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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 Silicon Ally.

*(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 1630 30th Street  
*(Street number and name)*  
Suite A #224  
Boulder CO 80301  
*(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) Chatham Brendan  
*(Last) (First) (Middle) (Suffix)*

**OR**

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

Street address 921 Walnut Street  
*(Street number and name)*  
Suite 200  
Boulder CO 80302  
*(City) (State) (ZIP Code)*

Mailing address

(leave blank if same as street address)

\_\_\_\_\_

(Street number and name or Post Office Box information)

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\_\_\_\_\_

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

(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)

Chatham Brendan \_\_\_\_\_

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

**OR**

(if an entity)

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

Mailing address

921 Walnut Street

(Street number and name or Post Office Box information)

Suite 200

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Boulder CO 80302

(City) (State) (ZIP/Postal Code)

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\_\_\_\_\_ 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. Provisions regarding the distribution of assets on dissolution:

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation for: (1) one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or (2) a public purpose, to the federal government or a state or local government. Any assets not distributed in accordance with subsections (1) or (2) above shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located exclusively for the purposes described in subsections (1) or (2) above or to such other organization or organizations which are organized and operated exclusively for such purposes described in subsections (1) or (2) above.

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. This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

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

Chatham \_\_\_\_\_ Brendan \_\_\_\_\_  
(Last) (First) (Middle) (Suffix)  
921 Walnut Street \_\_\_\_\_  
(Street number and name or Post Office Box information)  
Suite 200 \_\_\_\_\_  
Boulder \_\_\_\_\_ CO \_\_\_\_\_ 80302 \_\_\_\_\_  
(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.)

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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**ARTICLES OF INCORPORATION**  
**OF**  
**SILICON ALLY**  
**(A COLORADO NOT FOR PROFIT CORPORATION)**

Pursuant to the Colorado Revised Nonprofit Corporation Act (the “*Act*”), the Incorporator named below (and if a natural person at least 18 years of age or older), acting as the incorporator of this nonprofit corporation to be incorporated under the laws of the State of Colorado (the “*Corporation*”), adopts these Articles of Incorporation (the “*Articles*”).

**ARTICLE I**  
**NAME**

The name of the Corporation is **SILICON ALLY**.

**ARTICLE II**  
**DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE III**  
**OFFICES**

A. The street address of the registered office of the Corporation is **921 WALNUT STREET, SUITE 200, BOULDER, COLORADO 80302** and the name of the initial registered agent at that address is **BRENDAN CHATHAM**.

B. The address of the Corporation’s principal office is **1630 30<sup>TH</sup> STREET, SUITE A #224, BOULDER, COLORADO 80301**.

**ARTICLE IV**  
**PURPOSE**

The Corporation is organized and shall be operated for scientific, educational and charitable purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the “*Code*”), to be operated under and by virtue of the laws of the State of Colorado concerning not-for-profit corporations, including without limitation, the Act. Without limiting the generality of the foregoing and subject to the restrictions and limitations set forth in Article VI below, the objects and purposes of the Corporation and the nature of the business to be carried on by it are:

A. To provide support to other charitable organizations to aide in the facilitation of their charitable missions by performing: (1) various advisory, consulting and training related to the review and optimization of existing IT infrastructure, networks, data storage, operating systems and software applications and organizational goals and needs related to the foregoing; (2) various information technology services related to the selection, implementation, optimization, upgrade, installation, configuration, operation and maintenance of existing and new IT infrastructure, networks, data storage, operating systems and software applications and ongoing advisory, consulting and training services related thereto; and (3) specified software engineering services related to the development of customized software solutions and applications for such charitable organizations. The Organization intends to perform such services on a discounted and/or subsidized basis as independent contractors to make such services affordable and cost-effective for such charitable organizations that might not otherwise have the financial resources to obtain such services from for profit information technology services and software engineering companies. The Organization intends to initially focus on providing support to charitable organizations with missions

dedicated to addressing: (a) climate change; (b) environmental conservation and preservation; and (c) economic and social inequality.

B. To take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value.

C. To work with other not-for-profit organizations that are qualified under Section 501(c)(3) of the Code to further the purposes of the Corporation.

D. In general, to carry on any other business connected with or incidental to the foregoing objects and purposes and to have and to exercise all the powers conferred by the laws of the State of Colorado upon corporations formed under the Act.

E. To invest, reinvest or deal with the principal or the income thereof in such a manner as in the judgment of the Corporation's Board of Directors (the "*Board*") which will promote the purposes of the Corporation without limitation, except such limitations, if any, set forth in the instrument pursuant to which such property is received, these Articles, the Bylaws of the Corporation (the "*Bylaws*"), or any laws applicable thereto.

F. To receive and administer funds for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Code.

G. To operate at all times in a manner that will assure the qualification of the Corporation as an organization described in Section 501(c)(3) of the Code.

H. To the extent that any of the foregoing objects and purposes fail to qualify as proper purposes for an exempt organization under Section 501(c)(3) of the Code, then the Board is hereby authorized to take such action as is necessary to amend or remove those objects and purposes from these Articles.

I. To do any act or thing incidental or connected with the foregoing purposes or an advancement thereof, but not for the pecuniary profit or financial gain of any director serving on the Board or any officers of the Corporation, except to the extent any such person is performing employment related services on behalf of the Corporation.

## **ARTICLE V POWERS**

In furtherance of the purposes described in Article IV above, and subject to the restrictions and limitations set forth in Article VI below, the Corporation shall have and is permitted to exercise all of the rights, powers, privileges and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado, including without limitation, the Act. The Corporation is permitted to do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law. The Corporation is permitted to take such actions as are appropriately authorized by its officers or directors.

