STRONG DENVER, INC.
ARTICLES OF INCORPORATION
January 19, 2024

ARTICLE I

Name of Organization

The name of this corporation shall be Strong Denver, Inc..

ARTICLE II

Purpose

Strong Denver seeks to replace the greater Denver area's post-war pattern of development with one that is financially strong and resilient. We advocate for cities in our region to be safe, livable, and inviting. We collaborate with civic groups and governments to build environments that foster flourishing communities.

ARTICLE III

Membership

Membership is open to any individual residing in or outside of the state of Colorado.

ARTICLE IV

Meeting of the Membership

There will be at least one Strong Denver general membership meeting annually.

ARTICLE V

Corporate Powers

1. In addition to the powers listed in Colorado Revised Statutes, Title 7, Article 123, Section 102, as amended, the corporation shall have the following powers:

A. to reimburse its officers and members for any expenses they incur in performing their duties;

B. to voluntarily dissolve and distribute its assets in accordance with the provisions of the Articles of Incorporation.

2. The corporation is expressly prohibited from having or exercising the following powers:

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services by its directors, officers, agents, and employees and to make payments and distributions in furtherance of the purposes set forth in Article II;

B. The corporation shall not directly or indirectly participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for elective public office. However, certain voter education activities (including presenting public forums and publishing voter education guides) conducted in a non-partisan manner that do not constitute prohibited political campaign activity may be engaged in by the corporation. These voter education or registration activities may not (a) favor one candidate over another; (b) oppose a candidate in some manner; or (c) have the effect of favoring a candidate or group of candidates,

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Service Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Service Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE VI

Board of Directors

The corporation shall have a board of directors consisting of between five and nine directors, provided that this is an odd number. Directors shall include:

1. Persons from among the membership.

2. Such other persons as the members shall elect from time to time.

The majority of directors will be Colorado residents; up to two (2) may be non-residents.

ARTICLE VII

Amendments to Articles

1. Proposals for amendments to the Articles of Incorporation may be initiated by the board of directors or presented in writing by any member. Action shall be taken at the next general membership meeting.

2. Amendments to these Articles shall be by two-thirds (2/3) vote of all members present at a general membership meeting and in compliance with the rules provided in the bylaws.

ARTICLE VIII

Dissolution

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation held exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine.

ARTICLE IX

Registered Office and Agent

The initial registered agent is:

Edwin T. Callahan
1365 S. Marion St.
Denver, CO 80210

ARTICLE X

Incorporators

The incorporators are:

Montana Gau
2100 Welton St., Apt. 619
Denver CO, 80205

Christopher Harlan
3230 Pontiac St.
Denver, CO 80207

Adam Spiker
2014 Marshall St.
Edgewater, CO 80214

Lawrence Brogan
1020 15th St, Apt. 211
Denver, CO 80202

Edwin Callahan
1365 S. Marion St.
Denver, CO 80210

ARTICLE X

Limits on Liability of Directors

A director of the corporation shall not be personally liable to the corporation or to its members for monetary damages for breach of fiduciary duty as a trustee; except that this provision shall not eliminate or limit the liability of a director to the corporation or to its members for monetary damages for: (i) any breach of the directors duty of loyalty to the corporation or to its members; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) acts specified in Colorado Revised Statutes, Title 7, Article 123, Section 403 or Section 501, as amended; or (iv) any transaction from which the director derived any improper personal benefit. Any repeal or modification of this Article by the members of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.