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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 20171914110  
 (Colorado Secretary of State ID number)  
 Entity name Compassion-in-Action, Inc.

2. The new entity name (if applicable) is \_\_\_\_\_.

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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<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
<u>Suite 111</u>			
<small>(Street name and number or Post Office Box information)</small>			
<u>1155 Kelly Johnson Blvd</u>			
<u>Colorado Springs</u>	<u>CO</u>	<u>80920</u>	
<small>(City)</small>	<small>(State)</small>	<small>(Postal/Zip Code)</small>	
<u></u>	<u>United States</u>		
<small>(Province – if applicable)</small>	<small>(Country – if not US)</small>		

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

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ARTICLES OF INCORPORATION  
OF  
**Compassion-in-Action, Inc.,**  
a Colorado Non-Profit Corporation

The undersigned natural person, being more than twenty-one years of age, hereby establishes a Colorado non-profit corporation pursuant to the Statutes of the State of Colorado and adopts the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation is Compassion-in-Action, Inc. a Colorado Non-Profit Corporation.

ARTICLE II  
DURATION

The corporation shall have perpetual existence.

ARTICLE III  
PURPOSES AND POWERS

The purposes and powers for which this corporation is organized are the transaction of business for which nonprofit corporations may be incorporated pursuant to Colorado Law and specifically to include public outreach to teach and support compassionate treatment of others through facilitated awareness techniques. Said corporation is organized exclusively for charitable, religious and educational 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 corresponding section of any future federal tax code. Toward this purpose, the corporation may receive gifts and grants of money or property and administer same for religious, educational, charitable and benevolent uses, but limited by the requirements of section 501(c)(3) or other corresponding federal tax code section. The corporation shall not participate in, 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.

ARTICLE IV  
MEMBERSHIP

There shall not be members. The affairs of the corporation shall be conducted by the Board of Directors, through elected executive officers as set forth in the by-laws. No part of the income or profit of the corporation is distributable to directors or officers except that income or profit may be distributable to another section 501(c)(3) qualified nonprofit corporation. The corporation may pay reasonable compensation to its officers or directors for services rendered.

ARTICLE V  
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is PO Box 2604, 741 Lagoon Dr., Frisco, Colorado 80443 and the name of its initial registered agent at such address is Riichard Sabby.

ARTICLE VI  
PLACE OF BUSINESS

(A) The principal business of the corporation shall be carried on in the County of Summit and State of Colorado, provided, however, said corporation may transact its business in such other cities, counties, states or countries as the Board of Directors may, from time to time, determine.

(B) The principal office of said corporation shall be kept in the County of Summit and State of Colorado, and unless otherwise determined by the Board of Directors, and the original books and records required to be kept by the Statutes of the State of Colorado shall be kept at the principal office of the corporation which shall be at 741 Lagoon Dr., Frisco, Colorado 80443 unless and until some other principal place of business is designated by the Board of Directors and changed according to the Statutes of the State of Colorado.

ARTICLE VII  
BOARD OF DIRECTORS

(A) The number of directors of this corporation shall be not less than three nor more than fifteen, and the Board of Directors shall manage the business of the corporation. The Board of Directors, by majority vote of the whole Board, may at any meeting of the Board sell, lease or convey any of the property or assets of the corporation, including good will, on such terms and conditions and for such considerations as the Board of Directors shall deem expedient and for the best interests of the corporation, provided the transaction does conform to Colorado law for the conduct of the affairs of a nonprofit corporation.

(B) The number of directors constituting the initial Board of Directors of the corporation shall be three persons and the names and addresses of the persons who are to serve as directors until the first annual meeting of directors, or until their successors are elected and shall qualify are:

Riichard Sabby  
PO Box 2604  
Frisco, CO 80443

Ellyn Sabby  
PO Box 1189  
Monument, CO 80132

Ron Robinson  
Suite 111  
1155 Kelly Johnson Blvd.  
Colorado Springs, CO 80920

(C) The Board of Directors shall have full power to make such prudential By-Laws as they may deem proper for the management of the affairs of this corporation, not inconsistent with the laws of the State of Colorado, and these Articles of Incorporation, and shall have the right to alter, amend and repeal the same at any regular or special meeting by majority vote of the directors present at such meeting. The Board of Directors may, from time to time, fix the salary and compensation of officers of the corporation.

(D) Personal liability of Directors shall be limited to the fullest extent allowed by Colorado Law, pursuant to CRS 7-108-402, or its successors or replacements and the By-Laws shall contain a conflict of interest statement which conforms to the Appendix A, attached.

ARTICLE VIII  
GENERAL PROVISIONS

(A) The corporation reserves the right, by vote of its directors, to amend, alter, change or repeal any provision or provisions in these Articles of Incorporation in the manner now prescribed or which may hereafter be prescribed by the Statutes of the State of Colorado, and all rights conferred on directors, directors and officers are granted subject to this reservation.

(B) The private property of the directors shall not be subject to the payment of corporate debts or obligations to any extent whatsoever.

(C) In the event of termination, dissolution or winding up of this corporation in any manner or for any reason, its remaining assets shall be applied and distributed as follows:

1. All liabilities and obligations of the corporation shall be paid and discharged or adequate provisions shall be made therefore;
2. Assets held by the corporation on condition requiring limitation of use, return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be limited, returned, transferred or conveyed in accordance with such requirement;
3. All assets not otherwise specially limited shall be distributed only to such persons, societies, organizations or corporations which are operated for the same or similar purposes as this corporation and qualify under Section 501(c)(3) of the Internal Revenue Code, or its corresponding future provisions or requirements.

(D) This corporation is not a private foundation and all the assets and earnings shall be used exclusively for the purposes herein set forth, including the payment of expenses incidental thereto, and no part of the principal and net earnings shall inure to the benefit of any individual, officer or director, and no substantial part of the activities of the corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation or for activity not in accord with the provisions of the Internal Revenue Code and its Regulations addressing Section 501(c)(3) qualifications or the provisions for corporations, contributions to which are deductible under Section 170 of the Internal Revenue Code or its corresponding future provisions.

ARTICLE IX  
INCORPORATOR

The name and address of the incorporator of this corporation is:

Riichard Sabby  
PO Box 2604  
741 Lagoon Dr.  
Frisco, CO 80443

**THESE ARTICLES HAVE BEEN E-FILED WITH THE COLORADO SECRETARY OF STATE PURSUANT TO COLORADO LAW**

Dated this February 19, 2018

FILING PARTY

Ron Robinson, Attorney for the Corporation  
1155 Kelly Johnson Blvd., Suite 111  
Colorado Springs, CO 80920

## **Appendix A**

### **Conflict of Interest Policy For Compassion-in-Action, Inc. a Colorado Non-Profit Corporation**

#### **ARTICLE I PURPOSE**

The purpose of the conflict of interest policy is to protect this tax-exempt corporation's (Corporation) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit corporations and charitable entities.

#### **ARTICLE II DEFINITIONS**

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### **ARTICLE III PROCEDURES**

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. (In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement. Instructions for Form 1023 -25- Page 26 of 38 Instructions for Form 1023 12:15 - 22-JUN-2006)

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **ARTICLE IV RECORDS OF PROCEEDINGS**

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **ARTICLE V COMPENSATION**

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **ARTICLE VI ANNUAL STATEMENTS**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Corporation is charitable and in order to maintain its federal tax

exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **ARTICLE VII PERIODIC REVIEWS**

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **ARTICLE VIII USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.