

Agenda
embrace colorado
Initial Members Meeting

July 02, 2008
7:00 a.m. – 10:00 a.m.
Fireside Restaurant
1149 Main Street
Windsor, CO

- A. Introductions
- B. Overview of Embrace Colorado Visioning Process 05 Min
- C. Purpose of the Non-Profit
 - a. Short-term 10 Min
 - b. Long-term 10 Min
- D. Election of Officers/Governing Board (Discussion) 20 Min
 - a. Acting Officers for Current Meeting
 - b. Membership Examples
 - c. Board Size
 - d. Functions of the Board Officers
 - e. Nomination Process
 - f. Election Date
- E. Work Plan
 - a. Board Member Recruitment 15 Min
 - b. Incorporation 20 Min
 - i. Approved Articles of Incorporation – State of Colorado
 - ii. Draft BYLAWS – Revision and Adoption
 - iii. Conflict of Interest Policy – Revision and Adoption
 - iv. 501 (c)(3) filing – Permission to file
 - c. Fund Raising 25 Min
 - i. Vestment of Board Members & Criteria
 - ii. Short-Term Match (\$50k)
 - iii. Federal Grants/Resources
 - iv. State (DOLA) Grants/Resources

- 1. Local Sponsors & Actions
- 2. State Relations
- v. Foundation Support
- vi. Business Support
- vii. Assignments
- d. Political Support 20 Min
 - i. Elected Officials
 - ii. Appointed Officials
 - iii. Assignments
- F. Assignment Review 10 Min
- G. Timeline 05 Min
- H. Next Meeting 05 Min
- I. Other Business 05 Min
- J. Adjourn

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Agenda Item Summary	Item: B
	Date: July 2, 2008
Embrace Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

Review of the 7-step visioning process.

Background:

Embrace Colorado visioning process is modeled after some 30-odd visioning efforts that preceded it around the United States. Visioning, in its many forms, has been and continues to be a vehicle toward true collaboration across neighborhood, district, interest, and community boundaries.

Visioning, or scenario planning as it is sometimes called, continues to lay the foundation for inter-agency and inter-jurisdictional cooperation. It does so by helping citizens find common ground and communicate value-based ideas, goals, and objective to community leaders and allows varied interests to work together to achieve beneficial outcomes they could not otherwise achieve.

The North Front Range Council introduced the idea by resolution during 2006. They are making \$200,000 available for this effort. With that assistance and help from others, **embrace colorado™** can now take the steps necessary to make visioning possible for Northern Colorado.

embrace colorado™ will use the most effective visioning, technical, and public outreach methods and tools available today. The process involves seven steps, each designed to lead to the implementation of a regional vision based on common values with clear and achievable goals and objectives that can ensure continued and improved quality of life for the citizens of Northern Colorado.

embrace colorado process

Extensive Public Process

18 - 24 Months

Discovery



Trends



Values



Scenarios



Vision



Strategies



Actions

Kick Off

**Analysis
&
Public Report**

**Survey
Focus Groups
Values Report**

**Chip Game
&
Scenarios Report**

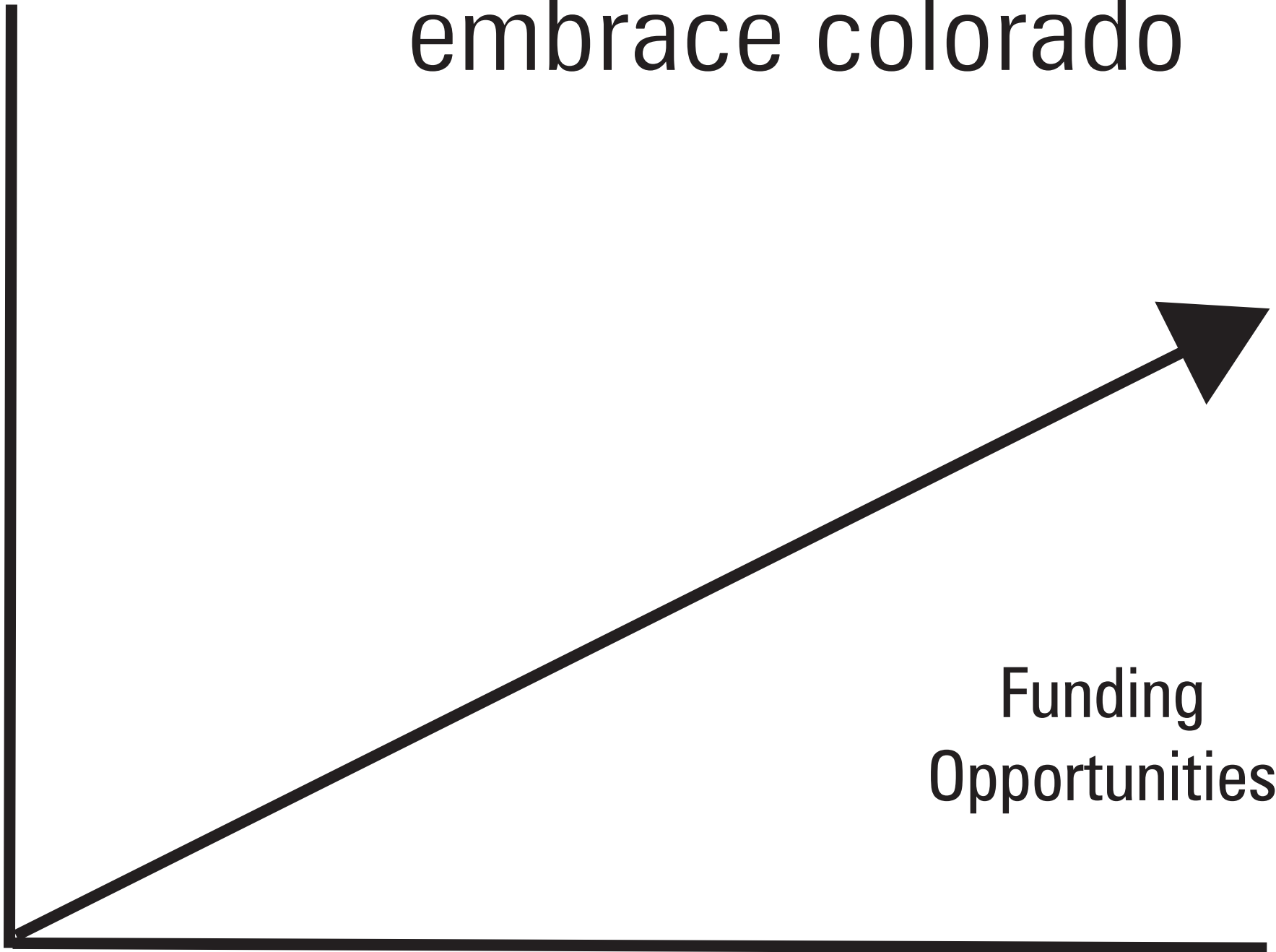
**Survey/Voting/Weighting
Vision Report
IGA Development**

