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Articles of Incorporation for a Nonprofit Corporation

filed pursuant to § 7-122-101 and § 7-122-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the nonprofit corporation is A Safe Place in Pagosa, Inc.
(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the nonprofit corporation's initial principal office is

Street address 136 Blue Jay Circle
(Street number and name)
Pagosa Springs CO 81147
(City) (State) (ZIP/Postal Code)
United States
(Province – if applicable) (Country)

Mailing address P.O. Box 5913
(leave blank if same as street address) (Street number and name or Post Office Box information)
Pagosa Springs CO 81147
(City) (State) (ZIP/Postal Code)
United States
(Province – if applicable) (Country)

3. The registered agent name and registered agent address of the nonprofit corporation's initial registered agent are

Name Branch Michael C
 (if an individual) *(Last) (First) (Middle) (Suffix)*

OR
 (if an entity)
(Caution: Do not provide both an individual and an entity name.)

Street address 482 Lewis Street
(Street number and name)
Pagosa Springs CO 81147
(City) (State) (ZIP Code)

Mailing address
(leave blank if same as street address)

P.O. Box 1333
(Street number and name or Post Office Box information)

Pagosa Springs CO 81147
(City) (State) (ZIP Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name
(if an individual) Brown Patricia
(Last) (First) (Middle) (Suffix)

OR

(if an entity)
(Caution: Do not provide both an individual and an entity name.)

Mailing address 136 Blue Jay Circle
(Street number and name or Post Office Box information)

Pagosa Springs CO 81147
(City) (State) (ZIP/Postal Code)
United States
(Province – if applicable) (Country)

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

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. *(If the following statement applies, adopt the statement by marking the box.)*

The nonprofit corporation will have voting members.

6. Provisions regarding the distribution of assets on dissolution:

See attachment

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

This document contains additional information as provided by law.

8. (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)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes. This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

9. The true name and mailing address of the individual causing the document to be delivered for filing are

<u>Brown</u>	<u>Patricia</u>		
(Last)	(First)	(Middle)	(Suffix)
<u>136 Blue Jay Circle</u>			
(Street number and name or Post Office Box information)			
<hr/>			
<u>Pagosa Springs</u>	<u>CO</u>	<u>81147</u>	
(City)	(State)	(ZIP/Postal Code)	
<u>United States</u>			
(Province – if applicable)	(Country)		

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

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

A Safe Place in Pagosa, Inc. Additional Incorporator: Carolyn Pascal 292 East Golf
Place Pagosa Springs, CO 81147

A Safe Place in Pagosa, Inc. Additional Individual causing this document to be filed:
Carolyn Pascal 292 East Golf Place Pagosa Springs, CO 81147

ARTICLES OF INCORPORATION

OF

A SAFE PLACE IN PAGOSA, INC.

(a non-profit corporation)

The undersigned natural person, being more than eighteen (18) years of age, desiring to form a corporation under and in pursuant of Title 7, Articles 121 to 137, Colorado Revised Statutes, does hereby make, execute and acknowledge the Articles of Incorporation.

ARTICLE 1

Name

The name of the corporation is *A SAFE PLACE IN PAGOSA, INC.*

ARTICLE 2

Period of Duration

This corporation shall have perpetual existence.

ARTICLE 3

Purposes

The purpose for which the Corporation is formed is to establish and operate a residential home for adults with developmental disabilities in the Pagosa Springs, Colorado community, within the meaning of Section 501© (3) of the Internal Revenue Code of 1954, as amended from time to time.

Within the limitations, guidelines and restrictions of the above-described Internal Revenue Code Section, the Corporation may receive gifts for the establishment and management of said home, to provide assistance for those residents who are unable to pay their regular tuition and such ancillary costs as deemed necessary to provide appropriate living expenses and services to residents of said home.

