

# ARTICLES OF INCORPORATION OF BIRTHSMART

The undersigned persons do hereby associate ourselves together for the purpose of forming a nonprofit corporation, pursuant to the provisions of the Colorado Revised statutes, Title 7, articles 121-137.

## Article I

The name of the corporation shall be **BirthSmart**. The principal address of the corporation shall be **c/o Two Rivers Birth – 749 Rood Ave Suite B, Grand Junction, Colorado, 81501 in Mesa County**.

## Article II

The period of duration of said corporation shall be perpetual.

## Article III

Said corporation is organized and shall be operated exclusively for **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 of 1986, or the corresponding provision of any future United States Internal Revenue Law.

## Article IV

The business and purpose of the corporation shall be to **educate pregnant women and the community as to the goods, services, and resources available for creating an empowered and healthy birth experience for mothers and babies**.

## Article V

The registered agent of said corporation shall be The Secretary, and the registered office of the corporation in Colorado **c/o Two Rivers Birth – 749 Rood Ave Suite B, Grand Junction, Colorado, 81501 in Mesa County**.

## Article VI

The name and address of the incorporator of said corporation is as follows:  
**c/o Two Rivers Birth – 749 Rood Ave Suite B, Grand Junction, Colorado, 81501 in Mesa County**.

## Article VII

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 Third hereof. No substantial part of the activities of the corporation shall be the carrying 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 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 (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, or the corresponding provision of any future United States Internal Revenue Law or federal tax code.

#### **Article VIII**

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 federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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, which are organized and operated exclusively for such purposes.

#### **Article IX**

The number of directors constituting the initial board of directors shall be at least **two**.

#### **Article X**

The corporation shall not have voting members other than the Board of Directors.

#### **Article XI**

Subject to the limitations contained in these Articles of Incorporation, and to the provisions of law requiring corporate action to be exercised, authorized, or approved by the members of the corporation, all the lawful powers of the corporation shall be vested in and exercised by or under the authority of the board of directors, and the business and affairs of the corporation shall be conducted and controlled by such board.

#### **Article XII**

The articles may be amended in the manner provided under the Colorado Revised Nonprofit Corporation Act in effect at the time of amendment, and as prescribed by the corporate by-laws.

#### **Article XIII**

The initial by-laws of the corporation shall be adopted by the board of directors. The powers to alter, amend, or repeal the by-laws or to adopt new by-laws shall be vested in the board of directors.