**Analysis
Strategies Report
Survey**

**IGAs Adopted
Project-Based Planning**

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Visioning Public Process Intensity



Funding
Opportunities

Discovery Trends Values Scenarios Vision Strategies Actions

- Time -

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Agenda Item Summary	Item: C
	Date: July 2, 2008
Embrace Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

Purpose of **embrace colorado**™

Recommendation:

Staff recommends that the Board discuss both the short and longer term purpose(s) of **embrace colorado**™.

Executive Summary:

embrace colorado™ is proposed to manage a visioning process for Northern Colorado. The culmination of that process is establishing a “thoughtful growth strategy” which includes concrete goals (strategies) and objectives (actions) to implement the vision. The “hard work” is generally found at the funding and implementation stages of any planning process. It is important to clearly define the long term purpose of **embrace colorado**™ so its work and the effort of those involved will result in a realization of the vision by implemented actions over time.

Background:

In Florida, Utah, California, Washington, Texas, Arizona, North Carolina, Michigan, Illinois, Kentucky, or the other areas of the country that have employed visioning as a tool to improve the quality of life of its citizens, implementation has been the most difficult challenge. It has also been where the biggest payoff is

Purpose of **embrace colorado**™

found. Most visioning organization continue to provide value long after the initial visioning effort has successfully been completed.

Regions and communities around the country are realizing substantial benefits from collaborating from a common view of the future. Infrastructure investments, better schools, safer cities, a stronger economy, less crime, a cleaner environment, more primary jobs, and a better overall quality of life result from people working together to address the challenges they face.

Most mature visioning project organizations have found that they are needed most once the vision is defined and actions need to be taken.

Section 2. Purpose. The Corporation is organized as, and shall be a nonprofit corporation organized and operated exclusively for and within the meaning of the exempt purposes of section 501(c) (3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, and for those purposes allowed under Colorado Revised Statutes, specifically including, without limitation, address the challenges of the rapidly growing region of Northern Colorado and assist citizens, businesses, and policy makers to develop a thoughtful approach to growth without losing what is unique about the nature and fabric of Northern Colorado and its communities, defining critical public development issues in Northern Colorado through visioning and collaboration; promoting and encouraging the use of innovative approaches to solve important land use and transportation issues; facilitating the cooperative effort of local community leaders and institutions and public leaders and agencies to develop new solutions to existing and emerging development, mobility, and infrastructure problems; conducting visioning and related research with respect to critical issues and disseminating the findings of such research; and developing the leadership talents and abilities of emerging leaders in Northern Colorado. The Corporation is not organized for pecuniary profit, and no dividends, distributions or earnings derived from the foregoing purposes shall be paid to or inure to the benefit of any trustee, officer or agent of the Corporation.

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Agenda Item Summary	Item: D
	Date: July 2, 2008
Embrace Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

Election of Officers of **embrace colorado**[™] /Governing Board

Recommendation:

Staff recommends that the initial Board members discuss the elements and functions it needs on the Board of **embrace colorado**[™] to be successful.

Executive Summary:

embrace colorado[™] will need to have the support of a wide variety of interests to achieve its mission (purpose). As a new non profit, it will also have obvious functional needs as an organization. The Board of Directors will play an essential role in **embrace colorado**'s success.

embrace colorado[™] will need to raise funds, influence opinion, and provide a forum for those choosing to move the region and its communities forward in a positive way. It will also need to accomplish that goal in a difficult environment at a time when the region and its communities face substantial economic challenges.

The Board should discuss Board size and make up in the context of what the Board wants **embrace colorado**[™] to achieve.