ARTICLE 4

Powers

The corporation and its officers and Directors shall have all of the powers granted non-profit corporations under Title 7, Articles 121 to 137, Colorado Revised Statutes. Specifically, but not by way of limitation, the corporation, its officers and Directors, shall have discretionary power and authority.

4.1 To take, and hold, by bequest, gift, purchase, lease, or otherwise, either absolutely or in trust, for any purposes, any property, real, personal or mixed, without limitation as to amount or value; provided, however, that the Directors shall, in their sole discretion, have power to refuse to receive any funds, monies, securities or property of whatever nature, bequeathed, devised or given to the corporation for any reason whatever.

4.2 To own (and while the owner of any stocks, bonds, securities, notes or other evidences of indebtedness created or issued by any corporation or association organized under the laws of the State of Colorado, or of any other states, county, nation or government, to exercise and enjoy all of the rights, powers and privileges of ownership, including the right to vote in respect thereof, with power to designate some party for that purpose from time to time to the same extent that natural persons might or could do), or operate, use, enjoy, manage, improve, mortgage, pledge, lease assign, sell or otherwise dispose of any such property, without any duty on any person dealing with the corporation to see to the application of any money or other property delivered to it, and free from all investment restrictions, whether imposed by statutes or State Constitution or otherwise; to change and vary the investments of the corporation from time to time, and to invest and reinvest its funds in any securities or property deemed proper by its Directors for such investment; and in general to deal with and expand the property and funds of the corporation for the purposes thereof in such manner as in the judgment of its Directors, by majority vote, will best promote its purposes.

4.3 To make, enter into and perform contracts of every kind and description, necessary, advisable or expedient in carrying out the purposes of the corporation, with any person, firm, association, corporation, municipality, body politic, county, state or government.

4.4 To distribute the income and part or all of the assets of the corporation in the accomplishment of the objects and purposes of the corporation to such persons and organizations as the Directors find to be proper recipients (provided, however, that in making such distributions, the provisions of the Internal Revenue Code of 1954, as amended, are not violated) and, upon any distribution of all the assets, to finally dissolve the corporation.

ARTICLE 5

Limitations

Notwithstanding anything in Article 4 or elsewhere in these Articles of Incorporation to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations described in Section 501© (3) of the Internal Revenue Code of 1954, as amended from time to time.

ARTICLE 6

Prohibition of Profit to Director, Officer or Employee

No Director, officer or employee of the corporation, no person from whom the corporation may receive any property or funds, and no members of the family of such Director, officer or employee or person shall receive, or be lawfully entitled to receive any pecuniary profit from the operations thereof, and in no event and under no circumstances shall any part of the assets of the corporation, whether principal, income or accumulations be paid as salary or compensation to, or be distributed to, or inure to the benefit of any of the Directors or their successors, or any person who shall contribute any money or other property to the corporation or any member of the family of such person provided, however:

6.1 That reasonable compensation may be paid an accounting firm/person selected by the Corporation Board of Directors, and to agents and employees of the corporation for services rendered in affecting one or more of the purposes of the corporation, and

6.2 That any Director or officer may, from time to time, be reimbursed for his or her actual and reasonable expenses incurred in connection with the administration of the affairs of the corporation. No payment shall be made or any act performed by any Director, officer, employee or agent of the corporation which shall be an act classified as a "prohibited transaction" for organizations claiming exemption from taxation under the provisions of the Internal Revenue Code of 1954, as amended.

ARTICLE 7

Distribution of Dissolution

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501©(3) of the Internal Revenue Code of 1954, as amended, as shall be selected by the Board of Directors.

ARTICLE 8

Initial Board of Directors

The number of Directors constituting the initial primary Board of Directors shall be two. The names and addresses of these persons are listed as follows:

Patricia Brown
136 Blue Jay Circle
Pagosa Springs, CO 81147

Carolyn Pascal
292 East Golf, Unit A
Pagosa Springs, CO 81147

Patricia Brown 11/20/2014

Carolyn Paschal 11/20/2014

ARTICLE 9

Registered Office and Registered Agent

The address of the registered office of the corporation shall be 482 Lewis Street, Pagosa Springs, Colorado. The name of its initial registered agent at such address is **Michael C. Branch** whose consent to such appointment is hereby confirmed.

