

MCP



Mosaic Community Project

ARTICLES OF INCORPORATION

1. **NAME:** Mosaic Community Project **EIN #** 11-3808627
2. **DURATION:** The non-profit corporation shall have a perpetual existence.
3. **PRINCIPAL OFFICE:**
1040 Charles St.
Ridgway, CO 81432
4. **REGISTERED AGENT AND OFFICE:**
Deborah Read
1040 Charles St.
PO Box 366
Ridgway, CO 81432
5. **PURPOSE:**
Mosaic Community Project is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501 (c) (3) of the Internal Revenue Code. It is not organized for the private gain of any person.

The specific and primary charitable and educational purposes of the Corporation are:
1) to be organized and operate with dedication to promoting education, the visual and performing arts, sustainable living practices, and environmental awareness in Ouray County, Colorado.
2) to help launch and compliment local community and public schools, as well as other community organizations without discrimination, whose missions, or projects are substantially in concert with the mission of Mosaic Community Project as expressed in #1.
3) to acquire and maintain necessary facilities, equipment, and supplies to support the activities described in #1 & #2
4) to acquire funding to accomplish the above #1, #2 and #3
5) To transact all lawful business for which corporations may be incorporated pursuant to applicable State statutes.
6. **POWERS:**
The corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code. The corporation shall have and may exercise all of the powers now and hereafter conferred upon non-profit 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 organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Restrictions: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member which is not an exempt organization described in Section 501 (c) (3) of the Internal Revenue Code, or any individual (except that reasonable compensation may be paid for services rendered to, or for the benefit of, the corporation affecting one or more of its purposes). No director or officer of the corporation, or any individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

7. DISSOLVING of CORPORATION / DISTRIBUTION OF ASSETS:

Upon dissolution of the organization, assets shall be distributed for 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 shall be distributed to the federal government, or to a state or local government, for a public purpose.

8. MEMBERS:

The corporation shall have such classes of members as may be from time-to-time prescribed by its bylaws. The designation and voting powers of each class and their manner of election or appointment, qualifications, tenure, terms of membership, rights, powers, privileges, and immunities shall be as from time-to-time stated in the bylaws. Voting powers may be denied to any class either generally or in a limited way. The corporation shall have no capital stock.

9. BOARD of DIRECTORS:

The management of the affairs of the corporation shall be vested in a Board of Directors and these articles of incorporation or the bylaws of the corporation. The number of directors, their classifications, if any, their term of office and the manner of their election or appointment shall be determined according to the bylaws of the corporation from time-to-time in force.

Initial Board:

The following individuals constitute the initial Board of Directors:

Deborah Read, President
Deidra Krois, Vice President
Kierstin Bridger, Treasurer
Laurie Casselberry, Secretary

Liability:

No director shall be personally liable to the corporation or to its members for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the corporation or to its members for monetary damages for the following:

1. Any breach of such director's duty of loyalty to the corporation or to its

members.

2. Any of such director's acts or omissions not in good faith or which involve international misconduct or a knowing violation of law.

3. Such director's assent to or participation in the making of a loan by the corporation to any director or officer of the corporation, or

4. Any transaction from which such directors derived an improper benefit.

10. BYLAWS:

The initial bylaws of the corporation shall be as adopted by the Board of Directors. Such Board shall have the power to alter, amend, or repeal the bylaws from time-to-time in force and adopt new bylaws. Such bylaws may contain any provision for the regulation or management of the affairs of the corporation which are not inconsistent with the law or these Articles of Incorporation, as the same may be from time-to-time amended.

However, no bylaws at anytime in effect, and no amendment to these articles, shall have the effect of giving any member which is not then and exempt organization as described in section 501 (c) (3) of the Internal Revenue Code, or any director or officer of this corporation any proprietary interest in the corporation's property or assets, whether during the term of the corporation's existence or as an incident of its dissolution.

11. NON-DISCRIMINATING:

The corporation will not discriminate against participants on the basis of race, color, national or ethnic origin.

12. INCORPORATORS:

The names and addresses of the incorporators are as follows:

Deborah Read, 1030 W Charles Street, Ridgway, Colorado 81432, 970-626-5134

Deidra Krois, 90 Aspenglow Lane, Ridgway, CO 81432, 970-626-4185

Kierstin Bridger, 420 Amy Way, Ridgway, CO 81432, 970-626-4036

Laurie Casselberry, P.O. Box 547, Ridgway, CO 81432, 970-626-4481