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Articles of Incorporation of the Colorado Bar Foundation, Incorporated

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Articles of Incorporation of the Colorado Bar Foundation, Incorporated

ARTICLES OF INCORPORATION OF THE COLORADO BAR FOUNDATION, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS, That we, Jean S. Breitenstein, Richard P. Brown, Joseph G. Hodges and D. W. Strickland, Jr., all of whom are citizens of the United States of America, of full age, and residents of the City and County of Denver and State of Colorado, and all of whom are attorneys at law, having heretofore been licensed to practice law by the Supreme Court of the State of Colorado, and all of whom are members of the Colorado Bar Association, have this day, pursuant to Chapter 124 of the 1951 Session Laws of the State of Colorado (Article 13, Chapter 41, 1935 Colorado Statutes Annotated, as amended), associated ourselves, and do hereby and by this Certificate of Incorporation, unite and associate ourselves together for the purpose of forming a corporation not for pecuniary profit under the laws of the State of Colorado, and for the uses and purposes hereinafter set forth.

ARTICLE I

The name of this corporation shall be: COLORADO BAR FOUNDATION, INCORPORATED, hereinafter referred to as the Foundation.

ARTICLE II

The term for which this corporation shall exist is perpetual.

ARTICLE III

The location and principal office of the Foundation shall be in the City and County of Denver and State of Colorado, and if determined to be practicable by the Board of Trustees, the principal office shall be housed with the principal office of the Colorado Bar Association.

ARTICLE IV

The Foundation is organized and shall be operated exclusively for educational and charitable purposes, for the promotion and advancement of jurisprudence, and for the promotion of the administration of justice in the State of Colorado exclusively through education, scientific research, and the dissemination of educational information to practicing attorneys in the State of Colorado and to the members of the general public. To effectuate these purposes, the Foundation although not limited to the following, shall have, in addition to the powers granted to corporations under the laws of the State of Colorado, the following specific powers:

(1) To take and hold by bequest, gift, devise, grant, purchase, lease or otherwise, either absolutely or jointly with any other person or persons or corporation, for any of the purposes hereinabove set forth, any property, real, personal or mixed, or any undivided interest therein without limitation as to amount or as to value, and without limitation as to the nature of the estate taken, whether it be in fee or a lesser estate; to convey, sell or otherwise dispose of such property, including the execution of leases; to take, use and enjoy the rents, issues and profits from said property; and to invest, reinvest and deal with the same in such manner as in the judgment of the Board of Trustees will best promote the purposes of this Foundation, subject, however, to such limitation, if any, as are or may be prescribed by statute but, on the other hand, completely without and free from such restrictions as may be imposed by the laws of the State of Colorado or the laws of any other jurisdiction as being applicable to the investment of trust funds by trustees or other fiduciaries.

(2) To apply its income to the use of the Colorado Bar Association, exclusively for charitable, scientific, literary or educational purposes; or to apply its income to any other corporation, trust, fund or foundation whose purposes and operations are exclusively charitable, scientific, literary or educational; and to apply its income to any of the other purposes set forth in this ARTICLE IV

(3) To foster and maintain the honor and integrity of the profession of the practice of law; and to promote and enforce conformance with the canons of ethics.

(4) To improve and to facilitate the administration of justice and to foster the advancement of jurisprudence in general.

(5) To promote the study of the law and research therein, to advance, diffuse and disseminate to members of the Bar and to the general public, knowledge of the law, and to promote the continuing education of lawyers.

(6) To cause to be published and distributed literary works on legal subjects such as addresses, reports and treatises, including reports of cases decided by Courts and Boards.

(7) To acquire and maintain a law library.

(8) To acquire, preserve and exhibit rare books and documents, objects of art and items of historical interest having legal significance or bearing on the administration of justice.

(9) To relieve, aid and assist as charitable acts, deserving members of the Colorado Bar Association who shall be ill, incapacitated or superannuated and in need of aid, provided, however, that no part of the net earnings as such of the corporation shall inure to the benefit of any private members or individual and provided further that the corporation shall not engage in, nor shall any of its funds or property be used in carrying on propaganda for, or otherwise attempting to influence, legislation.

