



Colorado Secretary of State  
Date and Time: 01/14/2009 10:24 AM  
ID Number: 20091029557  
Document number: 20091029557  
Amount Paid: \$50.00

Document must be filed electronically.  
Paper documents will not be accepted.  
Document processing fee  
Fees & forms/cover sheets  
are subject to change.  
To access other information or print  
copies of filed documents,  
visit [www.sos.state.co.us](http://www.sos.state.co.us) and  
select Business Center.

\$50.00

ABOVE SPACE FOR OFFICE USE ONLY

### 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

Early Learning Ventures

*(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

6400 S. Fiddlers Green Circle

*(Street number and name)*

Englewood

*(City)*

CO

*(State)*

80111

*(ZIP/Postal Code)*

United States

*(Country)*

*(Province – if applicable)*

Mailing address

*(leave blank if same as street address)*

*(Street number and name or Post Office Box information)*

*(City)*

*(State)*

*(ZIP/Postal Code)*

*(Province – if applicable)*

*(Country)*

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

Name

*(if an individual)*

Merage

*(Last)*

David

*(First)*

*(Middle)*

*(Suffix)*

**OR**

*(if an entity)*

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

Street address

6400 S. Fiddlers Green Circle

*(Street number and name)*

Englewood

*(City)*

CO

*(State)*

80111

*(ZIP Code)*

**Mailing address**

(leave blank if same as street address)

\_\_\_\_\_  
(Street number and name or Post Office Box information)

\_\_\_\_\_  
(City)

CO  
(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)

Lainez

Cindy

(Last)

(First)

(Middle)

(Suffix)

**OR**

(if an entity)

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

Mailing address

6400 S. Fiddlers Green Circle

(Street number and name or Post Office Box information)

Englewood

CO

80111

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

- ☒ Provisions regarding the distribution of assets on dissolution are included in an 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

Lainez	Cindy		
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
6400 S Fiddlers Green Circle			
<small>(Street number and name or Post Office Box information)</small>			
<hr/>			
Englewood	CO	80111	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
	United States		
<small>(Province – if applicable)</small>	<small>(Country)</small>		

*(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).

**ATTACHMENT TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**Early Learning Ventures**  
**(a Colorado nonprofit corporation)**

**ARTICLE I**

Purposes and Restrictions

A. The corporation is organized exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or the corresponding section of any future federal tax code ("Code"). The corporation may carry on any other lawful activity consistent with the Code, the provisions of these Articles and the Colorado Revised Nonprofit Corporation Act ("Act").

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its officers, directors, 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 these Articles. 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 Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

C. Upon dissolution of the corporation, its remaining assets shall be distributed to the David and Laura Merage Foundation. If the David and Laura Merage Foundation is no longer in existence or no longer qualified as a nonprofit organization under Section 501(c)(3) of the Code, then the remaining assets of the corporation shall be distributed to the Sabrina Merage Foundation. If the Sabrina Merage Foundation is no longer in existence or no longer qualified as a nonprofit organization under Section 501(c)(3) of the Code, then the remaining assets of the corporation shall be distributed to the Jonathan Merage Foundation. If the Jonathan Merage Foundation is no longer in existence or no longer qualified under Section 501(c)(3) of the Code, then the remaining assets of the corporation shall be distributed to the Andre and Katherine Merage Foundation – Colorado. If the Andre and Katherine Merage Foundation – Colorado is no longer in existence or no longer qualified as a nonprofit organization under Section 501(c)(3) of the Code, then the remaining assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations as such court shall determine which are organized and operated exclusively for such purposes.

D. Notwithstanding any other provision of these Articles of Incorporation, if the corporation is at any time a private foundation as defined in Section 509 of the Code, the following provisions shall apply:

i. The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to the tax imposed under Section 4942 of the Code.

ii. The corporation shall not engage in any act of self dealing, as defined in Section 4941(d) of the Code.

iii. The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code.

iv. The corporation shall not make any investments in such a manner as to subject it to the tax imposed under Section 4944 of the Code.

v. The corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code.

vi. The corporation shall not engage in the carrying on of propaganda, or otherwise attempting to influence legislation.

## **ARTICLE II**

### **Elimination of Certain Liabilities of Directors**

There shall be no personal liability, either direct or indirect, of any director of the corporation to the corporation or its members for monetary damages for any breach of fiduciary duty as a director; provided that this provision shall not eliminate the liability of a director to the corporation or its members for monetary damages for any breach, act, omission or transaction as to which the Act (as in effect from time to time) expressly prohibits the elimination of liability. This provision shall not limit the right of directors of the corporation for indemnification as described in the Bylaws, nor shall it restrict the operation of Sections 13-21-116(2)(b) and 13-21-115.7(b)(2) of the Act (eliminating the liability of directors except for wanton and willful acts or omissions) or any other law limiting or eliminating directors' liability. Any repeal or modification of the foregoing provisions of this Article by the corporation or any repeal or modification of a provision of the Act which permits the elimination of liability of directors by this Article shall not affect adversely any elimination of liability, right or protection of a director of the corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.



Colorado Secretary of State  
Date and Time: 02/25/2021 10:26 AM  
ID Number: 20091029557

Document must be filed electronically.  
Paper documents are not accepted.  
Fees & forms are subject to change.  
For more information or to print copies  
of filed documents, visit [www.sos.state.co.us](http://www.sos.state.co.us).

Document number: 20211192729  
Amount Paid: \$25.00

ABOVE SPACE FOR OFFICE USE ONLY

### Articles of Amendment

filed pursuant to §7-90-301, et seq. and §7-130-105 of the Colorado Revised Statutes (C.R.S.)

1. For the entity, its ID number and entity name are

ID number 20091029557  
(Colorado Secretary of State ID number)  
Entity name Early Learning Ventures

2. The new entity name (if applicable) is \_\_\_\_\_.

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

☒ This document contains additional amendments or other information.

4. (**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 such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such 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 identified in this document as one who has caused it to be delivered.

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

Lawrence Cara  
(Last) (First) (Middle) (Suffix)  
225 E. 16th Ave.  
(Street name and number or Post Office Box information)  
Suite 350  
Denver CO 80203  
(City) (State) (Postal/Zip Code)  
United States  
(Province – if applicable) (Country – if not US)

*(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).

**FIRST AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF  
EARLY LEARNING VENTURES**

Article I, Section C of the Articles of Incorporation (“Articles”) of Early Learning Ventures is hereby amended in its entirety as follows:

Upon dissolution of the corporation, all funds remaining after the payment of its debts and obligations shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Code or shall be distributed to the federal, state, or local governmental entity for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations as such court shall determine which are organized and operated exclusively for such purposes.

Except as amended hereby, the Articles remain in full force and effect.