embrace colorado

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graph TD; A[Members of the Corporation] --> B["The Governing Board  
\"Trustees\"  
Elected from/by Membership"]; B --> C["Officers of the Corporation  
Chair, Vice-Chair, Secretary, Treasurer  
(Governing Board)"];
```

**Members of the
Corporation**

**The Governing Board
"Trustees"
Elected from/by Membership**

**Officers of the Corporation
Chair, Vice-Chair, Secretary, Treasurer
(Governing Board)**

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Agenda Item Summary	Item: E
	Date: July 2, 2008
Embrace Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

embrace colorado™ Board Work Plan

Recommendation:

Staff recommends that the initial Board members discuss and create an initial work plan that includes actions it deems necessary for **embrace colorado™** to be successful in the near term (2 years+). These actions will need to center on Board recruitment, fund raising, and gaining political support in the very near term.

Staff also recommends adoption (with all revisions that may be necessary) of both the Bylaws and the Conflict of Interest policy. These two action are necessary for the filing of an application for 501(c)(3) status with the Internal Revenue Service (IRS). An authorization to file with IRS is also requested.

Executive Summary:

There are many tasks to be accomplished for **embrace colorado™** to be successful as an organization and implement a visioning process in Northern Colorado in the near term (2009). Certainly staff can handle a large number of the tasks at hand and can provide Board members with support in their efforts.

Staff alone, however, cannot create political will, raise the necessary funding needed by the organization, or influence area stakeholders, Board members will

Board Work Plan

play very important, essential, and often vital roles for **embrace colorado™**. It will be primarily through the Board's strengths and efforts that **embrace colorado™** can help Northern Colorado move forward.

Developing a work plan may prove to be a multi-meeting exercise. Getting started will help staff and Board members best use their time and energy as efficiently and effectively as possible.

Copy of
Articles of Incorporation
for
embrace colorado

Filed and Approved
April 29, 2008

Articles of Incorporation for Embrace Colorado

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 Embrace Colorado

Second: The place in this state where the principal office of the Corporation is to be located is the City of Fort Collins in Larimer 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:

William Kaufman 200 E. 7th Street, #318, Loveland, CO 80537-4870

Milan Karspeck, 706 8th Street, Berthoud, CO 80513

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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

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 29th day of April, 2008.

William Kaufman

April 29, 2008

A handwritten signature in black ink that reads "William G. Kaufman". The signature is written in a cursive style and is placed on a yellow dotted background.

Date

Milan Karspeck

April 29, 2008

A handwritten signature in black ink that reads "Milan Karspeck". The signature is written in a cursive style.

Date

embrace colorado

growing without losing who we are

**RESOLUTION NO. 2008-01
OF THE GOVERNING BOARD OF **embrace colorado**
ADOPTING ITS BYLAWS**

WHEREAS, the Governing Board of **embrace colorado** (the "Board") is required to formally adopt a set of Bylaws for it to operate as a non profit corporation in the state of Colorado; and

WHEREAS, the Board is desirous of defining clear and unambiguous methods of governance, membership, operation, and decision making; and

WHEREAS, the members of the Board have agreed to the content of a set of Bylaws;

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BOARD OF **embrace colorado**, that:

SECTION 1. The Board hereby adopts the aforementioned Bylaws.

SECTION 2. The Board authorizes a Director it designates to execute those said Bylaws.

Passed and adopted at the regular meeting of the Governing Board of **embrace colorado** this 2nd day of July, A.D., 2008.

Acting Chair

ATTEST:

Acting Secretary

BYLAWS
OF
EMBRACE COLORADO
A COLORADO NONPROFIT CORPORATION

ARTICLE I

NAME, REGISTERED OFFICE, AND REGISTERED AGENT

Section 1. Name. The name of this corporation is EMBRACE COLORADO, a Colorado nonprofit corporation (hereinafter the "Corporation").

Section 2. Purpose. The Corporation is organized as, and shall be a nonprofit corporation organized and operated exclusively for and within the meaning of the exempt purposes of section 501(c) (3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, and for those purposes allowed under Colorado Revised Statutes, specifically including, without limitation, address the challenges of the rapidly growing region of Northern Colorado and assist citizens, businesses, and policy makers to develop a thoughtful approach to growth without losing what is unique about the nature and fabric of Northern Colorado and its communities, defining critical public development issues in Northern Colorado through visioning and collaboration; promoting and encouraging the use of innovative approaches to solve important land use and transportation issues; facilitating the cooperative effort of local community leaders and institutions and public leaders and agencies to develop new solutions to existing and emerging development, mobility, and infrastructure problems; conducting related research with respect to critical issues and disseminating the findings of such research; and developing the leadership talents and abilities of emerging leaders in Northern Colorado. The Corporation is not organized for pecuniary profit, and no dividends, distributions or earnings derived from the foregoing purposes shall be paid to or inure to the benefit of any trustee, officer or agent of the Corporation.

Section 3. Registered Office and Registered Agent. The address of the registered office of the Corporation is: 419 Canyon Avenue, Suite 300, Fort Collins, CO 80521.

The name of the initial registered agent of the Corporation at the following address is John Daggett, 419 Canyon Avenue, Suite 300, Fort Collins, CO 80521.

The Governing Board of Trustees of the Corporation (hereinafter "Governing Board") shall designate and the Corporation shall maintain a registered office. The location of the registered office may be changed by the Governing Board. The Corporation *may* also have offices in such other places as the Governing Board *may* from time to time designate.

ARTICLE II

MEMBERS

Section 1. Classification, qualification and election of members. The Corporation shall have one class of voting members. The initial members of the Corporation are as follows:

William Kaufman

Glen Vaad

Milan Karspeck

Tom Selders

Ed Stark

Louis Swanson

New members of the Corporation may be elected to membership at any time by the majority vote of the Governing Board, or selected in such other manner as may be designated by the Governing Board.

Section 2. Initiation Fees and Dues. The Governing Board may establish such membership initiation fees, periodic dues and other assessments, and such other rules and procedures for the manner and method of payment, the collection of delinquent dues and assessment and the proration or refund of dues and assessments in appropriate cases as the Governing Board shall deem necessary or appropriate.

Section 3. Suspension and Termination of Membership. A member who fails to pay any dues or other assessment within ten (10) days after written notice of such failure to pay is delivered to such member shall be automatically suspended from membership until all such dues and assessments are fully paid, at which time such member shall be automatically reinstated. The Governing Board, by a majority vote of all members of the Governing Board, may suspend or expel any member for cause. Any member who is suspended *by* a vote of the Governing Board shall remain so until reinstated *by* a majority *vote* of all members of the Governing Board entitled to vote thereon. During any period

of the suspension a member shall not be entitled to exercise the rights and privileges of membership.

Section 4. Transfer of Membership. Membership in the Corporation is not transferable. Members shall have no ownership rights or beneficial interests of any kind in any of the assets of the Corporation.

Section 5. Annual Meeting of Members. An annual meeting of the members shall be held during the month of at the time and place, either within or outside the State of Colorado, determined by the Governing Board, for the purpose of electing trustees and for the transaction of such other business as may come before the meeting. If the election of trustees shall not be held on the day designated for the annual meeting of the members, or at any adjournment thereof, the Governing Board shall cause the election to be held at a meeting of the members as soon thereafter as may be conveniently assembled. Failure to hold an annual meeting as required by these Bylaws shall not work a forfeiture or dissolution of the Corporation or invalidate any action taken by the Governing Board or officers of the Corporation.

