

ARTICLES OF INCORPORATION

REACH

The undersigned person acting as incorporator of a non-profit corporation under the Colorado Non-profit Corporation Act executes the following Articles of Incorporation for such corporation.

Article I Corporate Name:

The Name of the Corporation is: REACH

Article II Registered Office and Registered Agent

The address of the initial office of the Corporation in Colorado is: REACH, PO Box 1118, Fort Collins, Colorado 80522-1118. The name of the Registered Agent at said address is Rodger B. Ames. Either the registered office or the registered agent may be changed in the manner permitted by law.

Article III Definitions

For purposes of these Articles, the following capitalized terms (in both the singular and plural forms) will have the following meanings:

- (a) "Code" is the Internal Revenue Code of 1986, as amended from time to time, with any section reference deemed to include the corresponding provision of any subsequent federal tax law.
- (b) "Charitable Purposes" are those charitable, educational, scientific, literary, or religious purposes, as defined by the Code, for which Qualified Charities may be organized.
- (c) "Qualified Charities" are those organizations which are exempt from federal income tax under Section 501 (c)(3) of the Code and contributions to which are deductible for federal income, gift and estate tax purposes under Section 170, Section 2522 and Section 2055 of the Code.

Article IV Membership

The Corporation shall have no members.

Article V
Period of Duration

This Corporation shall exist in perpetuity from the date of filing these Articles of Incorporation with the Secretary of State of Colorado, unless dissolved according to law.

Article VI
Objects and Purpose

The Corporation's mission is to enhance public understanding of science as it relates to our changing world. The Corporation is organized and shall operate exclusively for public, charitable, leadership or educational purposes. The Corporation may use income or principal, or both, in furtherance of its purposes. The Corporation may promote, establish, conduct, and maintain activities on its own behalf or it may contribute to or otherwise assist other corporations, organizations, and institutions carrying on such activities.

Article VII
Powers & Limitations

In furtherance of its purposes, the Corporation shall have and may 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.

Notwithstanding any other provision of these Articles of Incorporation, the powers of the corporation are restricted as follows:

The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from federal income taxation under 501(c)(3) of the Internal Revenue Code or (ii) by an organization the contributions to which are deductible under Section(s) 170, 642, 2055, or 2522 of the Internal Revenue Code.

Article VIII
Private Inurement

No part of the income or principal of the Corporation shall inure to the benefit of, or be distributed to any director, trustees, or officer of the Corporation or any other private shareholder or individual, 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 III hereof.

Article IX
Political Activities

No substantial part of the activities of the corporation shall be 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 of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article X Private Foundation Status

Notwithstanding any other provision of the Articles of Incorporation, if at any time or times the Corporation is a private foundation within the meaning of §509 of the Internal Revenue Code, then during such time or times:

- (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under §4942 of the Internal Revenue Code;
- (b) The Corporation shall not engage in any act of self-dealing, as defined in §4941 of the Internal Revenue Code;
- (c) The Corporation shall not retain any excess business holding, as defined in §4943(c) of Internal Revenue Code;
- (d) The Corporation shall not make any investment in such a manner as to subject the Corporation to tax under §4944 of the Internal Revenue Code; and
- (c) The Corporation shall not make any taxable expenditures as defined in §4945 of Internal Revenue Code.

Article XI Dissolution

Upon any liquidation, dissolution, or winding up of the corporation, the Board of Trustees shall, after paying or adequately providing for the payment of all obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to or for the benefit of such organization or organizations as the Board of Trustees shall determine. Any such assets not so disposed of by the Board of Trustees will be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusive for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XII Trustees

The corporate powers and management of the Corporation shall be vested in and exercised by a Board of Trustees. The number of Trustees will be fixed by the bylaws, which bylaws may also provide for their election, removal and the filling of vacancies. The Board of Trustees may make, alter and amend the Bylaws. The names of the initial Trustees are:

David Randall
A. Scott Denning
Brian Jones

Article XIII Indemnification

(a) The Corporation shall indemnify a person who is wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a director of the Corporation, against reasonable expenses incurred by the person in connection with proceeding.

(b) The Corporation shall indemnify or advance expenses of litigation to its trustees, officers, employees and agents as provided in the bylaws.

Article XIV Liability of Trustees

No trustee shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a trustee, except that no trustee's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following:

1. Any breach of the trustee's duty of loyalty to the Corporation;
11. Any acts or omission of any trustee not in good faith or that involve intentional misconduct or a knowing violation of law;
111. The trustee's assent to or participation in a loan by the Corporation to any trustee or officer of the Corporation;
- IV. Any transaction in which the director received improper personal benefit.

This provision shall not limit the rights of Trustees of the Corporation for indemnification or other assistance from the Corporation, nor shall this provision restrict or otherwise diminish the provisions of C.R.S. ~ 13-21-115.7(2) and § 13-21-116(2)(b), any amendment or successor provision to such section, or any other law limiting or eliminating the liabilities of directors.

Any repeal or modification of the preceding provisions of the Article or any repeal or modification of the provisions of the Colorado Revised Nonprofit Corporation Act which

permits the elimination of liability of trustees by this Article shall not adversely affect any elimination of liability, right, or protection of a trustee of the Corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

Article XV Nondiscriminatory Policy

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

Article XVI Bylaws

The Board of Trustees shall have the power as they may deem proper for the management of the affairs of the Corporation. Such bylaws may prescribe the authority under which conveyance or encumbrance of all or any part of the corporate property may be made, and the person who shall be authorized to execute the instruments of conveyance and encumbrance.

Article XVII Change in Articles of Incorporation

The Board of Trustees of this Corporation shall have the right from time to time on the vote of two-thirds of the Trustees, and not otherwise, to dissolve the Corporation or amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or subsequently prescribed by statute, except that no such amendment, alteration, change, or repeal shall be made which shall:

(a) Amend, alter, change or repeal the restrictions set forth in Articles VI and IX unless the Internal Revenue Code changes so that so amending, altering, changing, or repealing such restrictions would not disqualify the Corporation for federal income tax exemption under §501(c)(3) of the Internal Revenue Code or as an organization the contributions to which are deductible under §§ 170,642,2055, or 2522 of the Internal Revenue Code.

(b) Operate to permit the use, application, or disbursement of any of the principal or income of all or any part of the corporate property for any purpose other than those expressly provided for in these Articles of Incorporation, or other than exclusively for charitable or educational purposes.


(c) Operate to permit the principal or income of any bequest, devise, grant, or gift to this Corporation to be used contrary to the conditions, limitations, or restrictions

contained in any such bequest, devise, grant, or gift.

Article XVIII
Incorporator

The name and address of the Incorporator is Rodger B. Ames, PO Box 1118, Fort Collins, Colorado 80522-1118.

IN WITNESS WHEREOF, I have hereto subscribed my name this 7TH day
of february, 2011.



Rodger B. Ames