

ARTICLES OF INCORPORATION  
OF  
COLORADO STATE SCIENCE FAIR, INC.

The undersigned natural person, acting as incorporator, hereby establishes a nonprofit corporation pursuant to the Colorado Nonprofit Corporation Act, and adopts the following Articles of Incorporation:

FIRST: The name of the corporation is COLORADO STATE SCIENCE FAIR, INC.

SECOND: The term of the corporation shall be perpetual.

THIRD: (a) Purposes. The purposes and objectives of the corporation are:

(i) to foster an association of persons in education, commerce, civic service clubs and the professions who are interested in promoting, sponsoring, improving, stimulating and contributing to the educational and scientific needs and development of students throughout the State of Colorado by providing the means for such students to present, at periodic Colorado State Science Fairs, scientific exhibits which they have developed;

(ii) to organize and operate such Colorado State Science Fairs;

(iii) to thereby recognize potential scientific ability in students at an early age and to furnish motivation for its development and an outlet for constructive creativity;

(iv) to encourage and stimulate schools and their students in their science study programs; and

(v) to cooperate and work in close association with Science Clubs of America, of Washington, DC.

(b) Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in section (c) of this Article the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes either alone or in connection with other corporations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

(c) Restrictions Upon Powers.

(i) No part of the net earnings of the corporation shall inure to the benefit of 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 corporation affecting one or more of its purposes), 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. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

(ii) No part of the assets of the corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

(iii) On dissolution of the corporation, all of its assets shall be paid over or transferred to one or more organizations of the kind described in section 501©(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent federal tax laws) contributions to which are deductible for federal income tax purposes. The organizations to receive such property shall be designated by the Board of Directors.

(iv) Notwithstanding any other provisions of these Articles of Incorporation:

(1) The corporation shall not engage in any act of self-dealing so as to become subject to the tax on self-dealing imposed by section 4941 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws;

(2) 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 1954, or corresponding provisions of any subsequent federal tax laws;

(3) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws;

(4) The corporation shall not make and investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws;

(5) The corporation shall not make any taxable expenditures so as to become subject to the tax imposed on such expenditure under section 4945 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

FOURTH: The address of the initial registered office of the corporation is 1601 East Nineteenth Avenue, Denver, Colorado 80218. The name of its initial registered agent at such address is Betty Whitmore.

FIFTH: The corporation shall have no members.

SIXTH: The control and management of the affairs of the corporation and of the disposition of its funds and property shall be vested in a Board of Directors composed of representatives of certain designated sponsoring organizations of the corporation. The term of office of directors and the manner of their selection shall be determined according to the by-laws of the corporation. Fourteen directors shall constitute the initial Board of Directors. Their names and addresses and the designated sponsoring corporations they represent are as follows:

|                                                      |                                                                 |
|------------------------------------------------------|-----------------------------------------------------------------|
| Joe H. Allen                                         | 2880 Colby Avenue<br>Boulder, CO 80303                          |
| Elaine Good<br>Cinderella City Merchants Association | 701 West Hampden Avenue<br>Englewood, CO 80110                  |
| Warren Kohler<br>Colorado Engineering Council        | 2712 South Race Street<br>Denver, CO 80210                      |
| Sam Shushan<br>Colorado Medical Society              | University of Colorado; Biology Department<br>Boulder, CO 80309 |
| Betty Whitmore<br>Colorado Medical Society           | 1601 East 19 <sup>th</sup> Avenue<br>Denver, CO 80218           |
| Donald Cieber<br>The Denver Post                     | 650 15 <sup>th</sup> Street<br>Denver, CO 80203                 |
| Ralph F. Desch<br>National Bureau of Standards       | 2950 17 <sup>th</sup> Street<br>Boulder, CO 80302               |
| Don R. Boyle<br>US Department of Commerce/NOAA       | 1012 Albion Way<br>Boulder, CO 80303                            |
| Charles M. Purdy<br>US Department of Commerce/NOAA   | 853 Bluebird Lane<br>Lafayette, CO 80026                        |

Russell B. Stoner  
US Department of Commerce/ITS

2218 Locust Street  
Denver, CO 80205

John Tary  
US Department of Commerce/ITS

7739 Spring Drive  
Boulder, CO 80303

Norman Craig  
The Denver Post

650 15<sup>th</sup> Street  
Denver, CO 80203

Kenneth C. Sawyer, Jr.  
American Cancer Society

2045 Franklin Street  
Denver, CO 80205

Fred Vendittie  
Colorado Engineering Council

3004 South Adams Street  
Denver, CO 80210

SEVENTH: The initial by-laws of the corporation shall be as adopted by the Board of Directors. Such board shall have power to alter, amend or repeal the by-laws from time to time in force, and to adopt new by-laws. Such by-laws may contain any provisions for the regulation or management of the affairs of the corporation which are not inconsistent with law or these Articles of Incorporation, as the same may from time to time be amended. However, no by-law at any time in effect, and no amendment to these articles, shall have the effect of giving any director or officer of the corporation any proprietary interest in its property or assets whether during the term of its existence or as an incident to its dissolution.

EIGHTH: Except as herein expressly restricted, the corporation reserves the right from time to time to amend, alter, change or repeal these Articles of Incorporation.

NINTH: The name and address of the incorporator is:

Sam Shushan            University of Colorado  
                                 Biology Department  
                                 Boulder, CO 80309

IN WITNESS WHEREOF, I have signed and acknowledged these Articles of Incorporation this 23<sup>rd</sup> day of February, 1977.

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SAM SHUSHAN