Section 6. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the Chairman of the Board, or by the Chairman of the Board at the request of members having at least two-thirds (2/3rds) of the votes entitled to be cast at such meetings.

Section 7. Place of Meeting. Each meeting of the members shall be held at such place, either within or outside the State of Colorado, as may be designated in the Notice of Meeting, or, if no place is designated in the Notice, at the registered office of the Corporation in the State of Colorado.

Section 8. Notice of Meeting. Except as otherwise prescribed by statute, written notice of each meeting of the members of the Corporation shall be given to all members of the Corporation not less than ten (10) nor more than fifty (50) days before the date of any meeting, and shall be delivered to the members either personally or by First Class or registered mail or email. Such notice shall set forth the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which such meeting is called. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to each member at his address as it appears in the records

of the Corporation, with postage hereon prepaid. Any member may waive notice of *any* meeting before, at or after such meeting. The attendance at *any* meeting of the members, whether in person or by proxy, shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Proxies. At any meeting of the members, a member entitled to vote thereat may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after 6 (six) months from the date of its execution, unless otherwise provided in the proxy.

Section 10. Quorum of Members. Except as otherwise required by the laws of the State of Colorado, the Articles of Incorporation or these Bylaws, the majority of the members entitled to vote at such meeting shall constitute a quorum of members entitled to act, and the affirmative vote of a majority of the members at a meeting at which a quorum is present shall be the act of the members. If less than a quorum of the members are represented at the meeting, a majority of the members so represented may adjourn the meeting from time to time for a period not to exceed sixty (60) days at anyone adjournment without further notice other than an announcement of the meeting. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transaction which might have been transacted at the meeting as originally notified.

Section 11. Voting. Each member of the Corporation is entitled to one vote upon each matter submitted to the members of the Corporation at any meeting of the members where a quorum of members is present or represented. The right to vote of any member which is a Corporation or unincorporated association may be exercised by such officer, agent or proxy as the Bylaws, constitution or other governing instrument of such Corporation or Association may prescribe, or, in the absence of such provision, as the governing board of such Corporation or Association may determine.

Section 12. Committee Action without a Meaning. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Corporation entitled to vote with respect of the subject matter thereof. Such

consent (which may be signed in counterparts) shall have the same force in effect as the unanimous vote of the members entitled to vote thereon.

Section 13. Power to Make and Alter Bylaws. The members of the Corporation, at the annual meeting or at a special meeting of the members at which a quorum is present, shall have power to make and alter any Bylaw or Bylaws, including the fixing and altering of the number of trustees.

ARTICLE III GOVERNING BOARD

Section 1. Number, Appointment, Approval and Term of Trustees. The business, property and affairs of the Corporation shall be managed by a Governing Board composed of not less than three (3) and not more than nine (9) trustees. At the organizational meeting of the Corporation, the members of the Governing Board shall be appointed by the initial trustees of the Corporation as identified and named in the Articles of Incorporation of the Corporation. Thereafter, trustees shall be elected by the members of the Corporation entitled to vote thereon at each annual meeting of the members. Each trustee of the Governing Board shall hold office until the next annual meeting, of the members and thereafter until his successor shall have been elected and qualified, or until his earlier death, resignation or removal. Trustees must be eighteen years or older, but need not be residents of the State of Colorado. At least three of the trustees of the Corporation shall also be officers of the Corporation.

Section 2. Removal. Any trustee, officer or agent of the Corporation may be removed from office, whether with or without cause, as decided upon by a majority of the trustees at any meeting of the Governing Board.

Section 3. Resignation of Trustee. A trustee may resign at any time by delivering written notification thereof to the Chairman of the Governing Board or the Secretary of the Corporation. Resignation shall become effective upon acceptance of said notification by the Governing Board; provided, however, that if the Governing Board has not acted thereon within fifteen (15) days from the date of its delivery, the resignation shall upon the fifteenth day be deemed accepted.

Section 4. Vacancies. Vacancies in the Governing Board, whether resulting from removal, resignation, death, or otherwise, shall be filled by the Governing Board then

acting, though less than a quorum, to hold the office of trustee until the next annual meeting or until his successor is duly elected. No reduction of the authorized number of trustees shall have the effect of removing any trustee prior to the expiration of his term.

Section 5. Quorum of Trustees. A majority of the trustees shall constitute a quorum for the transaction of business of the Corporation, but less than a quorum may adjourn any meeting from time to time for a period not to exceed sixty (60) days until a quorum be present, whereupon the meeting may be held, as adjourned, without further notice. At any meeting at which every trustee is present, even though without notice, any business of the Corporation may be transacted.

Section 6. Manner of Acting. At all meetings of the Governing Board, each Trustee shall have one vote. The act of a majority of the trustees present at a meeting, shall be the act of the Governing Board, provided a quorum is present. No trustee may vote or act by proxy at any meeting of the governing board.

Section 7. Informal Action by Governing Board. Any action required to be taken by a meeting of the Governing Board or any action which may be taken at a meeting of the Governing Board, may be taken without a meeting by unanimous consent in writing, setting forth the action so taken, signed by all of the trustees of the Governing Board, and such action shall be valid as though taken at a meeting of the Governing Board.

Section 8. General Powers and Duties. The Governing Board shall have the complete and exclusive care, custody and control of the Corporation's properties and shall be possessed of all powers and privileges available under the laws of the State of Colorado, the Articles of Incorporation and these Bylaws. The entire management of the Corporation, its affairs, its properties and assets, is vested in the Governing Board. The Governing Board shall have the power to fix and pay salaries or other compensation to trustees and officers for personal services actually rendered by them, but such salaries or compensation shall not be in excess of a reasonable allowance for such personal services rendered by such trustee and officers.

Section 9. Delegation of Powers. For any reason deemed sufficient by the Governing Board, whether occasioned *by* absence or otherwise, the Governing Board may delegate all or any of the powers and duties of any officer to any other officer or

Trustee, but no officer or Trustee shall execute, acknowledge or verify any instrument in more than one capacity.

ARTICLE IV

MEETINGS OF THE GOVERNING BOARD

Section 1. Place of Meeting. Any or all meetings of the Governing Board *may* be held within or outside of the State of Colorado.

Section 2. Annual Meeting of the Governing Board. A meeting of the Governing Board shall be held annually on or at such other date as determined *by* the Governing Board. The place of the annual meeting shall be designated by the Governing Board.

Section 3. Notice of Annual Meeting. Notice of the annual meeting of the Governing Board shall be posted at the registered office of the Corporation at least two (2) days prior to such meetings and shall be mailed to each trustee no less than ten (10) days prior to the date of the annual meeting.