(10) To invest in, acquire, hold, mortgage, pledge, hypothecate, resell, exchange, transfer or otherwise dispose of securities of any nature and exercise all the rights, powers and privileges of ownership thereof, including the right to vote thereon for any and all purposes.

(11) To receive, manage and execute trusts; to act as Trustee of trusts or otherwise act in a fiduciary capacity; to become a beneficiary of insurance policies and annuities.

(12) To create chairs of learning, professorships, instructorships, fellowships, grants-in-aid and scholarships and to endow the same and others of similar character;

(13) To borrow money and to secure the same; to lend money with or without security therefor and on such terms as the Board of Trustees may determine.

ARTICLE V

Notwithstanding the powers set forth in ARTICLE IV hereinabove, the Foundation shall not have the power to invade the principal or the corpus of funds which it may acquire except upon dissolution as hereinafter provided; but nothing in this Article should be construed to prevent the Foundation from investing and reinvesting its funds in any kind of property.

ARTICLE VI

The business of the Foundation shall be managed and conducted by a board of five Trustees who, during their terms of office, shall be members of the Colorado Bar Association. The members of the Board of Trustees, as their term of office expires, shall be elected for three year terms by the Board of Governors of the Colorado Bar Association at the annual meeting of the Board of Governors beginning with the meeting in 1954. The names of those comprising the first Board of Trustees, to serve as provided for hereinbelow or until their successors shall have been determined, appointed, or elected and qualified, are as follows:

William R. Kelly, Greeley, Colorado
James K. Groves, Grand Junction, Colorado
Thomas M. Burgess, Colorado Springs, Colorado
Milton J. Keegan, Denver, Colorado
William Hedges Robinson, Denver, Colorado

The first two members of the initial Board of Trustees, in the order in which they are named in this Article, shall hold office for a term of one year or until their successors are elected; the second two so named shall hold office for a term of two years or until their successors are elected; and the last person so named shall hold office for a term of three years or until his successor is elected. Vacancies caused by death or resignation may be filled at any time for the unexpired term of the decedent by the remaining members of the Board of Trustees.

ARTICLE VII

The Board of Trustees shall have the power to make, amend and repeal by-laws and regulations for the government of the Foundation, for the orderly conducting of its affairs and management of its property, and fixing the time and place for special meetings of the members. The Board shall have the power to delegate to the officers of the Foundation the right to convey or encumber all or any part of the property of the Foundation, and until changed by amendment of this Certificate, the President of the Board or the Vice President is authorized to execute instruments of conveyance or encumbrance, such execution to be attested by the Secretary or Treasurer, subject, however, to the restriction, which shall not be removed by any amendment of these Articles, that no member of the Foundation shall be given, or be deemed over to have, any proprietary interest in the property or assets of this Foundation, whether during the term of its existence or as an incident to its dissolution.

ARTICLE VIII

The members of the Foundation shall be divided into two classes—the first being designated as Regular Members who shall be all active, associate and honorary members of the Colorado Bar Association, and the second class shall be designated as Voting Members and shall be all of the duly elected members of the Board of Governors of the Colorado Bar Association during their respective terms of office. The Foundation shall not issue capital stock, but may issue membership certificates to the Regular Members. The annual meeting of the Foundation shall be held, unless otherwise directed by the Board of Trustees, at the same place and during the period set for the meeting of the Board of Governors of the Colorado Bar Association which immediately precedes the annual meeting of the Colorado Bar Association.

ARTICLE IX

(a) No officer, trustee or member of the Foundation, as such, shall at any time receive or become entitled to receive any pecuniary profit from the Foundation; provided, however, that compensation may be paid for any services rendered to the Foundation by any officer, trustee, member, agent or employee or any other person or corporation pursuant to authorization by the Board of Trustees.

(b) No distribution of the property of the Foundation shall be made until all debts are fully paid, and then only upon its final dissolution and surrender of organization and name, nor shall the Foundation be dissolved or distribution made except by the vote of two-thirds of all of the Voting Members of the Foundation as defined in ARTICLE VIII hereinabove.

