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Articles of Incorporation for a Nonprofit Corporation
 filed pursuant to § 7-122-101 and § 7-122-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the nonprofit corporation is Women in Water Scholarship Fund
(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the nonprofit corporation's initial principal office is

Street address 8547 E. Arapahoe Rd.
(Street number and name)

J-439

Greenwood Village CO 80112
(City) (State) (ZIP/Postal Code)

United States
(Province - if applicable) (Country)

Mailing address
(leave blank if same as street address)

(Street number and name or Post Office Box information)

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

(Province - if applicable) (Country)

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

Name
 (if an individual)

(Last) (First) (Middle) (Suffix)

OR

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

Street address 4450 Arapahoe Ave.
(Street number and name)

Suite 100

Boulder CO 80303
(City) (State) (ZIP Code)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) CO _____
(State) (ZIP Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name

(if an individual)

Arbogast Christine
(Last) (First) (Middle) (Suffix)

OR

(if an entity)

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

Mailing address

8547 E. Arapahoe Rd.
(Street number and name or Post Office Box information)

J-439

Greenwood Village CO 80112
(City) (State) (ZIP/Postal Code)

(Province - if applicable) United States
(Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. (If the following statement applies, adopt the statement by marking the box.)

The nonprofit corporation will have voting members.

6. Provisions regarding the distribution of assets on dissolution:

Upon dissolution of the Corporation, all of the Corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to and among one or more exempt organizations described in section 501(c)3 of the Internal Revenue Code, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code. The organizations to receive such property, and their respective shares and interests, shall be determined by the board of directors.

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

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

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

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

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 the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the 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 named in the document as one who has caused it to be delivered.

9. The true name and mailing address of the individual causing the document to be delivered for filing are

Arbogast Christine
(Last) (First) (Middle) (Suffix)
8547 E. Arapahoe Rd.
(Street number and name or Post Office Box information)
J-439
Greenwood Village CO 80112
(City) (State) (ZIP/Postal Code)
United States
(Province - if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

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ATTACHMENT TO THE
ARTICLES OF INCORPORATION
OF
WOMEN IN WATER SCHOLARSHIP FUND

This Attachment is incorporated into the Articles of Incorporation for Women in Water Scholarship Fund, a nonprofit corporation established pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act (the **Act**):

- 1 DURATION. The Corporation will have perpetual existence.
- 2 PURPOSES AND POWERS.
 - 2.1 PURPOSES. Women in Water Scholarship Fund (the **Corporation**) is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code, all in accordance with the provisions of Section 509(a)(3) of the Code. All references in these Articles of Incorporation to sections of the **Internal Revenue Code** or the **Code** are to the Internal Revenue Code of 1986 and include any provisions thereof adopted by future amendments thereto and any cognate provisions in future Internal Revenue Codes to the extent such provisions are applicable to the Corporation.
 - 2.2 POWERS. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 2.2 of this article, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.
 - 2.3 RESTRICTIONS ON POWERS.
 - (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private individual, including but not limited to its directors, officers, employees, independent contractors, or other persons; except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in Section 2.1 above.
 - (b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate 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.
 - (c) Notwithstanding any other provision of these articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.
- 3 INTERPRETATION. As used in these articles:

- 3.1 References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article 3 shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Code.
- 3.2 The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Code but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States.