Section 4. Special Meetings of Governing Board. Special meetings of the Governing Board may be called for any purpose by the Chairman or any three (3) or more trustees. The Secretary shall give notice of the time, place and purpose of each special meeting by mailing the same at least two (2) days before the meeting or by telephoning the same at least one (1) day before the meeting to each Trustee.

Section 5. Meetings by Telephone. Trustees may participate in any meeting of the Governing Board by means of conference telephone or other similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 6. Waiver of Notice. Notice of the time, place and purpose of any meeting of the Governing Board may be waived by telegram, radiogram, cablegram or other writing, either before or after such meeting has been held.

ARTICLE V

OFFICERS

Section 1. Number. The officers of the Corporation shall be a Chairman of the Board, vice-Chairman, Secretary and Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed *by* the Governing Board. In its

discretion, the Governing Board may leave unfilled any office for any such period as it *may* determine.

Section 2. Election and Term of Office. Each office of the Corporation shall be filled *by* a majority vote of the Governing Board. Each officer shall hold office for a term of one (1) year, until his successor shall have been duly elected and qualified, until he shall resign or shall have been removed in the manner hereinafter provided, or until his death.

Section 3. Chairman of the Board. The Chairman of the Governing Board shall be selected by and from the trustees of the Corporation. The Chairman shall preside over all meetings of the officers and Governing Board. The Chairman shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Governing Board are carried into effect. The Chairman shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation. The Chairman shall endorse official documents issued or published by the Corporation. The Chairman shall be responsible for coordinating all Corporation activities.

Section 4. Vice-Chairman. The Vice-Chairman shall have the same powers as vested in the Chairman, but shall not exercise said powers unless acting under the delegation, authority or direction of the Chairman, or in the absence or incapacity of the Chairman. The Vice-Chairman shall have such additional prerogatives and powers as are not inconsistent with the powers conferred upon the Chairman.

Section 5. Secretary. The Secretary shall attend all meetings of the Governing Board and of the Executive Committee, if any, and shall preserve in books of the Corporation true minutes of the proceedings of all such meetings. The Secretary shall safely keep in his custody the seal to all instruments where its use is required. The Secretary shall give all notices required by statute, bylaw or resolution and shall perform such other duties as may be delegated to the Secretary by the Governing Board. In the absence of the Secretary, the Chairman shall appoint a temporary secretary.

Section 6. Treasurer. The Treasurer shall have custody of all corporate funds and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements, and shall deposit all moneys, securities and other valuable effects in

the name of the Corporation in such depositories as may be designated for that purpose by the Governing Board. The Treasurer shall disburse such funds of the Corporation as may be ordered by the Governing Board, taking proper vouchers for such disbursements, and shall render to the Chairman and trustees at the regular meetings of the Governing Board, and whenever requested by them, an account of all of the transactions of the Treasurer, and of the financial condition of the Corporation. The books of account kept by the Treasurer shall at all times be open to inspection by any trustee in good standing. The Treasurer shall see to the timely collection of monies due to the Corporation and to the timely payment of all corporate obligations.

Section 7. Qualifications. Any and all officers shall be trustees and, at the option of the Governing Board, any office may be held by any trustee, except as otherwise provided in these Bylaws. Assistants to officers may be appointed by the Trustees and such assistants need not be trustees.

Section 8. Resignation of Officer. Any officer may resign at any time by delivering a written resignation to either the Chairman of the Governing Board or the Secretary of the Corporation. Unless specified therein, such resignation shall take effect upon delivery.

Section 9. Removals/Vacancies. Officers may be removed from office by the Governing Board for failure to perform such officer's obligations as an officer, provided that written notice of such removal is given to said officer at least fourteen (14) days prior to the date of the meeting of the Governing Board, which removal shall take place in accordance with Article III hereof. A new officer shall be appointed by the Governing Board immediately to fill any vacancy, which appointment shall take place in accordance with Article II hereof.

Section 10. Salaries. The salaries or other compensation, if any, of the officers of the Corporation shall be fixed from time to time by the Governing Board. No officer shall be prevented from receiving any such salary or compensation by reason of the fact that he is also a trustee of the Corporation.

ARTICLE VI
COMMITTEES

Section 1. How Constituted; Powers; Term. The Governing Board may designate such committees as the Governing Board may deem appropriate, each of which committees shall consist of two or more trustees. Except as provided in the Articles of Incorporation, these Bylaws or by applicable statute, any committee constituted by the Governing Board shall have and may exercise such power and authority as determined by the Governing Board, including the authority of the Governing Board to manage the affairs and business of the Corporation. Members of such committees may be designated at any meeting of the Governing Board. At any time, the Governing Board may abolish or reconstitute any such committee. Each member of any such committee shall hold office until his or her successor shall have been designated or until resignation or removal in the manner provided in these Bylaws.

Section 2. Proceedings. Any committee as may be designated hereunder by the Governing Board may fix its own presiding and recording officer or officers, and may meet at such place or places, at such time or times and upon such notice (*or* without notice) as it shall determine from time to time. It shall keep a record of its proceedings and shall report such proceedings to the Governing Board at the meeting of the governing Board next following.

Section 3. Quorum and Manner of Acting. At all meetings of such committees the presence of members constituting two-thirds of the total authorized membership of the committee shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of two-thirds of the members present at any meeting at which a quorum is present shall be the act of such committee.

Section 4. Resignations. Any member of such committees as *may* be designated hereunder by the Governing Board *may* resign at any time by delivering a written resignation to either the Chairman of the Governing Board or the Secretary of the corporation. Unless otherwise specified therein, such resignation shall take effect.

Section 5. Removal. The Governing Board *may* at any time remove any member of any committee designated by it hereunder, either for or without cause, provided that written notice of such removal is given to said committee member at least fourteen (14) days prior to the date of the meeting of the Governing Board, which removal shall take place in accordance with Article II hereof.

Section 6. Vacancies.

If any vacancy shall occur in any committee designated by the Governing Board hereunder, by the reason of disqualification, death, resignation, removal or otherwise, the remaining members shall, until the filling of such vacancy, constitute the then total authorized membership of the committee and, provided that two or more members are remaining, continue to act. Such vacancy may be filled at any meeting of the Governing Board.

ARTICLE VII
INDEMNIFICATION

Section 1. Indemnification Regarding Third Party Actions. The Corporation shall have the power to 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, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a trustee, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Indemnification for Corporation Actions. The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a trustee, officer, employee, or agent of the Corporation, or is or was serving at the request

