

EXHIBIT "A"

Attached to and forming a part of the Articles of Incorporation for Angels Above Foundation

1. 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 of 1986, as amended, or the corresponding section of any future federal tax code (The "Code"), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

2. Objects and Purposes. This Corporation is organized exclusively for charitable and educational purposes within the meaning of Code Section 501(c)(3) and in this connection, subject to the restrictions set forth below, the objects and purposes of the Corporation and the nature of the business to be carried on by it are as follows:

- (a) To lessen the burdens of government by building an observatory On land donated by the Estes Park School District, for the use by school students, individuals and community organizations.
- (b) To permit such building to be used for community events, including, but not limited to school activities, educational activities and solar, lunar and space observation.
- (c) To otherwise act in furtherance of the general interests of the community in seeking knowledge related to our solar system and the related planets and moons.

3. Restrictions on Powers. Notwithstanding any other provision of these Articles of Incorporation, the powers of the Corporation are restricted as follows:

- (a) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (1) by an organization exempt from federal income taxation under Code Section 501(c)(3), or (2) by an organization, the contributions to which are deductible under Code Sections 170, 642, 2055, or 2522.
- (b) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any private individual whatsoever (except that reasonable compensation may be paid for, and reimbursement may be made for reasonable expenses incurred in connection with services rendered to or for the Corporation furthering one or more of its objects and purposes) and no Director or Officer of the Corporation, or any private individual whatsoever, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

- (c) No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) relating to any political campaign on behalf of any candidate for public office.

- (d) The Corporation adopts the sample Conflict of interest Policy contained in the Internal Revenue Service Instructions for Form II 023 revised October 2004.



Colorado Secretary of State
 Date and Time: 01/06/2006 03:57 PM
 Entity Id: 20061011251
 Document number: 20061011251

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ABOVE SPACE FOR OFFICE USE ONLY

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: Angels Above Foundation
(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: 10500 W Center Ave
(Street name and number)

Lakewood CO 80226
(City) (State) (Postal/Zip Code)

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): Parker David A
(Last) (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: 7430 E Caley Ave #300
(Street name and number)

Englewood CO 80111
(City) (State) (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)

Connolly **Jeremiah** **Michael**
(Last) (First) (Middle) (Suffix)

OR (if a business organization)

10500 W Center Ave
(Street name and number or Post Office Box information)

Lakewood **CO** **80226**
(City) (State) (Postal/Zip Code)
United States
(Province – if applicable) (Country – if not US)

(if an individual)

Connolly **Carole**
(Last) (First) (Middle) (Suffix)

OR (if a business organization)

10500 W Center Ave
(Street name and number or Post Office Box information)

Lakewood **CO** **80226**
(City) (State) (Postal/Zip Code)
United States
(Province – if applicable) (Country – if not US)

(if an individual)

Johnson **Michele**
(Last) (First) (Middle) (Suffix)

OR (if a business organization)

363 Virginia Drive
(Street name and number or Post Office Box information)

Estes Park **CO** **80517**
(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:

Parker David A.
(Last) (First) (Middle) (Suffix)

7430 E Caley Ave #300
(Street name and number or Post Office Box information)

Englewood CO 80111
(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:

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