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DEPARTMENT OF STATE
STATE OF COLORADO

NONPROFIT
ARTICLES OF INCORPORATION
OF
THE ROCKY MOUNTAIN CONFERENCE
UNITED METHODIST FOUNDATION, INC.

We, the undersigned, being over the age of Twenty-one years, acting as incorporators of a corporation under the Colorado Non-Profit Corporation Act, sign and acknowledge the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is The Rocky Mountain Conference United Methodist Foundation, Inc.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The corporation shall be operated exclusively for religious, educational and charitable purposes, and its assets and income shall be applied and used solely for such purposes, in conformance with Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended and/or any corresponding section of the Internal Revenue Code in effect from time to time. In general

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the objects and purposes of the corporation shall be to support the religious, educational and benevolent programs of the Rocky Mountain Conference of The United Methodist Church and any and all local United Methodist Churches, Boards, Agencies, Homes, Camping and Educational Institutions of The United Methodist Church included but not limited to the following:

To assist said local Churches and other agencies of the Conference by sponsoring Workshops or Seminars on Stewardship and our Churches' Connectional System, so they understand the benefits derived therefrom and fully realize their potential of giving by identifying the many opportunities to make special gifts outright or through Wills, Trusts, Insurance and Annuities, all for their benefit.

To receive gifts, bequests and endowments of real and personal property of every kind; To invest and administer all assets and property; To sell or hypothecate any property; To execute deeds, leases, mortgages, deeds of trust, notes, bills of sale, Trusts and any other documents required to carry out the purposes of this corporation as may be deemed best.

The Corporation may engage in any lawful activities in accordance with the purposes for which this Corporation is organized under and in accordance with the revised Statutes of the State of Colorado.

No part of the corpus or net earnings or net income of the corporation shall inure to the benefit of any individual, partnership or for-profit corporation, and no part of the activities of the corporation shall attempt to influence legislation or carry on propaganda of any nature.

The corporation shall be a non-profit corporation with no stock or stockholders, and no dividends or pecuniary profits, no liquidating dividends or distributions shall be declared or paid to the directors or officers of the corporation, except that reasonable compensation for services rendered or reimbursement for approved expenses may be paid to such officers and directors. Upon liquidation or dissolution of the corporation, the entire net assets and income on hand shall be paid and distributed to the local Churches, Boards, Agencies, or Institutions for which the assets were held (provided such distributees have qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code), and all the rest, residue and remainder shall be paid and distributed to the Rocky Mountain Conference of The United Methodist Church.

ARTICLE IV

The business and operation of the Corporation shall be managed in accordance with the Rocky Mountain Conference Rules and Regulations, by a Board of Directors, which shall consist of such numbers as provided by the By-laws; but in no event shall the Board consist of less than Fifteen (15) members nor more than Twenty-five (25), elected by the Annual Conference of said Rocky Mountain Conference of The United Methodist Church.

ARTICLE V

The Officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, who shall be elected by the Board of Directors in accordance with the By-Laws of the Corporation.

ARTICLE VI

The principal ^{and registered} office of the Corporation is: 2200 S. University Blvd., Denver, Colorado 80210, and the Registered Agent is Donald F. Strait, 2200 S. University Blvd., Denver, Colorado 80210.

ARTICLE VII

These Articles of Incorporation may be amended in conformance with the Statutes of the State of Colorado, by the Rocky Mountain Annual Conference of the United Methodist Church.

ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is Twenty-one, and the names and addresses of the persons who are to serve as the initial directors are:

Joe Akiyama	3291 S. Holly Pl., Denver, CO 80222
Clifford E. Baldrige	P. O. Box 83, Montrose, CO 81401
Clarence Burianek	2004 Wyoming Ave., Pueblo, CO 81004
Rudy Fisher	2918 Highland Ave., Colo. Springs, CO 80909
Joyce Mann	5955 E. Iliff, Denver, CO 80222
Earl Hanna	6750 Carr, Arvada, CO 80004

Harold C. Knudsen
 Harold Nichols
 Vernon Sladek
 Mason Willis
 Herbert Bacon
 John Boyle
 Beverly Long
 Lin Driscoll
 Thomas M. English
 John Foreman
 Darl Hobson
 Jim Peters
 Leona Sand
 Connie Takamine
 James L. Barber

1820 Broadway, Denver, CO 80202
 1212 Windmill Rd., Cheyenne, WY 82001
 3225 Austin Dr., Colo. Springs, CO 80909
 2200 S. University Blvd., Denver, CO 80210
 353 Mayfair Dr., Grand Junction, CO 81506
 6889 E. Costilla Cr., Englewood, CO 80112
 578 Voiles Dr., Brighton, CO 80601
 14056 E. Arizona, Aurora, CO 80012
 2375 East 3300 South, Salt Lake City, UT 84109
 1195 Newport St., Denver, CO 80220
 8756 W. Iliff Ave., Lakewood, CO 80227
 410 Otero, Ordway, CO 81063
 1008 Commanche Dr., Ft. Collins, CO 80525
 3001 Ivanhoe, Denver, CO 80207
 475 Riverside Dr., Room 320, New York, N.Y. 10115

INCORPORATORS

Darl S. Hobson
 Darl Hobson, President
Beverly A. Long
 Beverly Long, Secretary

STATE OF COLORADO
 COUNTY OF DENVER

Acknowledged before me this 30th day of September, 1987
 by Darl Hobson, President, and Beverly Long, Secretary of The
 Rocky Mountain Conference United Methodist Foundation, Inc.

[Signature]
 Notary Public
[Signature]
 Address

My Commission expires November 28, 1988