of the Corporation as a trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprises against expenses (including attorney fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Determination. To the extent that a trustee, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 or 2 of this Article, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith. Any other indemnification under Sections 1 or 2 of this Article shall be made by the Corporation under a determination that indemnification of the trustee, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section I or 2 of this Article. Such determination shall be made either by the Governing Board by a majority vote or a quorum consisting of trustees who were not parties to such action, suit, or proceeding, or by independent legal counsel in a written opinion.

Section 4. General Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other indemnification granted under any provision in the Corporation's Articles of Incorporation, Bylaws, agreement, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer, employee or agent and shall inure to the benefit of the heirs and legal representatives of such a person.

Section 5. Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding as contemplated in this Article may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon a majority vote of a quorum of the Governing Board and upon receipt of an undertaking by or on behalf of the trustee, officer, employee, member or agent to repay such amount or amounts unless it ultimately be determined that he is to be indemnified by the Corporation as authorized by this Article.

Section 6. Scope of Indemnification. The indemnification authorized by this Article shall apply to all present and future trustees, officers, employees and agents of the Corporation and shall continue as to such persons who cease to be trustees, officers, employees or agents of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of all such persons and shall be in addition to all other indemnification permitted by law.

Section 7. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against any such liability under the laws of the State of Colorado, as the same may hereafter be amended or modified.

ARTICLE VIII

EXECUTION OF INSTRUMENTS

Section 1. Checks, Etc. All checks, drafts, and orders for payment of money shall be signed in the name of the Corporation by any two (2) officers of the Corporation, or by any managing agent of the Corporation and any officer.

Section 2. Contracts, Conveyances, Etc. When the execution of any contract, conveyance or other instrument has been authorized by the Governing Board or any authorized officer, the Chairman or Vice-Chairman and the Secretary may execute the same in the name and upon behalf of the Corporation and may affix the corporate seal

thereto. The Governing Board shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of the Corporation.

ARTICLE IX

STAFF

Section 1. Staff Positions. The Governing Board shall approve the establishment of, and has the authority to abolish, all staff positions of the corporation.

Section 2. Personnel Policies. The Governing Board shall approve the general terms and conditions of employment for all employees, which shall be expressed in a set of personnel policies.

Section 3. Executive Director. The Governing Board may hire, and has the authority to fire, an executive director to manage the corporation in accordance with the policies of the board. The Governing Board shall determine the title, duties, compensation, and other terms of employment of the executive director.

Section 4. Other Employees. The authority to hire, and fire, other employees for authorized positions is delegated to the executive director. The executive director shall determine the title, duties and compensation of such employees within the terms of the policies of the Governing Board.

ARTICLE X

NON-DISCRIMINATION

Embrace Colorado does not advocate, support, or practice discrimination based on age, ethnicity, gender, national origin, disability, race, size, religion, sexual orientation, or socioeconomic background.

ARTICLE XI

AMENDMENT OF BYLAWS

Section 1. Percentage Required for Amendment. These Bylaws may be amended at any annual or special meeting of the members of the Corporation by majority vote of the members present at such meeting, provided that a quorum of members is present. Written notice of the proposed amendment to the Bylaws shall be given to each member at the time notice of meeting is given, or if notice is waived at least five (5) days prior to the meeting at which the amendment will be considered.

Section 2. The Bylaws shall not be amended contrary to the provisions of the Articles of Incorporation or these Bylaws.

ARTICLE XII

FISCAL YEAR

The fiscal year of the corporation shall be from January 1st through December 31st of each year.

ARTICLE XIII

CORPORATE SEAL

The Corporation shall have an official seal which shall be the name of the Corporation and the state and year of the incorporation.

ARTICLE XIV

DISSOLUTION

In the event of dissolution of the Corporation, the assets of the Corporation shall be disposed of as determined by a majority of the trustees, provided that such distribution of assets shall not be inconsistent with the Articles of Incorporation.

The foregoing Bylaws were adopted by unanimous vote of the trustees at a meeting held on the ____ day of _____ 2008, at which a quorum of the Governing Board was present.

SECRETARY

**RESOLUTION NO. 2008-02
OF THE GOVERNING BOARD OF **embrace colorado**
ADOPTING ITS CONFLICT OF INTEREST POLICY**

WHEREAS, the Governing Board of **embrace colorado** (the "Board") is required to formally adopt a Conflict of Interest policy for it to operate as a non profit corporation in the state of Colorado; and

WHEREAS, the Board of **embrace colorado** is required to formally adopt a Conflict of Interest policy for it to receive non profit corporate tax exempt status from the Internal Revenue Service; and

WHEREAS, the Board is desirous of defining clear and unambiguous definitions of "conflict of interest"; and

WHEREAS, the members of the Board have agreed to the content of the **embrace colorado** Conflict of Interest policy;

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BOARD OF **embrace colorado**, that:

SECTION 1. The Board hereby adopts the aforementioned Conflict of Interest policy.

Passed and adopted at the regular meeting of the Governing Board of **embrace colorado** this 2nd day of July, A.D., 2008.

Acting Chair

ATTEST:

Acting Secretary

Embrace Colorado

Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Embrace Colorado) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Embrace Colorado or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which Embrace Colorado has a transaction or arrangement,
- b. A compensation arrangement with Embrace Colorado or with any entity or individual with which Embrace Colorado has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Embrace Colorado is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section

2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Embrace Colorado can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested

directors whether the transaction or arrangement is in the Embrace Colorado's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Embrace Colorado for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Embrace Colorado for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Embrace Colorado, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands Embrace Colorado is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure Embrace Colorado operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether governing board compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to Embrace Colorado's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable

purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, Embrace Colorado may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**RESOLUTION NO. 2008-03
OF THE GOVERNING BOARD OF **embrace colorado**
AUTHORIZING THE FILING OF A 501(c)(3) APPLICATION FOR
CORPORATE NON PROFIT TAX EXEMPT LEGAL STATUS WITH THE
INTERNAL REVENUE SERVICE**

WHEREAS, the Governing Board of **embrace colorado** (the "Board") is required to formally apply with the Internal Revenue Service for corporate non profit tax exempt legal status; and

WHEREAS, the Board is desirous of obtaining corporate non profit tax exempt legal status; and

WHEREAS, the members of the Board have agreed to the content of the application for 501(c)(3) corporate non profit tax exempt legal status for **embrace colorado**;

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BOARD OF **embrace colorado**, that:

SECTION 1. The Board hereby authorizes the application for 501(c)(3) corporate non profit tax exempt legal status with the Internal Revenue Service.

Passed and adopted at the regular meeting of the Governing Board of **embrace colorado** this 2nd day of July, A.D., 2008.

Acting Chair

ATTEST:

Acting Secretary

**Application for Recognition of Exemption
 Under Section 501(c)(3) of the Internal Revenue Code**

