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Articles of Incorporation for the  
***Tenth Mountain Division Living History Display Group.***

The undersigned person(s), the majority of whom are citizens of the United States, acting as the incorporator(s) of a nonprofit corporation in accordance with CRS 7-122-101, hereby deliver to the Colorado Secretary of State these Articles of Incorporation pursuant to statute, and do hereby certify the following:

Article 1

The name of the Corporation shall be ***Tenth Mountain Division Living History Display Group.*** The place in this state where the principal office of the Corporation is to be located is the unincorporated community of Highlands Ranch, Douglas County. The mailing address of the principal office shall be **547 East Bexley Lane, Highlands Ranch, CO 80126-3532.**

Article 2

The name of the Registered Agent shall be **David J. Little**, an individual resident of Colorado. The mailing address of the Registered Agent shall be **547 East Bexley Lane, Highlands Ranch, CO 80126-3532.** The chairperson of the board of directors shall function as the Registered Agent for all functions and duties, and shall maintain copies of all required documents as specified by law, unless the directors appoint a separate agent.

Article 3

The signature of the Registered Agent consenting to such an appointment:

X \_\_\_\_\_

Article 4

The effective date of this incorporation shall be January 1, 2001 at 12:01 a.m.

Article 5

The name(s) and address(es) of the person(s) who is(are) the initial trustee(s) of the Corporation are as follows:

Name: David J. Little  
Address: 547 East Bexley Lane,  
Highlands Ranch, CO 80126-3532

Article 6

The Corporation shall be a voting membership organization, open to any and all who share the goals of the Corporation, and maintain current annual dues and membership registration with the Corporation. The Corporation shall not discriminate against any individual because of race, creed, color, gender, religious affiliation, sexual orientation or national origin.

Article 7

The membership dues shall be set at \$10.00 (U.S.) per calendar year. Proration of dues for less than full year membership shall not occur. Members who resign from the Corporation shall not receive a refund for dues paid. Members who are removed from the membership roles involuntarily shall receive a full refund for dues paid for the current calendar year. The Board of Directors may waive membership dues in recognition of specific service rendered to the Corporation. Members may be removed from membership for acts considered not to be in the interest of the Corporation; for acts that deliberately misrepresent the goals of the Corporation; or for acts that expose the Corporation to civil or criminal liability. The Board of Directors, upon notification of such a potential situation and after careful, thoughtful consideration, may interview the concerned individual and appropriate witnesses, and may elect to remove an individual from the roles of active membership.

Article 8

The purpose of the Tenth Mountain Division Living History Display Group is:

- To promote and foster the education of the public regarding the history and contributions of the 10<sup>th</sup> Mountain Division (a unit of the U.S. Army) in WW II through the Living History format.
- To encourage communications amongst members and other interested parties by collecting, distributing, and publishing information about all aspects of the Division.
- To develop and maintain a library and database for the use of Association members in creating an accurate Living History portrayal.
- To identify and preserve the historical artifacts, traditions and histories of those who served in or with the Division, and to pass those traditions on to future generations.
- To bring members together at periodic gatherings to share information about the Division, and to improve the quality of the educational displays.

- To support the activities of the veterans of the Division in regards to other education and preservation efforts, including but not limited to the 10<sup>th</sup> Mountain Division Resource Center, the Denver Public Library and the Colorado Historical Society.
- To encourage and support the development of educational displays and programs in public and private institutions that relate to the 10<sup>th</sup> Mountain Division in WW II.

Said Corporation is organized under the Colorado Nonprofit Corporation Act for public education and charitable 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 the corresponding section of any future federal tax code.

#### Article 9

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 Eight 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 or in opposition to 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### Article 10

This Corporation shall have perpetual existence.

#### Article 11

The said Corporation has, and shall have, no Capital Stock.

#### Article 12

The Corporation elects to be governed by all provisions of the Colorado Nonprofit Corporation Act not otherwise applicable to it under of the Colorado Corporations Code. The governing body shall be the Board of Directors, elected by the membership of the Corporation in an annual meeting held in the first quarter of each calendar year. The term of office of each member of the Board shall be 3 years. The four members of the Board shall each have one of the following additional duties as Officers of the Corporation:

President  
Vice President

Secretary/Treasurer  
Publicist/BLIZZARD Editor

The Board shall determine the plan of action for the Corporation, and the individual Officers shall be charged with implementing said plan. In the event of incapacitating illness, the Board may appoint an acting member to replace an incapacitated member, who is to function until the next scheduled annual meeting. All current and active members of the Corporation are eligible to serve as a member of the Board.

Article 13

Upon the dissolution of the Corporation, assets shall be distributed at the discretion of the Board of Directors, to the 10<sup>th</sup> Mountain Division Foundation (a Colorado nonprofit corporation) for the promotion and advancement of goals of the said organization, 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.

In witness whereof, I have hereunto subscribed my name this 21st day of November 2000.

X \_\_\_\_\_

David J. Little

Incorporator