

ARTICLES OF INCORPORATION
OF
Social Venture Partners Boulder County, Inc.

I, the undersigned, a natural person of the age eighteen years or more, acting as the incorporator of Social Venture Partners Boulder County, Inc. (the “Corporation”), adopt the following Articles of Incorporation for the Corporation pursuant to the Colorado Nonprofit Corporation Act and pursuant to 7-122-101 and 7-122-102 of the Colorado Revised Statutes (C.R.S.).

ARTICLE I
NAME

The name of the Corporation is Social Venture Partners Boulder County, Inc.

ARTICLE II
DURATION

The Corporation's period of duration is perpetual.

ARTICLE III
PURPOSES

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Colorado Nonprofit Corporation Act. The Corporation is organized exclusively for charitable, scientific, or education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax law. Without limiting the foregoing, the Corporation shall: (a) provide grants to charitable organizations that promote and support such charitable causes as shall be determined by the Corporation’s board of directors (“Board of Directors”) from time to time; and (b) engage in other activities as may be appropriate and as are consistent with the above purposes consistent with the Colorado Nonprofit Corporation Act. Specifically, the Corporation shall exist to catalyze significant long-term social change in Boulder County, Colorado by educating individuals to be well-informed, effective and engaged philanthropists, and by investing time, expertise and money in innovative nonprofit organizations or other social enterprises in Boulder County.

ARTICLE IV POWERS

In adherence to the foregoing purposes, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Corporation's Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations exclusively for charitable, scientific, or educational purposes, and engage in any lawful activity which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, forums, associations, trusts, institutions, foundations, or government bureaus, departments or agencies. In general, and subject to such limitation and conditions which are or may be prescribed by law, these Articles of Incorporation and the Corporation's Bylaws, the Corporation shall have all powers which are now or are hereafter conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the purposes of the Corporation.

ARTICLE V RESTRICTIONS ON POWERS

- a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member of the Corporation which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, 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 no member of the Corporation which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, 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. 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) 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 Internal Revenue Code, or by a corporation, of which contributions are deductible under section 170(c)(2) of the Internal Revenue Code.

**ARTICLE VI
MEMBERS**

The Corporation shall have members.

**ARTICLE VII
CLASSES OF MEMBERS**

The Corporation shall have three classes of members, each of which shall have different and limited voting rights, as provided in the bylaws.

Additional Classes of Members: The Corporation may have additional classes of members who shall not have the right to vote.

Qualification: The qualifications of all members shall be provided in the bylaws.

**ARTICLE VIII
NUMBER OF DIRECTORS**

The affairs of the Corporation shall be managed by the Board of Directors. There shall be at least five (5) directors.

Manner of Election and Appointment: The bylaws shall identify the number and manner of the election and appointment of directors.

Term of Directors: The terms of the directors shall be specified in the bylaws.

**ARTICLE IX
INITIAL DIRECTORS**

The number of directors constituting the initial Board of Directors is eight (8) and the names and addresses, including street number and zip code, of the persons who are to serve as the initial directors until the first annual meeting or until their successors are elected and qualified are as follows:

Caryn Capriccioso
1352 S. Sherman Street
Longmont, CO 80501

Ruth Henderson
2101 Mariposa Avenue
Boulder, CO 80302

John McCorvie
c/o Peak Asset Management, LLC
1371 E. Hecla Drive, Ste. A
Louisville, CO 80027

Dan Catlin
935 Westview Drive
Boulder, CO 80303

Emily Davis
110 30th Street
Boulder, CO 80305

Peter Spear
3180 Galena Way
Boulder, CO 80305

Rich Hoops
8328 Valmont Road
Boulder, CO 80301

Cindy O’Keeffe
4520 Nassau Place
Boulder, CO 80301

ARTICLE X NONPROFIT NATURE

The Corporation is not organized for pecuniary profit and is not authorized to issue capital stock.

ARTICLE XI ELIMINATION OF CERTAIN LIABILITIES OF DIRECTORS

There shall be no personal liability, either direct or indirect, of any director of the Corporation, to the Corporation or to its members for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the Corporation or to its members for monetary damages for any breach, act, omission or transaction which is expressly prohibited by the Colorado Revised Nonprofit Corporation Act (as in effect from time to time). The provision shall not eliminate the liability of a director to the Corporation or to its members for monetary damages for any act or omission occurring prior to the date when this provision becomes effective (which is the date the amendment to the articles of incorporation of the Corporation containing this provision becomes effective). 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 to successor provision to such statute, or any other law limiting or eliminating liabilities. Any repeal or modification of the foregoing provisions of this Article by the members of the Corporation or any repeal or modification of the provision of the Colorado Revised Nonprofit Corporation Act which permits the elimination of liability of directors shall not affect adversely any elimination of liability, right or protection of a director of the Corporation with respect to any break, act, omission, or transaction of such director occurring prior to the time or such repeal or modification.

**ARTICLE XII
AMENDMENTS**

These Articles of Incorporation may be amended by majority vote of the directors in office.

**ARTICLE XIII
DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, to an organization or organizations that then qualify for exemption under the provisions of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any successor federal law.

**ARTICLE XIV
REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is to be located at 1123 Spruce Street, Boulder, Colorado, 80302, and the name of the initial registered agent is Jennie Arbogash.

**ARTICLE XV
INCORPORATOR**

The name and address, including the street and number, of the incorporator is as follows:

Caryn Capriccioso
1352 S. Sherman Street
Longmont, CO 80501

Executed this 13th day of November, 2012.

CM Capriccioso

Caryn Capriccioso, incorporator