

MEMORANDUM

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SECRETARY OF STATE
STATE OF COLORADO

ARTICLES OF INCORPORATION

OF

NINE HEALTH SERVICES, INC.

FILED-CHEM DEPT. OF STATE

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The undersigned, desiring to form a corporation not for profit under the Colorado Nonprofit Corporation Act, do hereby sign, acknowledge and deliver the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation (to be referred to as the "Corporation") is

NINE HEALTH SERVICES, INC.

ARTICLE TWO

The period of duration of the Corporation shall be perpetual.

ARTICLE THREE

A. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as amended from time to time (herein referred to as the "Code"). All references to the Code in these Articles shall include all regulations promulgated under it, as amended from time to time, and any corresponding provisions of any subsequent federal tax laws and regulations.

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B. The primary objectives and purposes for which the Corporation is formed are as follows:

1. To help discover medical problems that can be prevented through early detection and treatment, to provide health educational materials and information, and to promote wellness among the general public, and to that end to conduct an annual health fair to provide health screenings; and

2. To conduct or support such other activities of a charitable or educational nature as the Corporation determines are appropriate or desirable, whether or not they may be supportive of or related to the activities referred to above.

C. The Corporation is organized and shall be operated exclusively as a nonprofit corporation under the laws of the State of Colorado. Subject to the restrictions and limitations contained in these Articles, in furtherance of the foregoing purposes, the Corporation shall have and exercise all of the rights, powers, and privileges granted to nonprofit corporations by the laws of the State of Colorado, as amended from time to time. In particular, the Corporation shall have, but shall not be limited to, the following powers:

1. To solicit and receive gifts, donations, grants, contributions, devises, bequests, and other property, real or personal, of whatever kind, nature, or description;

2. To hold, manage, control, sell, transfer, mortgage, lease, invest, and reinvest its assets;

3. To invest and reinvest its assets in stock, common or preferred, bonds, debentures, mortgages, or in such

other securities and property as its board of trustees shall deem advisable, subject to the limitations and conditions contained in any gift, donation, grant, contribution, devise, or bequest provided such limitations and conditions are not in conflict with the provisions of the Code or of these Articles of Incorporation;

4. To borrow money, mortgage or pledge property, or issue bonds;

5. To provide financial support through donations, grants, loans, guarantees, services or other appropriate means to the United States, a state of the United States, any political subdivision thereof, or an organization described in Section 501(c)(3) of the Code provided that such support furthers the purposes and objectives of the Corporation; and

6. To enter into contracts of any kind in pursuit of its proper purposes.

D. The foregoing purposes and powers of the Corporation shall be subject to the following limitations:

1. No part of the net earnings of the Corporation shall be distributed to, or inure to the benefit of, any trustee, officer, agent or employee of the Corporation, or to any private individual, except that reasonable compensation may be paid for services duly rendered or goods provided, and reimbursement may be made for reasonable expenses duly incurred, to or for the Corporation in pursuit of one or more of its authorized purposes.

2. No loans shall be made by the Corporation to any trustee or officer of the Corporation. Any trustee or

elector officer: who consents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

J. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

K. Notwithstanding any other provisions of these Articles, the Corporation shall at all times be operated in such a manner as will assure its qualification as: (i) an organization which satisfies all of the federal income tax requirements for exemption and is exempt from taxation pursuant to Section 501(c)(3) of the Code; (ii) an organization which is not a private foundation, in accordance with Section 509(a)(1), (a)(2) or (a)(3) of the Code; (iii) an organization, contributions to which are deductible under Section 170(c)(2) of the Code; and (iv) a non-profit corporation under the laws of the State of Colorado.

ARTICLE FOUR

If the Corporation, whether willingly or not, should become a private foundation within the meaning of Section 509(a) of the Code, then the Corporation shall, notwithstanding Article Three K(ii) above, be empowered to continue to operate,

and shall attempt in good faith to cause to be a private foundation insofar as possible. In addition, if the Corporation should become a private foundation, then the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4952 of the Code; the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; the Corporation shall not retain any excess business holdings as defined in Section 4941(c) of the Code; the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE FIVE

Upon the dissolution of the Corporation or the winding up of its affairs, the board of trustees, after paying or making provision for the payment of all of the Corporation's debts, shall distribute the remaining assets of the Corporation to one or more organizations that have similar purposes and qualify at the time of the distribution as exempt organizations under Section 501(c)(3) of the Code, as the board of trustees shall determine. Any assets of the Corporation not so disposed of shall be distributed by the Court having jurisdiction over the probate of wills in the City and County of Denver, State of Colorado, to one or more organizations that have similar purposes and qualify at the time of distribution as exempt organizations

under section 10' (c) (3) of the Code, as said court shall determine.

