

ARTICLES OF INCORPORATION
OF
**ENDOWMENT FUND OF THE ROCKY MOUNTAIN CONFERENCE
OF THE UNITED CHURCH OF CHRIST, Inc.**

A COLORADO NONPROFIT CORPORATION

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Incorporation:

FIRST: The entity name of the nonprofit corporation is:

**ENDOWMENT FUND OF THE ROCKY MOUNTAIN CONFERENCE
OF THE UNITED CHURCH OF CHRIST, Inc.**

SECOND: The address of the initial principal office of the nonprofit corporation is:

1140 West 5th Avenue, Denver, CO 80204

THIRD: The name and the business address of the initial registered agent for service of process on the nonprofit corporation is:

The Rev. Dr. Tom O. Rehling, 1140 West 5th Avenue, Denver, CO 80204

FOURTH: The nonprofit corporation will not have voting members.

FIFTH: Purpose: This corporation is organized exclusively for religious, charitable 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. More specifically, the corporation will at all times be operated for the purposes of soliciting, receiving, investing and distributing funds in support of ministries of the Rocky Mountain Conference of the United Church of Christ or any direct successor organization within the United Church of Christ, or any organization of which the United Church of Christ may become a part through merger or acquisition.

SIXTH: Distribution of Assets on Dissolution: Upon the dissolution of the Corporation, assets shall be distributed to the Conference, or to the successor of the Conference, or, in the event that the Conference or a successor is not then existent, to the national United Church of Christ or its successor, only for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended (or comparable provision of any future federal revenue law). Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in 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, which are organized and operated exclusively for purposes consistent with those of this Corporation.

SEVENTH: Limitations: No part of the net earnings of the organization shall be used for the benefit of, or be distributable to its trustees, officers, or other private persons, except that the organization shall

be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

EIGHTH: Relationship of Trustees to Corporation: There shall be no liability for the acts or omissions of any Officer or Trustee of the Corporation in any proceeding brought by or in the right of the Corporation, unless otherwise provided by the laws of the State of Colorado. The Corporation shall indemnify to the extent provided in the Bylaws all trustees and officers of the Corporation with respect to any claims asserted against them or liability incurred by them in acting for the Corporation. No trustee of the Corporation shall have any personal liability to the Corporation for monetary damages for breach of fiduciary duty as a trustee, except: the foregoing shall not eliminate or limit the liability of a Trustee to the Corporation for monetary damages for (1) any breach of the Trustee's duty of loyalty to the Corporation; (2) any acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (3) acts specified in the Colorado Non-profit Corporation Act Section 7-128-403 relating to unlawful distributions of Section 7-128-501 relating to conflicting interest transactions, (4) any transaction from which the trustee directly or indirectly derived an improper personal benefit, or (5) any acts or omissions for which the Bylaws specifically provide for liability of a Trustee.

NINTH: Incorporators: The names and addresses of the Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
_The Rev. Dr. Tom O. Rehling_____	_____ _____
_Trustee #1_____	_____ _____
_Trustee #2)_____	_____ _____

I hereby certify that the above represents the action of the Board of Trustees of the Endowment Fund of the Rocky Mountain Conference of the United Church of Christ, taken at a special meeting on the _____ day of _____, 2008.

THE REV. DR. TOM O. REHLING
SECRETARY

DATE