

CERTIFICATE OF INCORPORATION

OF

ST. AIDAN'S EPISCOPAL CHURCH OF BOULDER

KNOW ALL MEN BY THESE PRESENTS:

That we, A. Salfour Patterson, Jr., Francis Wollé, Max R. Greenlee, Sr., Alden P. Megrew, Charles S. Goetzinger, James B. Henderson, Glen C. McBride, Donald F. Menk, Kenneth C. Penfold, Lloyd B. Sweet, John M. Evans, J. Edward Mock, Edward C. Burns, John H. Blake, William Salch and Frank E. Adcock, do hereby associate ourselves together to establish a corporation not for profit under the laws of the State of Colorado, and we accordingly do hereby make, execute and acknowledge this Certificate of Incorporation.

FIRST. The name of the corporation is

ST. AIDAN'S EPISCOPAL CHURCH OF BOULDER.

SECOND. The period of duration of the corporation shall be perpetual.

THIRD: The objects and purposes for which said corporation is formed are entirely religious and educational, the same being to operate as an incorporated parish of the Protestant Episcopal Church in the United States of America within the Diocese of Colorado. We the incorporators, and said corporation hereby accede to the Constitution and Canons adopted by The General Convention of the said Protestant Episcopal Church in the United States of America and to the Constitution and Canons of the said Diocese of Colorado of said Church, all of which Constitutions and Canons are sometimes hereinafter referred to collectively as the Governing Law. No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of

the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of its objects and purposes), and no member, director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution or merger of the corporation. No part of the net earnings or assets of the corporation shall go to or inure to the benefit of any entity not exempt from Federal income tax under Section 501(c)(3) of the United States Internal Revenue Code, or such similar Statute as may be passed hereafter as amendment or replacement thereof. Upon dissolution of the corporation all of its property, real and personal, shall vest automatically and forthwith in the Diocesan Corporation known as The Bishop and Diocese of Colorado, or such Diocesan Corporation as may then be designated by said Governing Law to receive the property of dissolved parishes. No part of the activities of the corporation shall be carrying on propoganda or otherwise attempting to influence legislation or participating or intervening (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

FOURTH. In carrying on its activities pursuant to its objects and purposes the corporation shall have all of the powers conferred upon it by the laws of the State of Colorado and such other powers as are necessary or expedient to carry out its objects and purposes. Said powers shall include the following powers and the following list shall be construed as being in addition to, not in lieu of, the powers provided

for in the first sentence of this Paragraph:

1. To accept, acquire, receive, solicit, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description, and wherever situated, and to improve and develop any such property.
2. To sell, upon contract or otherwise, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.
3. To borrow money, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired for any of the objects and purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed of trust, indenture, agreement, or other instrument of trust or security, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.
4. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages or notes, or in such other securities and property as the Vestry shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.
5. To undertake and execute any trusts which may lawfully be undertaken by the corporation.

6. To acquire, operate, either directly or indirectly, sponsor or assist agencies, institutions, corporations, foundations and other organizations and entities, both public and private, and to associate with any of the foregoing as well as individuals, in carrying out the objects and purposes of the corporation.

7. In general, to exercise such other powers as now are or hereafter may be conferred by law upon a corporation organized for the objects and purposes hereinabove set forth, or necessary, expedient or incidental to the powers so conferred, or conducive to the attainment of the objects and purposes of the corporation, subject to such limitations as are or may be prescribed by law.

FIFTH.

1. The operation, activities and management of the corporation shall be under the direction and control of a Vestry consisting of a Rector, two Church Wardens and no fewer than three Vestrymen. The method of selection of the Rector and of his successors shall be as is provided from time to time in said Governing Law. The term of office and duties of the Church Wardens and of the Vestrymen, the number of Vestrymen and the manner of the selection or election of the Church Wardens and Vestrymen shall be as is provided from time to time in said Governin. Law and the By-Laws of the corporation.

2. The first Vestry following incorporation shall consist of the following: A. Balfour Patterson, Jr., Rector; John M. Evans, Senior Warden; Alden F. Megrew, Junior Warden; and Max R. Greenlee, Jr., Charles S. Goetzinger, James B. Henderson, Glen C. McBride, Donald F. Monk, Kenneth C. Penfold.

Lloyd B. Sweet, J. Edward Mock, Edward C. Burns, John H. Blake, William Saleh and Frank E. Adcock, Vestrymen.

3. The officers of the corporation shall be: the Rector, who shall perform the duties usually performed by presidents of corporations; the Senior Warden; the Junior Warden; the Parish Clerk, who shall perform the duties usually performed by secretaries of corporations; the Parish Treasurer; and such assistant ministers, curates and deacons, assistant officers and other officers as may be from time to time provided for in the By-Laws of the corporation. The term of office of each officer and the manner of his designation or selection shall be as is provided in said Governing Law and the By-Laws of the corporation.

4. The members of the corporation shall also be known as members of the Parish and shall be all communicants in good standing listed in the parish register who are 21 years of age or older. The rights and privileges of the said members shall be as is provided from time to time in the said Governing Law and the By-Laws of the corporation.

5. The Rector is hereby authorized to convey or encumber all or any part of the property, real and personal, of the corporation, and all instruments of conveyance or encumbrance of the corporation's property, real and personal, shall be executed by the Rector under the common seal of the corporation, attested by the Parish Clerk; provided, however, no indebtedness shall be incurred by the Parish which may alienate or encumber Church property without the written consent of the Board of Trustees of the Diocese of Colorado.

