



Colorado Secretary of State
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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

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)

_____ CO _____
(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)

Lainez

(Last)

Cindy

(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

(City)

CO

(State)

80111

(ZIP/Postal Code)

United States

(Country)

(Province – if applicable)

(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.)

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

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

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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
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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.)

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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.

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**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.