

Articles of Incorporation Boulder Astronomy and Space Society

The undersigned incorporators, who are all natural persons 21 years of age or older, in order to form a corporate entity “The Boulder Astronomy and Space Society” under title 7, articles 121 to 137 of the Colorado Statutes, adopt the following articles of incorporation.

ARTICLE I NAME/REGISTERED OFFICE

The name of this corporation shall be: **Boulder Astronomy and Space Society**.

The corporation's registered office is located at:

6868 Twin Lakes Rd.

Boulder, Colorado 80301

The corporation's mailing address is located at:

PO Box 17203

Boulder, Colorado 80308

ARTICLE II PURPOSE

This corporation is organized exclusively for promoting amateur astronomy and space sciences purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. To this end, the corporation shall:

1. Hold regular meetings and sponsor events associated with the practice and promotion of amateur astronomy and space sciences.
2. Support community education on the topics of astronomy and space sciences through volunteer works, material goods, or corporation funds as determined by the Board of Directors and the corporation's bylaws.
3. Undertake other activities related to furthering knowledge about and/or an understanding of astronomy and space sciences.

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of lobbying or otherwise attempting to influence legislation, or any initiative or referendum before the public. The corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any Officer or Director of this corporation nor guarantee to any person the payment of a loan by an Officer or Director of this corporation.

ARTICLE IV DIRECTORS/MEMBERS

The corporation shall have a voting membership, and may have classes membership, as defined in the corporation's bylaws. The management and affairs of the corporation shall be directed by a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's bylaws. No member, Officer or Director shall have any right, title, or interest in or to any property of the corporation.

The Board of Directors shall consist, at a minimum, of a President and a Treasurer. The President and the Treasurer shall be voting members of the corporation as defined in the corporation's bylaws. The nature of any additional Director positions shall be set forth in the corporation's bylaws. The Board of Directors may include additional Directors who

are voting members of the corporation as defined in the corporation's bylaws. The Board of Directors may also include additional Directors who are not part of the voting membership, but whose independent oversight is deemed to be of value to the corporation.

The officers of the Executive Committee shall direct the daily operations of the corporation. The Executive Committee shall consist, at a minimum, of the President and the Treasurer. All members of the Executive Committee shall be voting members of the corporation as defined in the bylaws. In addition to the President and the Treasurer, the Executive Committee shall include any additional officers designated by the corporation's bylaws.

The titles and responsibilities of Directors and Officers, the methods of selection, the terms of office, and the removal processes for Directors and Officers shall be as described in the corporation's bylaws.

ARTICLE V DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, Officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation, nor shall any property of any the members, Officers or Directors be used for payment of the corporation's debts or obligations.

ARTICLE VI DISSOLUTION

At the time of dissolution of the corporation, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, any remaining assets shall be distributed by the Board of Directors of the corporation in a manner consistent with section 501(c)(3) of the Internal Revenue Code as now enacted or hereafter amended. Any assets not distributed shall be disposed of by a Court of Competent Jurisdiction of 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.

**ARTICLE VII
INCORPORATOR**

The incorporators of this corporation are:

1. Steven F. Hartung, 6868 Twin Lakes Rd. Boulder Colorado 80301
2. Archer Sully, 3970B Colorado Ave. Boulder Colorado 80303
3. William R. Travis, 8059 Kincross Way, Boulder Colorado 80301

The undersigned incorporators certify both that they execute these Articles for the purposes herein stated, and that by such execution, they affirm the understanding that should any of the information in these Articles be intentionally or knowingly misstated, they are subject to the criminal penalties for perjury set forth in under title 7, articles 121 to 137 of the Colorado Statutes, as if this document had been executed under oath.

_____ signature
date

_____ signature
date

_____ signature
date