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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 Punk Rock Saves Lives.  
*(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 1330 Tamarac St.  
*(Street number and name)*

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Denver CO 80220  
*(City) (State) (ZIP/Postal Code)*

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United States  
*(Province – if applicable) (Country)*

Mailing address  
*(leave blank if same as street address)*

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*(Street number and name or Post Office Box information)*

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*(City) (State) (ZIP/Postal Code)*

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*(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) Rushing Tina  
*(Last) (First) (Middle) (Suffix)*

**OR**

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

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Street address 1330 Tamarac St.  
*(Street number and name)*

---

Denver CO 80220  
*(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)

Rushing      Tina      \_\_\_\_\_  
*(Last)*      *(First)*      *(Middle)*      *(Suffix)*

**OR**

(if an entity)

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

Mailing address

1330 Tamarac St.  
*(Street number and name or Post Office Box information)*

\_\_\_\_\_  
Denver      \_\_\_\_\_      CO      80220  
*(City)*      *(State)*      *(ZIP/Postal Code)*

\_\_\_\_\_  
*(Province – if applicable)*      United States  
*(Country)*

*(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

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

Mares Sara  
(Last) (First) (Middle) (Suffix)  
Brownstein Hyatt Farber Schreck LLP  
(Street number and name or Post Office Box information)  
410 17th Street, Suite 2200  
Denver CO 80202  
(City) (State) (ZIP/Postal Code)  
United States  
(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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**ATTACHMENT TO  
ARTICLES OF INCORPORATION**

**OF**

**PUNK ROCK SAVES LIVES  
A Colorado Nonprofit Corporation**

These Articles of Incorporation are filed for the purpose of forming a nonprofit corporation under the provisions of the Colorado Revised Nonprofit Corporation Act pursuant to Section 7-122-101, et seq. and Section 7-121-201.

ARTICLE I

NAME

The name of the Corporation is: Punk Rock Saves Lives.

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation is 1330 Tamarac St., Denver, CO 80220. The name of its registered agent at such address is Tina Rushing. Either the registered office or the registered agent may be changed in a manner permitted by law.

ARTICLE III

PRINCIPAL OFFICE

The address of the Corporation's principal office is 1330 Tamarac St., Denver, CO 80220.

ARTICLE IV

INCORPORATORS

The name and address of the incorporator is Tina Rushing, 1330 Tamarac St., Denver, CO 80220.

ARTICLE V

NO VOTING MEMBERS

The Corporation will not have voting members. The entire voting power for all purposes shall rest with the Board of Directors. The Corporation shall have no capital stock or stockholders.

ARTICLE VI

DURATION

The Corporation shall have a perpetual existence.

ARTICLE VII

OBJECT AND PURPOSES

The Corporation is formed exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and its principal purpose is to do and perform every act or acts necessary, incidental to or connected with the furtherance of charitable, scientific, literary, religious and educational purposes subject to the foregoing, generally to do anything permitted of a nonprofit corporation under the laws of the State of Colorado.

ARTICLE VIII

POWERS

In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions in Article IX, the Corporation shall have and may exercise all such powers as are expressly or impliedly conferred upon nonprofit corporations organized under the laws of the State of Colorado, except as limited by these Articles of Incorporation and including, without limiting the generality of the foregoing, the powers:

A. Without limit as to amounts, to accept, acquire, receive, take and hold by bequest, devise, grant, gift or contribution, for any of its objects and purposes, any property, real and personal, of whatever kind, nature or description, and wherever situated, subject, with respect to each thereof, to such conditions and limitations, if any, as may be attached thereto or imposed thereon, and to obligate itself to perform and execute any and all such conditions and limitations, provided always that such conditions and limitations do not conflict with the objects and purposes of the Corporation herein stated.

B. To purchase, take on lease, or otherwise acquire, and to mortgage, lease, sell, exchange, transfer or otherwise dispose of both real and personal property of every kind and description, and any interest in any property, and to exercise in respect of any and all property any and all rights and privileges of ownership, provided that any such action shall not conflict with the objects and purposes of the Corporation herein stated.

C. To invest and reinvest the funds of the Corporation in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as the Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

D. To enter into, make, perform and carry out any contracts or agreements for any purposes or objects herein set forth, without limit as to amount, with any individual, firm, association, governmental agency, corporation or entity.

E. To exercise such other powers, conducive to the attainment of the objects and purposes of the Corporation, which are now or hereafter may be conferred by law upon a corporation organized for the objects and purposes herein set forth.

F. To do any act suitable and proper in the accomplishment of the purposes or the attainment of the objects or the furtherance of the powers herein set forth, whether alone or in association with other corporations, firms or individuals, or otherwise.

G. To do every other act or acts incidental or appurtenant to or growing out of the aforesaid objects or purposes, provided the same are not inconsistent with the laws under which the Corporation is organized.

H. To have offices, and to promote and carry out the objects and purposes of the Corporation and to exercise its powers within and without the State of Colorado.

## ARTICLE IX

### RESTRICTIONS UPON THE POWERS

Notwithstanding any other provision of these Articles of Incorporation:

A. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any other private individual whatsoever (except that the Corporation may pay reasonable compensation for services actually performed, and that reasonable payments may be paid for expenses incurred on behalf of the Corporation, in the conduct of one or more of its purposes), and no director or officer of the Corporation, or any other private individual whatsoever, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise. Any and all property, both real and personal, which may be owned by the Corporation at any time, is and shall always be exclusively and irrevocably dedicated to the charitable, scientific, literary, religious and educational purposes of this organization.

B. No part of the assets of the Corporation shall be contributed to any organizations whose net earnings or any part thereof inure to the benefit of any private individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

C. The Corporation shall not conduct or carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), or (ii) by an organization eligible to receive contributions which are deductible under Sections 170,

2055 or 2522 of the Code (or the corresponding provision of any future United States Internal Revenue law).

## ARTICLE X

### BOARD OF DIRECTORS

To the extent provided in the Bylaws of the Corporation, from time to time, the control and management of the affairs of the Corporation and of the disposition of its funds and property shall be vested in the Board of Directors. The number of directors (which shall not be less than one), the term of office, the manner of selection and election, and qualifications and rights shall be determined according to the Bylaws of the Corporation, as amended from time to time.

## ARTICLE XI

### BYLAWS

The Board of Directors shall have the power to alter, amend or repeal the Bylaws to the extent provided therein. Such Bylaws may contain any provisions 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, from time to time, be amended. However, no bylaw at any time in effect shall have the effect of giving any director or officer of this Corporation any proprietary interest in its property or assets, whether during the term of its existence or as an incident to its dissolution.

## ARTICLE XII

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall, subject to the provisions of the Bylaws of the Corporation, indemnify any and all of its directors and officers to the fullest extent provided by the laws of the State of Colorado.

## ARTICLE XIII

### DISSOLUTION

Upon any liquidation, dissolution, or winding up of the Corporation, after the liabilities of the Corporation have been discharged or provided for, the Corporation's remaining assets shall be distributed exclusively to or for the benefit of an organization or organizations which are then qualified as exempt from taxation under Section 501(c)(3) of the Code or its successor provision, which are described in Section 170(c)(2) of the Code, and each of which has been in existence and so described for a continuous period of at least sixty (60) calendar months. The selection of such organization or organizations shall be made by the then-acting Board of Directors. If such determination cannot be made for any reason, such determination shall be made by the Supreme Court of the State of Colorado.

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