ARTICLE III

A. The activities, property and affairs of the Corporation shall be managed and conducted by or under the supervision of a board of trustees. The board of trustees shall have and exercise through the Corporation's duly elected officers, as may be appropriate, all the powers of the Corporation, and shall make, subject to any limitations contained in these Articles of Incorporation, all bylaws, rules and regulations for the governing of the Corporation, the management of its affairs, and the election of its officers. The board of trustees may repeal, alter or amend, subject to any limitations contained in these Articles of Incorporation, all such bylaws, rules and regulations.

B. The initial number of trustees shall be three, consisting of the persons identified below, who shall serve for the term prescribed in the bylaws of the Corporation and until their successors are elected and qualified in accordance with the Articles of Incorporation and bylaws, unless they resign, die, become disabled, or are removed in accordance with the bylaws or by applicable law:

<u>Name</u>	<u>Address</u>
R. Kenneth Tonsing	1089 Bannock Street Denver, Colorado 80204
Colleen Brown	1089 Bannock Street Denver, Colorado 80204

Marion (Missie)

1103 Roswell Street
Denver, Colorado 80204

C. The number of trustees may be changed at any time and from time to time by an amendment to the bylaws of the Corporation, but an increase in number shall have the effect of abrogating the term of any incumbent trustee.

D. The trustees of the Corporation shall be elected by the board of trustees of the Corporation in the manner provided in the Corporation's bylaws.

E. The following actions may only be taken by a resolution adopted at a meeting of the board of trustees upon receiving the vote of a majority of the trustees in office: adoption of a plan of merger or adoption of a plan of consolidation with another corporation; authorization of the sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the property or assets of the Corporation; authorization of the voluntary dissolution, liquidation, bankruptcy, or reorganization of the Corporation or revocation of proceedings therefor; or adoption of a plan of the distribution of the assets of the Corporation.

ARTICLE SEVEN

The Corporation shall have no members and accordingly, all authority which would otherwise be vested in members shall be vested in, and may be exercised by, the board of trustees of the Corporation acting as such. Nothing in these Articles shall be interpreted as requiring the board of trustees to meet, vote, or otherwise act separately as members of the Corporation in order

to exercise powers which would, if there were members of the Corporation, be vested in such members.

ARTICLE VIII

The Corporation shall have the right to amend any provisions contained in these Articles of Incorporation. An amendment to these Articles of Incorporation may be adopted at a meeting of the board of trustees only upon receiving the affirmative vote of a majority of the trustees in office.

ARTICLE IX

A. To the fullest extent permitted under the laws of the State of Colorado, as in effect from time to time, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, or investigatory, by reason of the fact that he or she is or was a trustee or officer of the Corporation or that he or she is or was serving at the request of the Corporation as a director, officer, partner, or trustee of, or in any similar managerial, advisory, or fiduciary position of, or as an employee or agent of, another corporation, partnership, joint venture, trust, or other organization or entity, against all liability, expense (including attorney's fees), and reasonable costs incurred by him in connection with any such action, suit or proceeding, except in relation to matters in which he is adjudged in such proceeding, or determined by the board of trustees if there is no judicial

determination on that subject, to have committed waste or willful acts or omissions.

B. The board of trustees is authorized to indemnify any agent or employee, or former agent or employee, of the Corporation to the extent, if any, the board determines is appropriate, but not to any greater extent than the indemnity it provides pursuant to paragraph A above.

C. The Corporation may purchase and maintain insurance on behalf of any and all of its present or former officers, directors, agents or employees against liability or settlement based on asserted liability, incurred by them by reason of being or having been an officer, director, agent, or employee of the Corporation, whether or not the Corporation would have the power to indemnify them against such liability or settlement under the provisions of this Article.

D. The Corporation may also in its discretion make payments of the costs and expenses of the type subject to possible indemnification to persons who may be eligible for indemnification pursuant to this Article, under suitable contractual arrangements, pending the final determination of their eligibility for indemnification.

ARTICLE TEN

The name of the initial registered agent of the Corporation is R. Kenneth Topping and the address of its initial registered agent is 1689 Banack Street, Denver, Colorado 80204.

ARTICLE SEVENTH

The incorporator of the Corporation is Colleen Brown,
whose address is 1000 Bennett, Denver, Colorado 80202.

Signed and acknowledged in duplicate this 21st day of
January, 1967.

Colleen Brown
Colleen Brown

STATE OF COLORADO)
COUNTY OF DENVER) ss.

The foregoing instrument was acknowledged before me this
21st day of January, 1967, by Colleen Brown.

Witness my hand and official seal.

My Commission expires My Commission Expires

Virginia T. Hilly
Notary Public
1019 Samuel Street
Denver, Co 80204
(Address)