Michael C. Branch, registered agent

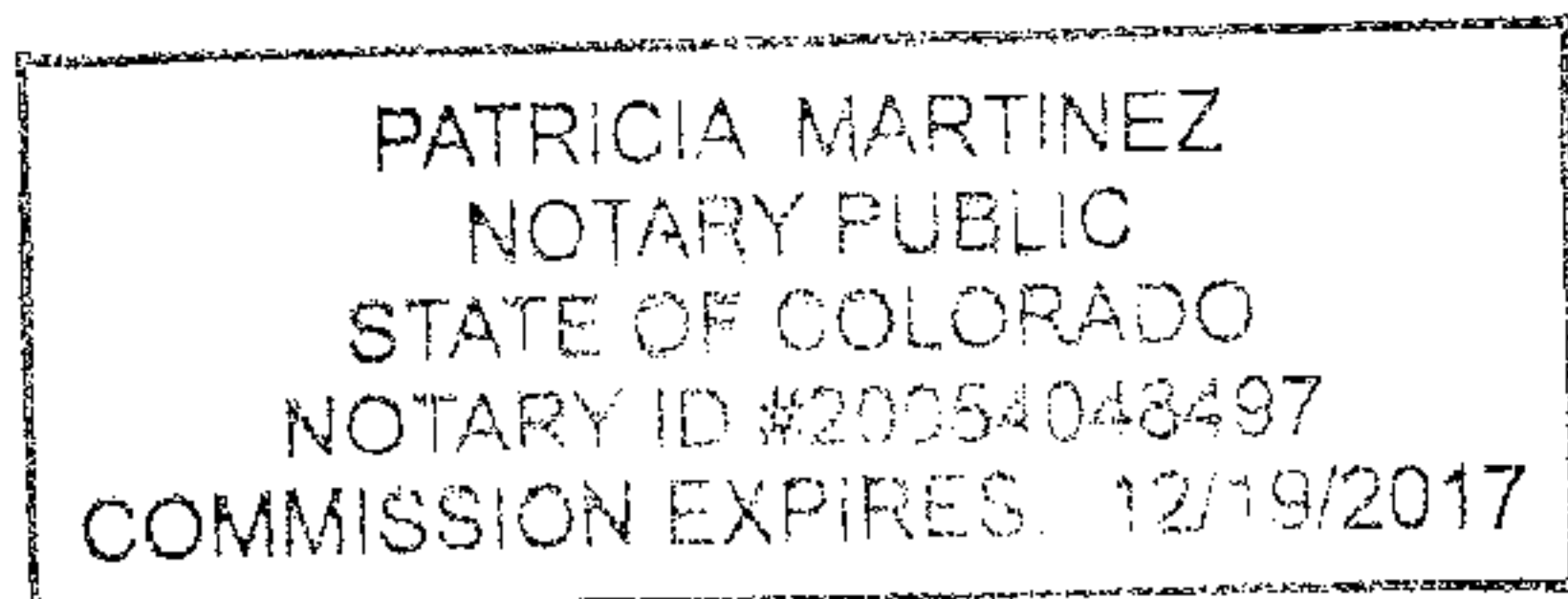
Certificate of Acknowledgment of Notary Public

State of Colorado)

) SS

County of Archuleta)

The forgoing instrument was acknowledged before me this 21st day of November, 2014 by Michael C. Branch.



WITNESS my hand and official seal.

Notary Signature *Patricia Martinez*

Notary printed name PATRICIA MARTINEZ

[NOTARY SEAL]

Notary Public for the State of COLORADO

My commission expires 12-19-17