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### Articles of Incorporation for a Nonprofit Corporation

filed pursuant to § 7-122-101 and § 7-122-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the nonprofit corporation is Posner Center for International Development.

*(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)*

2. The principal office address of the nonprofit corporation's initial principal office is

Street address 1031 33rd Street  
*(Street number and name)*  
Suite 140  
Denver CO 80205  
*(City) (State) (ZIP/Postal Code)*  
United States  
*(Province – if applicable) (Country)*

Mailing address  
**(leave blank if same as street address)**   
*(Street number and name or Post Office Box information)*  
  
    
*(City) (State) (ZIP/Postal Code)*  
   
*(Province – if applicable) (Country)*

3. The registered agent name and registered agent address of the nonprofit corporation's initial registered agent are

Name  
(if an individual) Vilsack Douglas James  
*(Last) (First) (Middle) (Suffix)*

**OR**

(if an entity)   
*(Caution: Do not provide both an individual and an entity name.)*

Street address 1031 33rd Street  
*(Street number and name)*  
Suite 140  
Denver CO 80205  
*(City) (State) (ZIP Code)*

Mailing address

(leave blank if same as street address)

\_\_\_\_\_  
(Street number and name or Post Office Box information)

\_\_\_\_\_  
(City)

CO  
(State)

\_\_\_\_\_  
(ZIP Code)

(The following statement is adopted by marking the box.)

☒ The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name  
(if an individual)

Vilsack

(Last)

Douglas

(First)

James

(Middle)

\_\_\_\_\_  
(Suffix)

**OR**

(if an entity)

(**Caution:** Do not provide both an individual and an entity name.)

Mailing address

1031 33rd Street

(Street number and name or Post Office Box information)

Suite 140

Denver

(City)

CO

(State)

80205

(ZIP/Postal Code)

United States

(Country)

(Province – if applicable)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

☐ The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. (If the following statement applies, adopt the statement by marking the box.)

☐ The nonprofit corporation will have voting members.

6. Provisions regarding the distribution of assets on dissolution:

See Attachment 1

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

☒ This document contains additional information as provided by law.

8. (**Caution:** Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are \_\_\_\_\_.  
(mm/dd/yyyy hour:minute am/pm)

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9. The true name and mailing address of the individual causing the document to be delivered for filing are

<u>Vilsack</u>	<u>Douglas</u>	<u>James</u>	
(Last)	(First)	(Middle)	(Suffix)
<u>1031 33rd Street</u>			
(Street number and name or Post Office Box information)			
<u>Suite 140</u>			
<u>Denver</u>	<u>CO</u>	<u>80205</u>	
(City)	(State)	(ZIP/Postal Code)	
<u></u>	<u>United States</u>		
(Province – if applicable)	(Country)		

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

☐ This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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**POSNER CENTER FOR INTERNATIONAL DEVELOPMENT**  
**ARTICLES OF INCORPORATION – ATTACHMENT 1**

Attachment to the Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Colorado, do hereby certify:

First: The name of the Corporation shall be Posner Center for International Development.

Second: The place in this state where the principal office of the Corporation is to be located is the City of Denver, Denver County.

Third: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Name: Douglas James Vilsack

Address: 1031 33<sup>rd</sup> Street, Suite 140, Denver, CO 80205

Fifth: 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 rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the 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. 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 Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this 13<sup>th</sup> day of December, 2013.

Signed:           /s/ Douglas James Vilsack            
Douglas James Vilsack