(c) Upon distribution, any assets remaining shall be transferred to the Colorado Bar Association either as general endow-

ment, if the Board of Trustees of the Foundation shall so direct, or for such restricted charitable, educational or scientific purpose or purposes as said Board may designate in the instrument of transfer or in concurrent writing; provided that if, at the time of dissolution of the Foundation, the Board of Trustees of the Foundation shall determine that the Colorado Bar Association is unable or unwilling to accept such transfer or effectively carry out the purposes to be accomplished thereby, then said Board may transfer said remaining assets or any part thereof to any institution or institutions as it may select for charitable, educational or scientific uses, subject to such restrictions on such uses as it may fix.

(d) Members of the Board of Trustees and officers appointed by them pursuant to the terms hereof shall not be personally liable for acts performed in good faith, nor shall they or any of them be liable for non-feasance or mis-feasance in the performance of their duties or acts hereunder, but they shall be liable only in the case of mal-feasance. The Foundation shall indemnify the members of its Board of Trustees, officers and employees against any and all expense, including attorney's fees and liability expense sustained by them or any of them, in connection with any suit or suits which may be brought against said members of the Board of Trustees, officers and employees, involving or pertaining to any of their official acts or duties (whether it be alleged that same are ultra vires or otherwise) and in which suit or suits no personal liability is finally established against them incident to any act of mal-feasance; and this provision shall not be deemed to prevent compromise of any such litigation where the compromise is deemed advisable in order to prevent greater expense or cost in the defense of any such litigation.

ARTICLE X

The Board of Trustees of the Foundation may meet and transact the business of the Foundation either at the principal place of business herein designated or at such other place within or without the State of Colorado as may be designated by resolution of the Board of Trustees.

ARTICLE XI

These Articles of Incorporation, as permitted by the laws of the State of Colorado, may be amended from time to time and in any respect with the exception that the purposes of the Foundation as herein expressed may not be changed, and with the further exception that the provisions of ARTICLE V may not be changed. Any amendment made must be authorized by the vote of at least two-thirds of the Voting members at any meeting called for the purpose of considering any such proposed amendment or amendments, upon written notice given to such Voting Members of the Foundation as may be provided in the By-laws.

IN WITNESS WHEREOF, we have hereunto set our hands and seals as of the 9th day of October, 1953.

S/ JEAN S. BREITENSTEIN (SEAL)
S/ RICHARD P. BROWN (SEAL)
S/ JOSEPH G. HODGES (SEAL)
S/ D. W. STRICKLAND, JR. (SEAL)

STATE OF COLORADO }
City and County of Denver } ss.

On this 9th day of October, A. D. 1953, before me, a Notary Public within and for said City and County of Denver and State of Colorado, personally appeared JEAN S. BREITENSTEIN, RICHARD P. BROWN, JOSEPH G. HODGES and D. W. STRICKLAND, JR., who are known to me to be the same persons who subscribed the foregoing instrument in writing and they acknowledged that they executed the same as their free act and deed for the uses and purposes therein set forth.

WITNESS my hand and notarial seal.

My Commission expires August 30, 1954.

(SEAL) S/ MARGUERITE RATCLIFFE,
Notary Public.

UNITED STATES OF AMERICA }
STATE OF COLORADO } ss. CERTIFICATE

I, Homer M. Bruce, Secretary of State of the State of Colorado, do hereby certify that the annexed is a full, true, and complete copy of the original Certificate of Incorporation of COLORADO BAR FOUNDATION, INCORPORATED, filed in this office on the 9th day of October, A. D. 1953, and admitted to record.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Colorado, at the City of Denver, this 9th day of October, A. D. 1953.

HOMER M. BRUCE,
Secretary of State.
S/ TED BACH, Deputy.

(SEAL)

BOOK TRADERS' CORNER

Colonel Kenaz Huffman of 1960 Forest Street in Denver offers for sale sets of the Colorado Session Laws, Colorado Reports, U. S. Code, Annotated, and American Jurisprudence.

George V. Kempf of Montrose also offers for sale Vols. 1 through 13 and Vol. 21 of the Colorado Appeals; Vols. 1 through 38, 40 through 43, 62, 105, 107, and 117 of the Colorado Reports.

Mr. Kempf is also interested in acquiring a complete set of the Atlantic Reports and can be reached at P. O. Box 556, Montrose, Colorado.