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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 19941050509  
*(Colorado Secretary of State ID number)*  
 Entity name THE ST. CHARLES NEIGHBORHOOD GROUP, INC.

2. The new entity name (if applicable) is The Lower Downtown Neighborhood Association.

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)*

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# **Amended and Restated Articles of Incorporation for the Lower Downtown Neighborhood Association**

(A Colorado Nonprofit Corporation)

The undersigned sign and acknowledge, for delivery to the Secretary of State of Colorado, these Amended and Restated Articles of Incorporation under the Colorado Revised Nonprofit Corporation Act.

## **Recitals**

St. Charles Neighborhood Group, Inc., a Colorado nonprofit corporation, is also known as the Lower Downtown Neighborhood Association, a Colorado nonprofit corporation ("LoDoNA").

LoDoNA certifies to the Secretary of State of Colorado that:

(a) By their signatures below, the president and secretary of the Board of Directors certify that these Amended and Restated Articles of Incorporation received the approval of more than two-thirds of the Board of Directors;

(b) The provisions set forth in these Amended and Restated Articles of Incorporation supersede and replace the existing Articles of Incorporation and all amendments and include a change in name of the corporation from the St. Charles Neighborhood Group, Inc. to the Lower Downtown Neighborhood Association;

(c) LoDoNA desires to amend and restate its Articles of Incorporation currently in effect as set forth below and that the Articles of Incorporation of LoDoNA are amended by striking in their entirety Articles 1.00 through 9.00, inclusive, and by substituting the following:

## **ARTICLE 1. Name**

The name of the corporation is The Lower Downtown Neighborhood Association ("LoDoNA").

## **ARTICLE 2. Duration**

The duration of LoDoNA is perpetual.

## **ARTICLE 3. Purposes and Powers of LoDoNA**

- i) LoDoNA is organized exclusively for community, educational, and charitable 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.
- ii) Within the above general purposes, the following are more specific purposes:
  - (1) To be and remain a tax-exempt entity under federal tax law;

- (2) Furthering community-building, including the interests of the residents and occupants of the Lower Downtown Denver ("LoDo") Community within the boundaries for LoDoNA as established from time to time;
  - (3) Philanthropy and charity – engaging neighbors in volunteer activities and fundraising;
  - (4) Advocacy –
    - (i) advocating for safety and quality of life in an urban setting for neighbors' coexistence in a mixed-use neighborhood of LoDoNA and;
    - (ii) for preserving and enhancing the diverse, historic and community character of LoDo;
  - (5) Fostering and promoting public knowledge of awareness of and interest in local affairs and history;
  - (6) Promoting and encouraging historical research;
  - (7) Supporting the collection and preservation of records, relics, and other things of historic interest; and
  - (8) Partnering with other neighborhood groups, owner associations and others to serve the above purposes;
  - (9) Keep members informed of local news;
  - (10) Receiving and acquiring by grant, gift, purchase, devise, bequest or otherwise, as may be lawful, money and real and personal property of any kind and to hold, accumulate, invest, or dispose of such property or the income derived from for the furtherance of the above-stated objects, including any dedications to the general public.
- iii) Notwithstanding any other provision of these articles, LoDoNA may not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the above purposes.
  - iv) The foregoing statements of purpose are to be construed as a statement of both purposes and powers.
  - v) The purposes and powers stated in each clause may not be limited or restricted by reference to or inference from the terms or provisions of any other clause but are to be broadly construed as independent purposes and powers.

**ARTICLE 4. Management by the Board of Directors**

The management of the corporation and the conduct of the affairs of LoDoNA are under the control of the Board of Directors.

**ARTICLE 5. Principal Office and Registered Agent**

The principal office and the registered agent of LoDoNA may change from time to time, by action of the Board of Directors.

## **ARTICLE 6. Membership**

LoDoNA has and is to continue to have members.

Members are without voting rights, as all operations and governance of LoDoNA are vested in the Board of Directors.

In furtherance and not in limitation of the powers conferred by the Revised Colorado Nonprofit Corporation Act, the Board of Directors is expressly authorized and empowered to make, alter, amend, and repeal the Bylaws made by the Board of Directors.

## **ARTICLE 7. Tax Exempt Status and Qualifications**

At the time these amended and restated Articles of Incorporation were approved by the Board of Directors, LoDoNA was qualified with the IRS as a tax-exempt entity.

To maintain that status, LoDoNA is prohibited from engaging in any regular business or activity of a kind ordinarily carried on for profit.

No part of the income or net earnings inures to the benefit of, or is distributable to, any member, director, or officer or to any other private individual. Reasonable compensation may be paid for services rendered in effecting one or more of its purposes, and reimbursements may be made for any expenses incurred by any officer, director, member, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors.

## **ARTICLE 8. Liability of Directors**

- i) No director is to be personally liable to LoDoNA or its members for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to LoDoNA or its members for monetary damages may be eliminated or limited on account of any of the following:
  - (1) any breach of the director's duty of loyalty to LoDoNA or its members;
  - (2) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; or
  - (3) any transaction in which the director received improper personal benefit.
- ii) Nothing in this Article is to be construed to deprive any director of the right to all defenses ordinarily available to a director nor may anything in this Article be construed to deprive any director of any right for contribution from any other director or other person.
- iii) Any repeal or modification of this article is prospective only and may not adversely affect any right or protection of a director of LoDoNA existing at the time of such repeal or modification.
- iv) LoDoNA is to obtain and maintain D&O (Directors & Officers) insurance, as set forth in the Bylaws.

## **ARTICLE 9. Board of Directors**

The Board of Directors may consist of any number greater than 3 persons. The number and qualification of directors, method of election, term of office, removal and filling of vacancies is as set forth in the Bylaws.

**ARTICLE 10. Nonprofit**

LoDoNA is a nonprofit corporation, without shares of stock.

**ARTICLE 11. Dissolution**

In the event of the dissolution of LoDoNA as a corporation, either voluntarily or involuntarily by the members, by operation of law or otherwise, then the property and assets remaining after providing for all obligations are then to be distributed only to such organization or organizations exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954 (or any subsequent statutory provision of similar effect) as designated by the Board of Directors. LoDoNA may not carry on any other activities not permitted to be carried on:

- i) By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or
- ii) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE 12. Amendment**

Amendment of these Articles of Incorporation requires the assent of two-thirds of the members of the Board of Directors.

The undersigned have signed these Amended and Restated Articles of Incorporation this 30<sup>th</sup> day of November, 2022.

**The Lower Downtown Neighborhood Association, a Colorado nonprofit corporation**

[Signature] 11-30-22  
President Date

[Signature] 11/30/2022  
Secretary Date