

**ARTICLES OF INCORPORATION OF THE
PIKES PEAK AREA ZONTA FOUNDATION
(A COLORADO NONPROFIT ORGANIZATION)**

We, the Incorporators being natural persons more than eighteen years of age and citizens of the United States, for the purpose of forming a corporation under the Non-Profit Corporation Act of the State of Colorado, do hereby adopt the following Articles of Incorporation.

Article I

The name of the corporation shall be the **PIKES PEAK AREA ZONTA FOUNDATION**. The principal address of the corporation shall be **P.O. BOX 7924, Colorado Springs, Colorado 80907**.

Article II

The period of duration of said corporation shall be perpetual.

Article III

The Foundation is organized exclusively for charitable purposes, to carry out the charitable objectives of the Zonta Club of the Pikes Peak Area of El Paso County including the provision of service at the global and local level and to support charitable organizations that advance the charitable objectives of Zonta International Foundation.

Article IV

The registered agent of said corporation shall be **ZONTA CLUB OF THE PIKES PEAK AREA**, and the registered office of the corporation in Colorado **P.O. BOX 7924, City of Colorado Springs, County of El Paso, State of Colorado, 80907**.

Article V

The name and address of the incorporator of said corporation is as follows:
ZONTA Club of the Pikes Peak Area, P.O. Box 7924, Colorado Springs, Co 80907.

Article VI

- i.) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 set forth in Article Third hereof.
- ii.) No substantial part of the activities of the corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- iii.) 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 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article VII

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 as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

**ARTICLES OF INCORPORATION OF THE
PIKES PEAK AREA ZONTA FOUNDATION
(A COLORADO NONPROFIT ORGANIZATION)**

Article VIII

The number of directors constituting the initial board of directors shall be five (5). The names and addresses of the persons who are to serve as initial directors shall be as follows:

Colvard, Shirley 4635 Crystal Park Road Manitou Springs, CO 80829

Edwards, Betty 118 Raven Hills Court Colorado Springs, CO 80919

Kosley, Pat 2206 West Greenwich Circle Colorado Springs, CO 80909

Riggs, Diane 3705 Saddle Rock Road Colorado Springs, CO 80918

Smithwick, Helen 9590 Mountain Road Cascade, CO 80809

The number of the Directors of the Foundation shall be set forth in the Bylaws of the Foundation, but shall not be less than three (3.)

Article IX

The corporation shall not have members, unless otherwise provided in the Bylaws of the Foundation.

Article X

Subject to the limitations contained in these Articles of Incorporation, and to the provisions of law requiring corporate action to be exercised, authorized, or approved by the members of the corporation, all the lawful powers of the corporation shall be vested in and exercised by or under the authority of the board of directors, and the business and affairs of the corporation shall be conducted and controlled by such board.

Article XI

The corporation shall indemnify any director, officer, or former director or officer of the corporation or any person who may have served at its request against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been an officer or director of the corporation, except in relation to matters as to which he or she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty to the corporation.

Article XII

The Articles may be amended in the manner provided under the Colorado Nonprofit Corporation Act in effect at the time of amendment, and as prescribed by the corporate by-laws.

Article XIII

The initial by-laws of the corporation shall be adopted by the board of directors. The powers to alter, amend, or repeal the by-laws or to adopt new by-laws shall be vested in the board of directors.

We the incorporators declare that we have examined the foregoing Articles of Incorporation and that the statements contained there are, to the best of our knowledge and belief, true, correct and complete. Executed this 16th day of October, 2007.

Colvard, Shirley
Edwards, Betty
Kosley, Pat
Riggs, Diane
Smithwick, Helen