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at www.irs.gov for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your organizing document)		2 c/o Name (if applicable)	
3 Mailing address (Number and street) (see instructions)	Room/Suite	4 Employer Identification Number (EIN)	
City or town, state or country, and ZIP + 4		5 Month the annual accounting period ends (01 - 12)	
6 Primary contact (officer, director, trustee, or authorized representative) a Name:		b Phone:	
		c Fax: (optional)	
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.		<input type="checkbox"/> Yes <input type="checkbox"/> No	
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.		<input type="checkbox"/> Yes <input type="checkbox"/> No	
9a Organization's website:			
b Organization's email: (optional)			
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.		<input type="checkbox"/> Yes <input type="checkbox"/> No	
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) / /			
12 Were you formed under the laws of a foreign country ? If "Yes," state the country.		<input type="checkbox"/> Yes <input type="checkbox"/> No	

Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. **Yes** **No**

- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. **Yes** **No**

- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. **Yes** **No**

- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. **Yes** **No**
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust. **Yes** **No**

- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. **Yes** **No**

Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): _____

- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. _____
- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: _____

Part IV Narrative Description of Your Activities

Using an attachment, describe your *past, present, and planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

- 1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

b List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
		
		
		
		
		

c List the names, names of businesses, and mailing addresses of your five highest compensated **independent contractors** that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
		
		
		
		
		

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

2a Are any of your officers, directors, or trustees **related** to each other through **family or business relationships**? If "Yes," identify the individuals and explain the relationship. **Yes** **No**

b Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. **Yes** **No**

c Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. **Yes** **No**

3a For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

b Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. **Yes** **No**

4 In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

a Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? **Yes** **No**

b Do you or will you approve compensation arrangements in advance of paying compensation? **Yes** **No**

c Do you or will you document in writing the date and terms of approved compensation arrangements? **Yes** **No**

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- d** Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? Yes No
- e** Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- f** Do you or will you record in writing both the information on which you relied to base your decision and its source? Yes No
- g** If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.
-
- 5a** Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. Yes No
- b** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?
- Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.
-
- 6a** Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- b** Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
-
- 7a** Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases. Yes No
- b** Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales. Yes No
-
- 8a** Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f. Yes No
- b** Describe any written or oral arrangements that you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at arm's length.
- e** Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f** Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.
-
- 9a** Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f. Yes No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. Yes No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. Yes No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. Yes No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. Yes No

Part VII Your History

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1 Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. Yes No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. Yes No

Part VIII Your Specific Activities

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1 Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain. Yes No
- 2a Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. Yes No
- b Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. Yes No
- 3a Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data. Yes No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. Yes No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

Part VIII Your Specific Activities (Continued)

4a Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.) **Yes** **No**

- mail solicitations
- email solicitations
- personal solicitations
- vehicle, boat, plane, or similar donations
- foundation grant solicitations
- phone solicitations
- accept donations on your website
- receive donations from another organization's website
- government grant solicitations
- Other

Attach a description of each fundraising program.

b Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. **Yes** **No**

c Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. **Yes** **No**

d List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.

e Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. **Yes** **No**

5 Are you **affiliated** with a governmental unit? If "Yes," explain. **Yes** **No**

6a Do you or will you engage in **economic development**? If "Yes," describe your program. **Yes** **No**

b Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

7a Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. **Yes** **No**

b Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. **Yes** **No**

c If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

8 Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. **Yes** **No**

9a Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. **Yes** **No**

b Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**

c Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**

d Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**

10 Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. **Yes** **No**

Part VIII Your Specific Activities (Continued)

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. **Yes** **No**
-
- 12a** Do you or will you operate in a **foreign country or countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. **Yes** **No**
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
-
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. **Yes** **No**
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. **Yes** **No**
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i)** Do you require an application form? If "Yes," attach a copy of the form. **Yes** **No**
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. **Yes** **No**
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
-
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. **Yes** **No**
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. **Yes** **No**
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. **Yes** **No**
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. **Yes** **No**
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. **Yes** **No**

Part VIII Your Specific Activities *(Continued)*

- | | | | |
|-----------|--|-------------------------------------|------------------------------------|
| 15 | Do you have a close connection with any organizations? If "Yes," explain. | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 16 | Are you applying for exemption as a cooperative hospital service organization under section 501(e)? If "Yes," explain. | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 17 | Are you applying for exemption as a cooperative service organization of operating educational organizations under section 501(f)? If "Yes," explain. | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 18 | Are you applying for exemption as a charitable risk pool under section 501(n)? If "Yes," explain. | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 19 | Do you or will you operate a school ? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity. | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 20 | Is your main function to provide hospital or medical care ? If "Yes," complete Schedule C. | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 21 | Do you or will you provide low-income housing or housing for the elderly or handicapped ? If "Yes," complete Schedule F. | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 22 | Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