## **ARTICLE VI RESTRICTIONS ON POWERS AND PURPOSES**

A. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and the regulations related thereto as they now exist or as they may hereafter be amended.

B. No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that in the opinion of the Corporation may cause the Corporation to lose such federal income tax exemption.

C. No part of the net earnings of the Corporation shall inure to the benefit of any director serving on the Board or any officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in the promotion of one or more of its purposes), and no director serving on the Board or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

D. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

E. Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation for: (1) one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or (2) a public purpose, to the federal government or a state or local government. Any assets not distributed in accordance with subsections (1) or (2) above shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located exclusively for the purposes described in subsections (1) or (2) above or to such other organization or organizations which are organized and operated exclusively for such purposes described in subsections (1) or (2) above.

## **ARTICLE VII MEMBERSHIP**

The Corporation will not have members with voting or other rights or powers under the Act. The Corporation may have various classes of non-voting members for fundraising or other purposes.

## **ARTICLE VIII BOARD OF DIRECTORS**

The corporate powers and management of the Corporation will be vested in and exercised by the Board. The Board will be composed of at least two (2) directors, appointed in the manner set forth in the Bylaws. The number of directors, their classifications, if any, and their terms of office shall be determined in accordance with the Bylaws. The names and addresses of the initial directors are as follows:

|                        |   |
|------------------------|---|
| <b>BRANDON SPRAGUE</b> | 1630 30 <sup>th</sup> Street, Suite A #224<br>Boulder, Colorado 80301 |
|------------------------|---|

|                   |   |
|-------------------|---|
| <b>GRADY WARD</b> | 1630 30 <sup>th</sup> Street, Suite A #224<br>Boulder, Colorado 80301 |
|-------------------|---|

## **ARTICLE IX OFFICERS**

The Corporation will have such officers as may from time to time be prescribed by the Bylaws. Their terms of office and the manner of their designation or selection will be determined according to the Bylaws then in effect.

**ARTICLE X**  
**LIMITATION ON DIRECTOR LIABILITY**

No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following: (A) any breach of the director's duty of loyalty to the Corporation; (B) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; (C) the director's assent to or participation in a loan by the Corporation to any director or officer of the Corporation; (D) the director's assent to a distribution made in violation of C.R.S. § 7-133-101 (as it may be amended from time to time); and (E) any transaction in which the director received improper personal benefit. If the Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Article X shall not adversely affect any right or protection of a director of the Corporation under this Article X as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article X, prior to such repeal or modification. Nothing herein will be construed to deprive any director of the right to all defenses ordinarily available to a director nor will anything herein be construed to deprive any director of any right for contribution from any other director or other person.

**ARTICLE XI**  
**INDEMNIFICATION**

The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorney's fees) incurred by reason of the fact that he or she is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, he or she is or was serving at the request of the Corporation as a director, officer, partner, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign corporation or other individual or entity or of an employee benefit plan. The Corporation shall also indemnify any person who is serving or has served the Corporation as director, officer, employee, fiduciary, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any bylaw, resolution of the members or directors, contract, or otherwise, so long as such provision is legally permissible. Notwithstanding anything to the contrary in this Article XI, such indemnity shall not extend to conduct not undertaken in good faith to promote the best interests of the Corporation, nor to any recklessness or willful misconduct; and, provided further, that this indemnification shall be limited to the total assets of the Corporation.

**ARTICLE XII**  
**PRIVATE FOUNDATION STATUS**

Notwithstanding any other provision of these Articles, if at any time or times the Corporation is deemed to be a "private foundation" within the meaning of Section 509(a) of the Code, then during such time or times:

- A. The Corporation will distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;
- B. The Corporation will not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;
- C. The Corporation will not retain any excess business holdings, as defined in Section 4943(c) of the Code;
- D. The Corporation will not make any investments that would subject the Corporation to {W1562318 TCS}

taxation under Section 4944 of the Code; and

E. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

F. The private property of the directors serving on the Board and the officers of the Corporation will not be subject to payment of corporate debts to any extent whatever.

**ARTICLE XIII  
NONDISCRIMINATORY POLICY**

The Corporation will make its services, facilities, and programs available to all persons regardless of race, color, creed, national origin, sex, sexual orientation or handicap, and the Corporation will not in any way discriminate against any person on the basis of race, color, creed, national origin, sex, sexual orientation or handicap.

**ARTICLE XIV  
AMENDMENTS TO ARTICLES OF INCORPORATION**

Any amendment to these Articles may be proposed by any director and shall be approved by the affirmative vote of a majority of the directors, except that no such amendment shall be made that would: (A) change the nature of the activities to be carried on that would not be permitted by an organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (B) have the effect of giving any director or officer of the Corporation any proprietary interest in the Corporation's property or assets, whether during the term of the Corporation's existence or as an incident to its dissolution.

**ARTICLE XV  
INCORPORATOR**

The name and address of the incorporator is **BRENDAN CHATHAM**, 921 Walnut Street, Suite 200, Boulder, Colorado 80302 (the "*Incorporator*").

**IN WITNESS WHEREOF**, the Incorporator does hereby certify that the adoption of these Articles is the act and deed of the Corporation and the facts stated herein are true, as of this 26th day of August 2021.

\* \* \*

The name and mailing address of the individual who causes this document to be delivered for filing and whom the Secretary of State may contact regarding this document is: **BRENDAN CHATHAM/HUTCHINSON BLACK AND COOK, LLC / 921 WALNUT STREET, SUITE 200 / BOULDER, COLORADO 80302 / VOICE: (303) 442-6514 / FAX: (303) 442-6593.**