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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

Mustangs Sports Club, Inc.

*(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

1430 Wynkoop Street

*(Street number and name)*

Suite 400

Denver CO 80202

*(City)*

*(State)*

*(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)

\_\_\_\_\_  
*(Last) (First) (Middle) (Suffix)*

**OR**

(if an entity)

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

Messner & Reeves, LLC

Street address

1430 Wynkoop Street

*(Street number and name)*

Suite 400

Denver CO 80202

*(City)*

*(State)*

*(ZIP Code)*

**Mailing address**

(leave blank if same as street address)

\_\_\_\_\_

(Street number and name or Post Office Box information)

\_\_\_\_\_

\_\_\_\_\_ CO \_\_\_\_\_  
(City) (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)

Messner Bryant S.

(Last) (First) (Middle) (Suffix)

**OR**

(if an entity)

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

Mailing address

1430 Wynkoop Street

Suite 400 (Street number and name or Post Office Box information)

Denver CO 80202

(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.)

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. (The following statement is adopted by marking the box.)

Provisions regarding the distribution of assets on dissolution are included in an 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)

**Notice:**

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

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

|  |                          |                                  |                         |
|--|--------------------------|----------------------------------|-------------------------|
| <u>Kealiher</u>  | <u>Lucy</u>              |                                  |                         |
| <small>(Last)</small>  | <small>(First)</small>   | <small>(Middle)</small>          | <small>(Suffix)</small> |
| <u>1430 Wynkoop Street</u>   |                          |                                  |                         |
| <small>(Street number and name or Post Office Box information)</small> |                          |                                  |                         |
| <u>Suite 400</u>   |                          |                                  |                         |
| <hr/>  |                          |                                  |                         |
| <u>Denver</u>  | <u>CO</u>                | <u>80202</u>                     |                         |
| <small>(City)</small>  | <small>(State)</small>   | <small>(ZIP/Postal Code)</small> |                         |
| <u>United States</u>   |                          |                                  |                         |
| <small>(Province – if applicable)</small>                              | <small>(Country)</small> |                                  |                         |

*(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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Click the following links to view attachments

[Attachment 1](#)

Annex to Articles of Incorporation

**MUSTANGS SPORTS CLUB, INC.,  
A COLORADO NONPROFIT CORPORATION**

**ANNEX TO ARTICLES OF INCORPORATION**

Pursuant to § 7-2-301, et seq. and §7-122-101 of Colorado Revised Statute (C.R.S.), these Articles of Incorporation are delivered to the Colorado Secretary of State for filing.

*FIRST:* The name of the Corporation (which is hereafter called the “Corporation”) is Mustangs Sports Club, Inc., a Colorado Nonprofit Corporation.

*SECOND:* The street address of the principal office of the Corporation in this State is 1430 Wynkoop Street, Suite 400, Denver, CO 80202.

*THIRD:* The name and street address of the Registered Agent of the Corporation in this State are Messner & Reeves, LLC, 1430 Wynkoop Street, Suite 400, Denver, CO 80202.

*FOURTH:* The Corporation will not have voting members.

*FIFTH:* Upon the dissolution of the Corporation’s affairs, or upon the abandonment of the Corporation’s activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged. If this Corporation is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) the assets of the Corporation shall be distributed for one or more exempt purposes under Section 501(c)(3) or to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court for the County in which the principal office of the Corporation is then located exclusively for such purposes or to such organizations as the District Court shall determine which are organized and operated exclusively for such purposes.

*SIXTH:* The purposes for which the Corporation is formed are:

(a) The Corporation is organized for the furtherance of recreational and amateur sports, primarily for participants in programs available through Colorado Academy and assisting organizations designed to accomplish any of the above purposes or purposes that are incident and ancillary to such purposes, including but not limited to, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real,

personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a “charitable organization” or for other than “charitable purposes” within the meaning of such terms as defined in these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a nonprofit corporation organized under the applicable provisions of the Colorado law for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers is in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its members (if any), directors or officers for services rendered, to make payments and distributions to its members (if any) that are domestic or foreign nonprofit corporations, and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. 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 in, or intervene in (including the publishing or distribution or statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

*SEVENTH:* The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided

the same are not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Colorado or of the United States.

*EIGHTH:* In these Articles of Incorporation,

(a) References to “charitable organizations” or “charitable organization” mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder, or individual, and no substantial part of the activities of which is carrying on of propaganda, or otherwise attempting, to influence legislation, and which do not participate in, or intervene in (including the publishing and distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article EIGHTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended.

(b) The term “charitable purposes” shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1986 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States.

*NINTH:* If this Corporation is also a private foundation within the meaning of Section 509(a) of the Internal Revenue Code:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

*TENTH:* The period of duration of the Corporation shall be perpetual.