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SECRETARY OF STATE
STATE OF COLORADO

ARTICLES OF INCORPORATION

OF

NINE HEALTH SERVICES, INC.

The undersigned, desiring to form a corporation not for profit under the Colorado Nonprofit Corporation Act, do hereby sign, acknowledge and deliver the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation (to be referred to as the "Corporation") is

NINE HEALTH SERVICES, INC.

ARTICLE TWO

The period of duration of the Corporation shall be perpetual.

ARTICLE THREE

A. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time (herein referred to as the "Code"). All references to the Code in these Articles shall include all regulations promulgated under it, as amended from time to time, and any corresponding provisions of any subsequent federal tax laws and regulations.

B. The primary objectives and purposes for which the Corporation is formed are as follows:

1. To help discover medical problems that can be prevented through early detection and treatment, to provide health educational materials and information, and to promote wellness among the general public, and to that end to conduct an annual health fair to provide health screenings; and

2. To conduct or support such other activities of a charitable or educational nature as the Corporation determines are appropriate or desirable, whether or not they may be supportive of or related to the activities referred to above.

C. The Corporation is organized and shall be operated exclusively as a nonprofit corporation under the laws of the State of Colorado. Subject to the restrictions and limitations contained in these Articles, in furtherance of the foregoing purposes, the Corporation shall have and exercise all of the rights, powers, and privileges granted to nonprofit corporations by the laws of the State of Colorado, as amended from time to time. In particular, the Corporation shall have, but shall not be limited to, the following powers:

1. To solicit and receive gifts, donations, grants, contributions, devises, bequests, and other property, real or personal, of whatever kind, nature, or description;

2. To hold, manage, control, sell, transfer, mortgage, lease, invest, and reinvest its assets;

3. To invest and reinvest its assets in stock, common or preferred, bonds, debentures, mortgages, or in such

other securities and property as its board of trustees shall deem advisable, subject to the limitations and conditions contained in any gift, donation, grant, contribution, devise, or bequest provided such limitations and conditions are not in conflict with the provisions of the Code or of these Articles of Incorporation;

4. To borrow money, mortgage or pledge property, or issue bonds;

5. To provide financial support through donations, grants, loans, guarantees, services or other appropriate means to the United States, a state of the United States, any political subdivision thereof, or an organization described in Section 501(c)(3) of the Code provided that such support furthers the purposes and objectives of the Corporation; and

6. To enter into contracts of any kind in pursuit of its proper purposes.

D. The foregoing purposes and powers of the Corporation shall be subject to the following limitations:

1. No part of the net earnings of the Corporation shall be distributed to, or inure to the benefit of, any trustee, officer, agent or employee of the Corporation, or to any private individual, except that reasonable compensation may be paid for services duly rendered or goods provided, and reimbursement may be made for reasonable expenses duly incurred, to or for the Corporation in pursuit of one or more of its authorized purposes.

2. No loans shall be made by the Corporation to any trustee or officer of the Corporation. Any trustee or

elected officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

3. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

E. Notwithstanding any other provisions of these Articles, the Corporation shall at all times be operated in such a manner as will assure its qualification as: (i) an organization which satisfies all of the federal income tax requirements for exemption and is exempt from taxation pursuant to Section 501(c)(3) of the Code; (ii) an organization which is not a private foundation, in accordance with Section 509(a)(1), (a)(2) or (a)(3) of the Code; (iii) an organization, contributions to which are deductible under Section 170(c)(2) of the Code; and (iv) a non-profit corporation under the laws of the State of Colorado.

ARTICLE FOUR

If the Corporation, whether willingly or not, should become a private foundation within the meaning of Section 509(a) of the Code, then the Corporation shall, notwithstanding Article Three E(ii) above, be empowered to continue to operate,

and shall attempt in good faith to cease to be a private foundation as soon as possible. In addition, if the Corporation should become a private foundation, then the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code; the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE FIVE

Upon the dissolution of the Corporation or the winding up of its affairs, the board of trustees, after paying or making provision for the payment of all of the Corporation's debts, shall distribute the remaining assets of the Corporation to one or more organizations that have similar purposes and qualify at the time of the distribution as exempt organizations under Section 501(c)(3) of the Code, as the board of trustees shall determine. Any assets of the Corporation not so disposed of shall be distributed by the Court having jurisdiction over the probate of wills in the City and County of Denver, State of Colorado, to one or more organizations that have similar purposes and qualify at the time of distribution as exempt organizations

under Section 501(c)(3) of the Code, as said court shall determine.

ARTICLE SIX

A. The activities, property and affairs of the Corporation shall be managed and conducted by or under the supervision of a board of trustees. The board of trustees shall have and exercise through the Corporation's duly elected officers, as may be appropriate, all the powers of the Corporation, and shall make, subject to any limitations contained in these Articles of Incorporation, all bylaws, rules and regulations for the governing of the Corporation, the management of its affairs, and the election of its officers. The board of trustees may repeal, alter or amend, subject to any limitations contained in these Articles of Incorporation, all such bylaws, rules and regulations.

B. The initial number of trustees shall be three, consisting of the persons identified below, who shall serve for the term prescribed in the bylaws of the Corporation and until their successors are elected and qualified in accordance with the Articles of Incorporation and bylaws, unless they resign, die, become disabled, or are removed in accordance with the bylaws or by applicable law:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| R. Kenneth Tanning | 1089 Bannock Street Denver, Colorado 80204 |
| Colleen Brown | 1089 Bannock Street Denver, Colorado 80204 |