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ARTICLES OF INCORPORATION

FILED

AUG 16 1985

STATE OF COLORADO  
DEPARTMENT OF STATE

THE UNDERSIGNED persons, acting as incorporators of a corporation under the Colorado Nonprofit Corporation Act, sign and acknowledge the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is **MANNA - THE DURANGO SOUP KITCHEN**, a Colorado Non-Profit Corporation.

SECOND: The period of duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is any lawful purpose which would not defeat the non-profit status of this organization. Said corporation is organized exclusively for charitable and religious 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The address of the initial registered office of the corporation in Colorado is 140 E. Park Avenue, Durango, Colorado 81301 and the name of its initial registered agent at such address is Helen Miller.

FIFTH: Address of the principal office is 140 E. Park Avenue, Durango, Colorado 81301.

SIXTH: The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as the initial directors are:

- |                   |   |
|-------------------|---|
| Thomas R. Bringer | 2430 County Road 203 #38<br>Durango, Colorado 81301 |
| Thomas Lorenz     | 1421 Florida Road<br>Durango, Colorado 81301        |
| Helen Miller      | 140 E. Park Avenue<br>Durango, Colorado 81301       |



SEVENTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

EIGHTH: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for chari-

table, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of general 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 such purposes.

Incorporator:

Gerald B. McDaniel  
GERALD B. MC DANIEL  
Post Office Box 1157  
Durango, Colorado 81302-1157  
(303) 247-1113

STATE OF COLORADO )  
                                  ) ss.  
COUNTY OF LA PLATA )

Subscribed and sworn to before me this 13<sup>th</sup> day of August, 1985.

WITNESS my hand and official seal.

My commission expires: 6-30-89

Catherine L. Bailey  
NOTARY PUBLIC

1040 Main Durango, Co  
Business Address