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Amended and Restated Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-130-106 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

1. For the entity, its ID number and entity name are

ID number 20071383926
 (Colorado Secretary of State ID number)
 Entity name Knights of Heroes Foundation

2. The new entity name (if applicable) is _____.

3. The amended and restated constituent filed document is attached.

4. The amendment to the articles of incorporation was in the manner indicated below: (make the applicable selection)

The amendment and restatement was adopted by the board of directors or incorporators without member action and member action was not required.

The amendment and restatement was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group.

(If the amended and restated articles of incorporation include amendments adopted on a different date or in a different manner, mark this box and include an attachment stating the date and manner of adoption.)

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

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

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

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

Knights of Heroes Foundation
Amended and Restated Articles of Incorporation

1. The domestic entity name for the nonprofit corporation is Knights of Heroes Foundation.
2. Principal office address of the nonprofit corporation's initial principal office is:

- a. Street address
13395 Voyager Parkway
Suite 130 PMB 106
Colorado Springs, CO 80921
- b. Mailing address
Same as street

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

Jordan Eshbaugh

- a. Street address
13395 Voyager Parkway
Suite 130 PMB 106
Colorado Springs, CO 80921
- b. Mailing address
Same as street

4. The true name and mailing address of the incorporators are:

Michael J. Cook, Esq.
Berenbaum Weinshienk & Eason, P.C.
370 – 17th St., #4800
Denver, CO 80202

5. The nonprofit corporation will not have voting members.

6. Provisions regarding the distribution of assets on dissolution:

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 a state or local government, for 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.

7. The 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.
8. 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 above.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

9. After incorporation, the incorporator will elect an initial board of directors. Until the initial board of directors has been elected, the incorporator will serve as the sole director of the corporation and will have all of the powers and authority and will perform all of the duties of the board of directors.
10. The initial bylaws of the corporation will be as adopted by the board of directors. Thereafter, the bylaws may be amended or repealed and new bylaws adopted in the manner provided in the bylaws. The bylaws of the corporation may contain any provisions for managing and regulating the affairs of the corporation that are consistent with law and these articles of incorporation, as these articles may be amended. However, no bylaw will have the effect of giving any director or officer of the corporation or any other individual any proprietary interest in the corporation's property, whether during the term of the corporation's existence or as a part of its dissolution.
11. A director of this corporation shall not be liable to the corporation for monetary damages for breach of fiduciary duty as a director to the full extent permitted by the Colorado Revised Nonprofit Corporation Act. The corporation shall indemnify any person and his or her estate and personal representative against all liability and expense, including attorneys' fees, incurred by reason of the person being or having been a director, officer, employee, fiduciary, or agent of the corporation to the full extent and in any manner that

the directors, officers, employees, fiduciaries and agents may be indemnified under the Colorado Revised Nonprofit Corporation Act.

12. If the corporation is ever considered a private foundation, as defined in the Internal Revenue Code, the following provisions shall apply:

- a. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b. The corporation won't engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c. The corporation won't retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d. The corporation won't make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e. The corporation won't make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.