



DENVER LANGUAGE SCHOOL

Articles of Incorporation

Definitions

As used in this Policy Manual, the terms set forth below shall have the following meanings:

“Board” shall mean the Board of Directors of the Denver Language School.

The school shall mean the Denver Language School (DLS).

“District” shall mean the Denver Public School District.

“Executive Director” means the Board-appointed Executive Director of the Denver Language School.

“Academic Director” means the Board-appointed Academic Director of the Denver Language School.

“Deputy Director” means the Board-appointed Deputy Director of the Denver Language School.

“Parent” means a parent or legal guardian of a Denver Language School student.

2.1 – Articles of Incorporation

The undersigned adult natural person(s), acting as incorporator(s) of a corporation under the Colorado Revised Nonprofit Corporation Act, execute(s) the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is the Denver Language School.

ARTICLE II

The address of the initial registered office of the nonprofit corporation in Colorado is 7350 E. 29th Avenue, Suite 300, Denver, CO 80238. The initial registered agent at such office shall be Brian Weber.

ARTICLE III

The corporation is organized for the following purposes:

To manage and support the educational program of a public charter school in the City and County of Denver, Colorado, all in accordance with the Colorado Charter Schools Act, C.R.S. §§ 22-30.5-101 - 115.B. To perform all other acts necessary or incidental to these purposes and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, to carry such purpose, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations by virtue of the provisions of the Colorado Revised Nonprofit Corporation Act, subject to the limitations of Section 501(c)(3) of the Internal Revenue Code and the terms of the corporation’s charter approval and charter contract.

ARTICLE IV

Notwithstanding any other provision of these Articles of Incorporation, 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 of 1986, as



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amended, or the corresponding provisions of any future United States Internal Revenue law (together, hereinafter referred to as the “Code”); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. Nor shall the Corporation possess nor exercise any power or authority, whether expressly, by interpretation, or by operation of law, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Code. Specifically:

- No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable or educational within the meaning of Section 501(c)(3) of the Code.
- The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
- No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation to the extent such activities are prohibited by law; nor shall it to any degree, directly or indirectly, participate in political campaigns on behalf of any candidate for public office. Nothing contained, herein, however, shall prevent the corporation from supporting or participating in such activities as are authorized by the Colorado Charter Schools Act, COLO. REV. STAT. §§ 22-30.5-101-115, or any successor statutes, to assist the School in maintaining such a charter and such conduct is not and shall not be deemed an attempt to carry on propaganda or to influence legislation.
- At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, Colorado, or any other jurisdiction where its activities are carried on, respecting discrimination against any individual on bases including, but not limited to, race, national origin, veteran’s status, religion, sex, age, marital status, or disability.
- No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that would cause the Corporation to lose federal income tax exemption.
- No part of the income or principal of the corporation shall inure to the benefit of or be distributed to any director, or officer of the corporation or any other private individual, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal. No compensation shall be paid to the Directors or officers of the Corporation, as such, for serving as a Director or officer. Any “conflicting interest transaction,” as that term is defined in COLO. REV. STAT. § 7-128-501 (1998), or any successor statute, shall be carried out in the manner prescribed by that section, provided that additional provisions regarding such transactions may be defined in the bylaws.
- No loans may be made by the corporation to directors or officers. Any director or officer who assents to or participates in making any such loan shall be liable to the corporation for the amount of such loan until it is repaid.
- The board shall not approve a transaction involving a disqualified person unless it has determined and documented, to its satisfaction, that the consideration



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provided to the Corporation is equal to or exceeds the benefit to such person.

ARTICLE V

The corporation shall have no voting members, nor membership rights as defined in the Colorado Revised Nonprofit Corporations Act, but the participation of interested persons in the corporation's affairs may be provided for in the bylaws.

ARTICLE VI

These articles may be amended as provided in the bylaws.

ARTICLE VII

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 statute, to the federal government, or to a state or local government, or another entity organized and operated exclusively for charitable or educational purposes and qualified for tax exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code. Specifically, assets not required to discharge liabilities or transfer to a donor or grantor shall be transferred to Denver School District No 1, Denver Public Schools. 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 are organized and operated exclusively for such purposes.

ARTICLE VIII

The nonprofit corporation shall have a number of directors as stated in its bylaws, to be appointed or elected as stated in its bylaws.

ARTICLE IX

Should any person or body regulated by these articles of incorporation, the bylaws or Board-adopted policies, including the Board, develop in good faith a custom or practice inconsistent in any particular with the articles, bylaws or policies, such inconsistency shall not, in and of itself, invalidate any action otherwise properly taken. Upon notice of such inconsistency, the Board shall promptly rectify the situation by either amending the articles, bylaws or policy to conform to such practice, or by discontinuing the inconsistent custom or practice. This section does not authorize any violation of the Charter Schools Act, any violation of a charter contract, nor any action that would not be permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE X

The incorporator of this corporation is Brian Weber. The name and mailing address of the individual who causes this document to be delivered for filing and to whom the Secretary of State may deliver notice if filing of this document is refused is:



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William P. Bethke, Kutz & Bethke LLC, 363 S. Harlan St., # 104, Lakewood, CO 80226.