SIXTH. The Vestry may from time to time adopt, amend, repeal or alter in whole or in part such present By-Laws of the corporation as they deem proper. The By-Laws shall

specify the time, place and manner of calling each annual and special meeting of the members of the corporation and each regular and special meeting of the Vestry. Meetings of both members and the Vestry may be held either within or beyond the limits of the parish as provided in the By-Laws. The By-Laws may provide that two or more offices in the corporation may be held by the same person.

SEVENTH. The principal office, which shall be the first registered office, of the corporation shall be located at 2425 Pennsylvania Avenue, Boulder, Colorado, until changed by the Vestry. Such office may be located either within or beyond the limits of the parish. Books of account, records, documents and other papers may be kept at the principal office of the corporation or at such other place or places within the State of Colorado as may be determined by the Vestry from time to time.

EIGHTH. The first registered agent of the corporation shall be A. Balfour Patterson, Jr., whose business office is that of the first registered office set forth above.

NINTH.

1. If the corporation ceases to support its Rector, the Bishop of the Diocese of Colorado, with the advice and consent of the standing committee of such Diocese, may dissolve the corporation. Otherwise, the corporation shall be dissolved only upon the affirmative vote of not less than two-thirds of the members of the corporation.

2. This corporation may be merged into or consolidated with one or more other parishes in the Diocese of Colorado by the Bishop of said Diocese, with the advice and consent of the standing committee of said Diocese, upon the affirmative

approval thereof by the Rector of this Parish, a majority vote of the Vestry of this Parish and a majority vote of the members of this Parish. Other provisions setting forth the details necessary for merger or consolidation shall be as set forth in the By-Laws of the corporation. Upon such merger or consolidation title to all of the property, both real and personal, of the corporation shall vest in the surviving or new corporation.

TENTH. This certificate may from time to time be amended by the members in any respect, and, not by way of limitation, such amendment may change, add to, limit or curtail the corporation's corporate objects, purposes or powers, change the corporate name or change, repeal, add to, limit or curtail the rights, powers and privileges of the members, Vestry and officers, subject, however, to the then provisions of said Governing Law; provided, however, that no such amendment shall be effective without the written consent of the Bishop of the Diocese of Colorado and the Chancellor or Vice Chancellor of said Diocese.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 22^d day of May, A. D. 1963.

A. Balfour Patterson, Jr. (SEAL)
A. Balfour Patterson, Jr.

Francis Wolle (SEAL)
Francis Wolle

Max R. Greenlee, Sr. (SEAL)
Max R. Greenlee, Sr.

Alder F. Megrew (SEAL)
Alder F. Megrew

Charles S. Gutzmer (SEAL)
Charles S. Gutzmer

whose names are subscribed to the annexed and foregoing Certificate of Incorporation, and they and each of them acknowledged to me that they and each of them signed and sealed the said instrument of writing as their free and voluntary act and deed and as the free and voluntary act and deed of each of them, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 22nd day of May, A. D. 1963.

My commission expires Nov. 7, 1964

Clara J. Layton
Notary Public

166899

CERTIFICATE OF INCORPORATION

ST. AIDAN'S EPISCOPAL CHURCH OF DOULDER

DOMESTIC

NOT FOR PROFIT

FILED in the Office of the Secretary of State, of the State of Colorado, on the

5th day of June A.D. 1963

BYRON A. ANDERSON

Secretary of State

Filing Fee \$5.00

Old Age Pension Fee

RECORDED

ROLL 59 PAGE 1580

This document has been inspected and properly Entered on the Records of The Flat Tax Department

OK

Date September 13, 1968

Wessie

Clerk

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RECEIVED
MAR 25 9 41 AM '76
DEPT. OF STATE
STATE OF COLORADO

FILED 974
MAR 25 1976

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
STATE OF COLORADO
DEPT. OF STATE

301086

To the Secretary of State
of the State of Colorado.

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation, organized under the laws of the State of Colorado, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Colorado:

First: The name of the corporation is St. Aidan's Episcopal Church of Boulder

Second: The address of its REGISTERED OFFICE is 2425 Colorado Avenue
Boulder, Colo. 80302

Third: The name of its REGISTERED AGENT is The Rev. Ronald E. Rusley, Rector

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Fifth: The address of its place of business in Colorado is 2425 Colorado Avenue
Boulder, Colo. 80302

St. Aidan's Episcopal Church of Boulder (Note 1)

By Ronald E. Rusley (Note 2)
Rector

STATE OF Colorado
County of Boulder

Before me, Georgia Dhority, a Notary Public in and for the said County and State, personally appeared The Rev. Ronald E. Rusley, Rector acknowledged before me that he is the Rector of St. Aidan's Episcopal Church of Boulder, a Colorado corporation, that he has signed the foregoing and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 24th day of March, A. D. 1976.

My commission expires September 14, 1976

TRANSACTION NO
007694

1. This document is a true and correct copy of the original as filed in the office of the Secretary of State.
2. This document is a true and correct copy of the original as filed in the office of the Secretary of State.
3. This document is a true and correct copy of the original as filed in the office of the Secretary of State.
4. This document is a true and correct copy of the original as filed in the office of the Secretary of State.