Note: Private foundations may use Schedule H to request advance approval of individual grant procedures.

Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

A. Statement of Revenues and Expenses

	Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years			(e) Provide Total for (a) through (d)
		(a) From To	(b) From To	(c) From To	(d) From To	
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)					
	2 Membership fees received					
	3 Gross investment income					
	4 Net unrelated business income					
	5 Taxes levied for your benefit					
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)					
	7 Any revenue not otherwise listed above or in lines 9–12 below (attach an itemized list)					
	8 Total of lines 1 through 7					
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)					
	10 Total of lines 8 and 9					
	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)					
	12 Unusual grants					
	13 Total Revenue Add lines 10 through 12					
Expenses	14 Fundraising expenses					
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)					
	16 Disbursements to or for the benefit of members (attach an itemized list)					
	17 Compensation of officers, directors, and trustees					
	18 Other salaries and wages					
	19 Interest expense					
	20 Occupancy (rent, utilities, etc.)					
	21 Depreciation and depletion					
	22 Professional fees					
	23 Any expense not otherwise classified, such as program services (attach itemized list)					
	24 Total Expenses Add lines 14 through 23					

Part IX Financial Data (Continued)

B. Balance Sheet (for your most recently completed tax year)

Year End:

(Whole dollars)

Assets		
1	Cash	1
2	Accounts receivable, net	2
3	Inventories	3
4	Bonds and notes receivable (attach an itemized list)	4
5	Corporate stocks (attach an itemized list)	5
6	Loans receivable (attach an itemized list)	6
7	Other investments (attach an itemized list)	7
8	Depreciable and depletable assets (attach an itemized list)	8
9	Land	9
10	Other assets (attach an itemized list)	10
11	Total Assets (add lines 1 through 10)	11
Liabilities		
12	Accounts payable	12
13	Contributions, gifts, grants, etc. payable	13
14	Mortgages and notes payable (attach an itemized list)	14
15	Other liabilities (attach an itemized list)	15
16	Total Liabilities (add lines 12 through 15)	16
Fund Balances or Net Assets		
17	Total fund balances or net assets	17
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	18
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain.	<input type="checkbox"/> Yes <input type="checkbox"/> No

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

- 1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. If you are unsure, see the instructions. Yes No
- b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2.
- 2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. Yes No
- 3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. Yes No
- 4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? Yes No
- 5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.
The organization is not a private foundation because it is:
 - a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A.
 - b 509(a)(1) and 170(b)(1)(A)(ii)—a **school**. Complete and attach Schedule B.
 - c 509(a)(1) and 170(b)(1)(A)(iii)—a **hospital**, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.
 - d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.

Part X Public Charity Status (Continued)

- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross **investment income** and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization

.....
(Signature of Officer, Director, Trustee, or other authorized official)

.....
(Type or print name of signer)

.....
(Date)

.....
(Type or print title or authority of signer)

For IRS Use Only

.....
IRS Director, Exempt Organizations

.....
(Date)

- b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).

(i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. _____

(b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.

(ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box.

(b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

7 Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. **Yes** **No**

Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$750. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$300. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1** Have your annual gross receipts averaged or are they expected to average not more than \$10,000? **Yes** **No**
 If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).
 If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change—see above).
- 2** Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change).
- 3** Check the box if you have enclosed the user fee payment of \$750 (Subject to change).

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here



.....
(Signature of Officer, Director, Trustee, or other authorized official)

.....
(Type or print name of signer)

.....
(Date)

.....
(Type or print title or authority of signer)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.

**Embrace Colorado
Proforma
10/2008 - 12/2010**

Embrace Colorado
EIN 42-1762331

	2008		2009				2010			
	3rd Quarter	4th Quarter	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
Revenues										
Federal										
EPA							\$750,000			
DOT							\$750,000			
MPO (STP Metro)		\$200,000								
Charge to Project										
State										
DOLA			\$2,000,000							
Other										
Local										
Governments			\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000
Private										
Corporations		\$20,000			\$20,000				\$20,000	
Foundations		\$20,000			\$20,000				\$20,000	
Individuals		\$10,000								
Total Revenue	\$0	\$250,000	\$2,005,000	\$5,000	\$45,000	\$5,000	\$1,505,000	\$5,000	\$45,000	\$5,000
Expenditures										
Personnel										
Salaries		\$22,500	\$22,500	\$22,500	\$22,500	\$22,500	\$23,625	\$23,625	\$23,625	\$23,625
Benefits		\$7,875	\$7,875	\$7,875	\$7,875	\$7,875	\$8,269	\$8,269	\$8,269	\$8,269
Purchased		\$7,239	\$7,239	\$7,239	\$7,239	\$7,239	\$7,601	\$7,601	\$7,601	\$7,601
Board Expenses										
Meeting Space		\$450	\$450	\$450	\$450	\$450	\$473	\$473	\$473	\$473
Food		\$600	\$600	\$600	\$600	\$600	\$630	\$630	\$630	\$630
Computer										
Hardware		\$750	\$750	\$750	\$750	\$750	\$788	\$788	\$788	\$788
Software		\$300	\$300	\$300	\$300	\$300	\$315	\$315	\$315	\$315
ISP/IT Support		\$1,250	\$1,250	\$0	\$0	\$0	\$1,313	\$0	\$0	\$0
Server		\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,313	\$1,313	\$1,313	\$1,313
		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Consultant & Professional Services										
Accounting		\$3,000	\$3,000	\$3,000	\$3,000	\$3,000	\$3,150	\$3,150	\$3,150	\$3,150
Clerical Support		\$2,600	\$2,600	\$2,600	\$2,600	\$2,600	\$2,730	\$2,730	\$2,730	\$2,730
Visioning - Consultants			\$200,000	\$362,500	\$362,500	\$362,500	\$462,500	\$562,500	\$562,500	\$362,500
Dues & Subscriptions										
APA/AICP		\$0	\$600	\$0	\$0	\$0	\$610	\$0	\$0	\$0
ARS			\$500				\$500			
Furniture										
Office		\$1,000	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Fund Raising Expense										
Materials, Postage, Other		\$2,000	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250
General Event/Meeting Expenses										
Room		\$300	\$300	\$300	\$300	\$300	\$315	\$315	\$315	\$315
Refreshments		\$300	\$300	\$300	\$300	\$300	\$315	\$315	\$315	\$315
Insurance										
General Liability		\$500	\$500	\$500	\$500	\$500	\$525	\$525	\$525	\$525
Auto		\$500	\$500	\$500	\$500	\$500	\$525	\$525	\$525	\$525
Legal										
Attorney		\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,575	\$1,575	\$1,575	\$1,575
Office										
Office Rent		\$4,000	\$4,000	\$4,000	\$4,000	\$4,000	\$4,200	\$4,200	\$4,200	\$4,200
Furniture		\$1,500	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Reproduction/Printing		\$300	\$10,000	\$300	\$300	\$300	\$10,000	\$315	\$315	\$315
Telephone										
Land Line		\$180	\$180	\$180	\$180	\$180	\$189	\$189	\$189	\$189
Cell Service		\$300	\$300	\$300	\$300	\$300	\$315	\$315	\$315	\$315
Conferencing Service		\$500	\$500	\$500	\$500	\$500	\$525	\$525	\$525	\$525
Travel										
Regional		\$600	\$600	\$600	\$600	\$600	\$630	\$630	\$630	\$630
Conference		\$500	\$500	\$500	\$500	\$500	\$525	\$525	\$525	\$525
Auto		\$1,750	\$1,750	\$1,750	\$1,750	\$1,750	\$1,838	\$1,838	\$1,838	\$1,838
Website Expense										
Hosting		\$450	\$450	\$450	\$450	\$450	\$473	\$473	\$473	\$473
Development		\$25,000	\$2,500	\$2,500	\$2,500	\$2,500	\$2,625	\$2,625	\$2,625	\$2,625
Total Expenditures	\$0	\$88,994	\$274,044	\$424,494	\$424,494	\$424,494	\$539,639	\$627,532	\$627,532	\$427,532
NET	\$0	\$161,006	\$1,891,961	\$1,472,467	\$1,092,973	\$673,478	\$1,638,839	\$1,016,307	\$433,776	\$11,244