

ARTICLES OF INCORPORATION
OF
FORT COLLINS CREATOR HUB

ARTICLE I - NAME

BTW,

1. The name of the Corporation shall be Fort Collins Creator Hub.

ARTICLE II – PERIOD OF DURATION

1. The Corporation shall exist in perpetuity, from and after the Effective Date of these Articles of Incorporation filed with the Secretary of State of the State of Colorado unless and until dissolved according to law.

ARTICLE III – PURPOSES AND POWERS

1. Purpose. This corporation is organized and operated exclusively for educational, scientific, and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The specific purposes for which this corporation is organized are as follows:
 - a. To promote, support, and advance technical, scientific, and artistic skills.
 - b. To foster innovation and invention through individual and collaborative projects
 - c. To provide tool and resource access, education, and mentorship to the local community.
2. Mission. To provide education to members and the general public by maintaining facilities, tools, and providing public demonstrations.
3. Vision. To facilitate a space where both the general public and creators can gather to share tools, knowledge, experience, and resources.
4. General Powers. Except as restricted by these Article of Incorporation, the Corporation shall have and may exercise all powers and rights which a nonprofit Corporation may exercise legally pursuant to the Colorado Revised Nonprofit Corporation Act of 1998 and 501(c)(3) of the Internal Revenue Code.

ARTICLE IV – CONFLICT OF INTEREST

A conflict of interest arises when any “interested person” or any “party related to an interested person” has an “interest adverse to the corporation.” The purpose of this conflict of interest policy is to protect the interests of the Fort Collins Creator Hub when it is contemplating entering into a transaction or arrangement or making a decision that might benefit the private interest of an individual, Board member, staff and volunteers. This policy is intended to complement and supplement but not replace any state and federal laws governing conflict of interest that may be applicable to nonprofit and charitable organizations.

It is the policy of the Fort Collins Creator Hub to avoid all conflicts of interest. The processes by which “interested persons” are expected to avoid Conflicts of Interest are described in ARTICLE V.

ARTICLE V – TRANSACTIONS WITH INTERESTED DIRECTORS OR OFFICERS

1. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm or association in which one or more of its directors or officers are directors or officers or are financially interested in the second Corporation, shall be either void or voidable solely because of such relationship or interest or solely because such director or officer is present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, if:
 - a. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee, noted in the minutes, and the disinterested ~~directors, officers, members of the board~~ or committee ~~members~~ authorizes, approves, or ratifies the contract or transaction in good faith by a vote or consent sufficient for the purpose;
2. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any ~~other~~ corporation, firm or association in which one or more of its directors or officers are directors or officers or are financially interested in the second Corporation, shall be either void or voidable solely because their votes are counted for such purpose, if:
 - a. The fact of such relationship or interest is not known by the director or officer, or such interest is not disclosed to the director or officer at the time the transaction is brought before the Board of Directors of the Corporation for action;
3. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction. Disinterested directors may then authorize, approve or ratify the contract or transaction by the standard voting procedure as described in the corporation's approved bylaws.
4. In addition to these outlined rules, all directors are expected to adhere to any policies for avoiding conflicts of interest outlined in the Corporation's adopted bylaws.

ARTICLE VI – INDEMNIFICATION

1. The Corporation is authorized to provide indemnification of its directors, officers, employees, agents, and members; whether by bylaw, agreement, vote of members or disinterested directors or otherwise, subject only to the applicable limits upon such indemnification as set forth in the laws of the State of Colorado. Any repeal or modification of this Article VI or Article X shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE VII - AMENDMENTS

1. The Board of Directors may amend the Articles of Incorporation at any official meeting of the Board of Directors. Any amendment to the Articles of Incorporation may be adopted by approval of a simple majority of the board of directors.

ARTICLE VIII – ADOPTION AND AMENDMENT OF BYLAWS

1. The initial Bylaws of the Corporation shall be adopted by its Board of Directors. The

power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors, and is described therein. The Bylaws may not contain any provisions for the regulation and management of the affairs of the Corporation inconsistent with law or these Articles of Incorporation.

ARTICLE IX – REGISTERED AGENT

The name of the Corporation's Registered Agent and the street address in Larimer County, Colorado, where process may be served is as follows:

William Curtis Oliver III
161 W Mountain Ave. #7
Fort Collins, CO 80524

ARTICLE X – LIMITATION OF LIABILITY OF DIRECTORS AND OFFICERS TO CORPORATION

1. No Director or Officer shall be liable to the Corporation or any Member for damages for breach of fiduciary duty as a director or officer, except for any matter in respect of which such director or officer shall have acted or failed to act in a manner involving intentional misconduct, fraud, or a knowing violation of law. Neither the amendment nor repeal of this Article, nor the adoption or any provision in the Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring prior to such amendment, repeal or adoption of an inconsistent provision. This Article shall apply to the full extent permitted by Colorado law or as may be permitted in the future by changes or enactments in Colorado law.

ARTICLE XII – DISSOLUTION

Upon the dissolution of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII – ADDITIONAL PROVISIONS

1. The property of this corporation is irrevocably dedicated to the purpose, mission, and vision as outlined in Article III. No part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.
2. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this 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.
3. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these articles.

4. Notwithstanding any other provision of these articles, this 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
 - b. By a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE XII – INCORPORATOR

The name and address of the incorporator is as follows:

William Curtis Oliver III
161 W Mountain Ave. #7
Fort Collins, CO 80524