

**ARTICLES OF INCORPORATION FOR A
NONPROFIT CORPORATION**

Form 300 Revised October 1, 2002

Filing fee: \$50.00

Deliver to: Colorado Secretary of State
Business Division, 1560 Broadway, Suite 200
Denver, CO 80202-5169

This document must be typed or machine printed.

Copies of filed documents may be obtained at www.sos.state.co.us

ABOVE SPACE FOR OFFICE USE ONLY

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

20041074787 0
\$ 100.00
SECRETARY OF STATE
03-01-2004 12:42:28

Pursuant to § 7-122-102 and part 3 of article 90 of title 7, Colorado Revised Statutes (C.R.S.), these Articles of Incorporation are delivered to the Colorado Secretary of State for filing.

1. The entity name of the nonprofit corporation is: U.S. Green Building Council - Colorado Chapter

The entity name of a nonprofit corporation may, but need not, contain the term "corporation", "incorporated", "company", or "limited" or any abbreviation of these terms. §7-90-601(3)(b), C.R.S.

2. The address of the initial principal office of the nonprofit corporation is: 1516 Blake Street, Denver, Colorado 80202

3. The name, and the business address, of the initial registered agent for service of process on the nonprofit corporation are: Name Annette Stelmack

Business Address (must be a street or other physical address in Colorado) 1516 Blake Street, Denver, Colorado 80202

If mail is undeliverable to this address, ALSO include a post office box address: _____

4. The nonprofit corporation (✓ check appropriate box)

will have voting members will not have voting members

5. The provisions not inconsistent with law regarding the distribution of assets on dissolution are as follows: On the dissolution or liquidation of the nonprofit corporation, any of its assets remain-
ing after payment of all liabilities shall be distributed by a vote of the Board of Directors to any non-
profit corporation or association whose objectives are similar to the nonprofit corporation's.

6. The name(s) and address(es) of the incorporator(s) is(are):

Name(s) Annette Stelmack Address(es) 1516 Blake Street, Denver, Colorado 80202

7. The (a) name or names, and (b) mailing address or addresses, of any one or more of the individuals who cause this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, are: Annette Stelmack,
1516 Blake Street, Denver, Colorado 80202 (please contact Deb Nihiser at Moye Giles (303-291-1554)
with any questions or problems with this document or this filing).

Causing a 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 the act and deed of the entity on whose behalf the individual is causing the document to be delivered for filing and that the facts stated in the document are true.



Attachment to the Articles of Amendment to the Articles of Incorporation of U.S. GREEN BUILDING COUNCIL - COLORADO CHAPTER adopted as of March 1, 2005.

Article 8 is added as follows:

8. Purposes. The corporation is a not-for-profit corporation organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and in so doing:

1. Purpose: The purposes of the Chapter are to:
 - a. Provide regularly scheduled opportunities for member to network with others with similar interests
 - b. Raise awareness of green building principles and practices among the design, construction and real estate community and the general public.
 - c. Provide forums for networking and exchange of ideas and information
 - d. Partner with other local building-related and environmental organizations for education and networking
 - e. Promote membership in the U.S. Green Building Council

Shall do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith which are not forbidden by the Colorado Nonprofit Corporation Act, as now enforced or as hereafter amended, by any other law, or by these Articles of Incorporation.

Article 9 is added as follows:

9. Limitations.

a. No part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one of more of its purposes, and reimbursement may be made for any expenses incurred for the corporation by any officer, director, agent of employee, or any other person or corporation, pursuant to and upon authorization of the board of directors); and provided further that no member, director or officer of the corporation, or any other private individual shall be entitled to share in any distribution any of the assets of the corporation on dissolution of the corporation or otherwise. Nothing stated above shall be deemed to prevent the corporation from making payments or distributions, in furtherance of the purposes set forth in Article IV hereof.

b. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The corporation shall not participate 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.

c. No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or 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 consist of carrying on propaganda or otherwise attempting to influence legislation.

d. Upon dissolution of the corporation, all of its assets shall be paid over or transferred to one or more exempt organizations of the kind described in Section 501(c)(3) of the Internal Revenue Code.

e. Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization, which is exempt from taxation under the provisions of Section (c)(3) of the Internal Revenue Code.

Article 10 is added as follows:

10. Director Liability To the fullest extent permitted by the Colorado Corporation Code and the Colorado Nonprofit Corporation Act as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation for monetary damages for breach of fiduciary duty as a director.

Article 11 is added as follows:

11. Amendments. These articles of incorporation may be amended by a majority vote of the directors then in office, according to procedures set forth in the bylaws of the corporation.