a Secretary, a Treasurer, and such other officers or assistant officers as the Board believes will be in the best interest of the Corporation. The officers shall have such duties as may be established by resolution of the Board of Directors or as prescribed in the By-Laws of the Corporation and shall serve at the pleasure of the Board of Directors.

ARTICLE 8
COMMITTEES AND ADVISORY COUNCIL

The Board of Directors of the Corporation may, by resolution adopted by a majority of the Directors in office, or by adoption of By-Laws containing such provisions, designate and appoint members to a committee (hereinafter referred to as "Committee"), for the purpose of offering advice and other skills and talents to the Corporation in furtherance of the objectives and purposes of the Corporation. Any and all such Committees (if any), including the establishment of such Committees, the designation of such Committees, the manner of election or appointment of members to such Committees, and the qualifications and rights of members to such Committees, shall be as set forth in the By-Laws of the Corporation duly adopted by its Board of Directors. The designation and appointment of any such Committees, and the delegation thereto of authority, shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon him or her by law.

ARTICLE 9
COMPENSATION

No compensation shall be paid to Committee members (if any), Directors or officers of the Corporation, as such, for their services. However, nothing herein contained shall be construed to preclude the Corporation from paying any Committee member, Director or officer reasonable compensation for services rendered by such Committee members, Directors or officers consistent with the purposes of the Corporation.

ARTICLE 10
TRANSACTIONS WITH DIRECTORS

No contract or other transaction between the Corporation and one (1) or more of its Directors or any other corporation, firm, association, or entity in which one (1) or more of its Directors are directors or officers or are financially interested shall be either void or voidable solely because such Directors are present at the meeting of the Board of Directors or a Committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because their votes are counted for such purpose, if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or Committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (b) the contract or transaction is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a Committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE 11 LIMITED LIABILITY OF OFFICERS AND DIRECTORS

The liability of the members of the Board of Directors and the officers of the Corporation shall be limited to the full extent authorized by the Colorado Revised Nonprofit Corporation Act. No Director shall be liable to the Corporation or to its members for monetary damages for breach of fiduciary duty as a Director except that the foregoing release of liability shall not eliminate or limit the liability of a Director to the Corporation or its members for monetary damages for any breach of the Director's duty of loyalty to the Corporation or to its members, acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, acts specified in C.R.S. 7-128-403, or any transaction from which the Director personally or indirectly derives an improper personal benefit.

ARTICLE 12 INDEMNIFICATION

The Corporation shall indemnify, to the extent permitted by law, any person who is or was a Director, officer, Committee member, agent, fiduciary or employee of the Corporation against any claim, liability or expenses arising against or incurred by such person as a result of actions reasonably taken by him or her at the direction of the Corporation. The Corporation shall further have the authority to the full extent permitted by law to indemnify its Directors, officers, Committee members, agents, fiduciaries and employees against any claim, liability or expense arising against or incurred by them in all other circumstances and to maintain insurance providing such indemnification.

ARTICLE 13 BY-LAWS

The Corporation may adopt By-Laws which shall contain provisions not inconsistent with these Articles of Incorporation, setting forth the rights, privileges, duties and responsibilities of the Committee members (if any), Directors and officers. The By-Laws shall describe the powers and duties of the Committee members (if any), Directors and officers of the Corporation. The Directors of the Corporation, as may be provided in the By-Laws, shall have the power, from time to time, to make, alter and amend the By-Laws as they shall deem proper for the management of the affairs of the Corporation.

ARTICLE 14
DISSOLUTION

A. The Corporation may be dissolved by a two-thirds (2/3) vote of the Directors of the Corporation.

B. No individual of the Corporation shall have any right, title or interest in the assets of the Corporation. The Corporation may dissolve and wind up its affairs in the manner now or hereafter permitted or provided by the Colorado Revised Nonprofit Corporation Act. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for 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.

ARTICLE 15
INCORPORATOR

The name and address of the Incorporator are:

Candie Joshi
5451 Far View Court
Windsor, CO 80550

ARTICLE 16
AMENDMENT

The right is expressly reserved to amend these Articles of Incorporation or any Article herein in any manner or respect now or hereafter permitted or provided for by the Revised Nonprofit Corporation Act of the State of Colorado.