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Articles of Incorporation for a Nonprofit Corporation

filed pursuant to §7-90-301, et seq. and §7-122-101 of the Colorado Revised Statutes (C.R.S)

1. Entity name:

Boulder Community Media

(The name of a nonprofit corporation may, but need not, contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "ltd." §7-90-601, C.R.S.)

2. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

- "bank" or "trust" or any derivative thereof
- "credit union" "savings and loan"
- "insurance", "casualty", "mutual", or "surety"

3. Principal office street address:

1426 Pearl Street

(Street name and number)

Suite 20

Boulder

(City)

CO

(State)

80302

(Postal/Zip Code)

(Province – if applicable)

United States

(Country – if not US)

4. Principal office mailing address:
 (if different from above)

(Street name and number or Post Office Box information)

(City)

(State)

(Postal/Zip Code)

(Province – if applicable)

(Country – if not US)

5. Registered agent: (if an individual):

Perri

(Last)

Tony

(First)

(Middle)

(Suffix)

OR (if a business organization):

6. The person appointed as registered agent in the document has consented to being so appointed.

7. Registered agent street address:

1426 Pearl Street

(Street name and number)

Boulder

(City)

CO

(State)

80302

(Postal/Zip Code)

8. Registered agent mailing address:
 (if different from above)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*

9. If the corporation's period of duration is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

10. (Optional) Delayed effective date:

(mm/dd/yyyy)

11. Name(s) and address(es) of incorporator(s): (if an individual)

Perri **Tony**

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

OR (if a business organization)

1426 Pearl Street Mall

(Street name and number or Post Office Box information)
Suite 10

Boulder **CO** **80302**

(City) *(State)* *(Postal/Zip Code)*
United States

(Province – if applicable) *(Country – if not US)*

(if an individual)

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

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*
United States

(Province – if applicable) *(Country – if not US)*

(if an individual)

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

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*
United States

(Province – if applicable) *(Country – if not US)*

(If more than three incorporators, mark this box and include an attachment stating the names and addresses of all incorporators.)

12. The nonprofit corporation is formed under the Colorado Revised Nonprofit Corporation Act.
13. The corporation will **OR** will not have voting members.
14. A description of the distribution of assets upon dissolution is attached.
15. Additional information may be included pursuant to §7-122-102, C.R.S. and other organic statutes. If applicable, mark this box and include an attachment stating the additional information.

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.

16. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Perri	Tony		
(Last)	(First)	(Middle)	(Suffix)
1426 Pearl Street			
(Street name and number or Post Office Box information)			
Suite 10			
Boulder	CO	80302	
(City)	(State)	(Postal/Zip Code)	
	United States		
(Province – if applicable)	(Country – if not US)		

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

ARTICLES OF INCORPORATION
BOULDER COMMUNITY MEDIA
A NONPROFIT CORPORATION

The undersigned acting as Incorporator under the Colorado Nonprofit Corporation Act hereby adopts the following Articles for such corporation:

ARTICLE ONE - NAME: The name of the corporation is Boulder Community Media ("Corporation").

ARTICLE TWO - DURATION: The Corporation shall exist in perpetuity from and after the date of filing of these Articles of Incorporation with the Colorado Secretary of State, unless dissolved according to Colorado law.

ARTICLE THREE - REGISTERED AGENT AND REGISTERED OFFICE: The address of the corporation's registered office and the name of the registered agent at that address are as follows:

- (a) Registered Agent: Tony Perri
- (b) Registered Office: 1426 Pearl Street, Suite 10
Boulder, Colorado 80302

ARTICLE FOUR - REGISTERED AGENT AND REGISTERED OFFICE: The purpose for which the Corporation is formed is to provide community cable television and public access services within Boulder, Colorado, including the programming of educational programs, facilities, resources and programming oversight. The corporation is organized exclusively for charitable, informative and educational purposes. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE FIVE - POWERS OF THE CORPORATION: In the furtherance of the purposes stated above, the Corporation shall have and may exercise all of the rights, powers, privileges and immunities now or subsequently conferred upon a nonprofit

corporation by the Colorado Nonprofit Corporation Act.

ARTICLE SIX - NONPROFIT: The Corporation shall be a nonprofit corporation, without shares of stock, and does not contemplate pecuniary gain or profit.

ARTICLE SEVEN - MEMBERSHIP/VOTING RIGHTS: The Corporation shall have no members.

ARTICLE EIGHT - BOARD OF DIRECTORS: The affairs of the Corporation shall be governed and managed by a Board of Directors. The duties, qualifications, number and term of Directors and the manner of their election, appointment and removal shall be set forth in the Bylaws. There shall be five members of the initial Board of Directors. The names and addresses of the persons who are to serve as Directors, appointed by the Declarant, shall be listed below by January 31, 2007.

ARTICLE NINE - LIABILITY OF DIRECTORS: A Director shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director, except liability arising from (a) any breach of the Director's loyalty to the Corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any transaction from which Directors derived any improper personal benefit; or (d) any other act expressly proscribed or for which Directors are otherwise liable under the Colorado Nonprofit Corporation Act.

ARTICLE TEN - DISSOLUTION: The Corporation may be dissolved with the consent of members of the Board of Directors to which at least sixty-seven percent of the votes in the Corporation are allocated. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. The above notwithstanding, the assets of the Corporation may, upon dissolution, only be distributed to a state of the United States or to a political subdivision of a state.

ARTICLE ELEVEN - EQUIPMENT ASSETS: All City-owned and purchased equipment used, stored or in the custody of the Corporation shall remain the property of the City of Boulder, Colorado at all times prior to and after the dissolution of the Corporation.

IN WITNESS WHEREOF, the Boulder Community Media Advisory Board of Directors has caused these Articles of Incorporation to be executed this 22nd day of January 2007.

Tony Perri Boulder Community Media
Executive Director