

ATTACHMENT TO THE
ARTICLES OF INCORPORATION
OF
PIKES PEAK BEST

(A Nonprofit Corporation)

Article I

Objects and Purposes

This Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and in this connection, subject to the restrictions set forth below, the specific objects and purposes of the Corporation and the nature of the business to be carried on by it are as follows

[a] To provide a forum for youth to develop technical and leadership skills through robotics programs in which youths partner with engineering and science professionals in the local community to design and build competition robots;

[b] To receive, maintain, and administer a fund of real and personal property, derived from all sources whatsoever, and subject to the terms of any specific gift, grant, bequest, or devise and to the restrictions set forth below, to use, apply, and distribute the income from and the principal of such a fund exclusively for the preceding charitable and educational purposes;

[c] To further any other charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; and

[d] To do and to engage in all lawful activities that further or are consistent with the preceding objects and purposes of the Corporation.

Article II

Powers

In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado.

Article III

Restrictions on Powers

Notwithstanding any other provision of these Articles of Incorporation, the powers of the Corporation are restricted as follows:

[a] The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on [1] by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code or [2] by an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Internal Revenue Code.

[b] No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any other private individual whatsoever (except that reasonable compensation may be paid for, and reimbursement may be made for reasonable expenses incurred in connection with, services rendered to or for the Corporation affecting one or more of its objects and purposes and except that payments may be made to a private individual other than a director or officer of the Corporation in furtherance of the objects and purposes set forth in Article III), and no director or officer of the Corporation or any other private individual whatsoever shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

[c] No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article IV

Prohibited Acts

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

[a] The Corporation shall distribute its income for each taxable year at such time and in such a manner as not to subject the Corporation to the tax imposed under Section 4942 of the Internal Revenue Code;

[b] The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code;

[c] The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code;

[d] The Corporation shall not make any investments in such a manner as to subject the Corporation to the tax imposed under Section 4944 of the Internal Revenue Code; and

[e] The Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code.

Article V

Membership and Capital Stock

The Corporation shall not have voting members. The Corporation shall have no capital stock.

Article VI

Board of Directors

The affairs and management of the Corporation shall be under the control of a Board of Directors. The Board of Directors of the Corporation shall be composed of not less than one nor more than 13 directors, as may be fixed by the bylaws of the Corporation. Directors shall serve for the terms stated in the bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial directors of the Corporation until their successors shall have assumed office or been elected, as the case may be, and shall have qualified are as follows:

<i>Name</i>	<i>Address</i>
Katheryn Baker	6155 Fountain Valley School Rd. Colorado Springs, CO 80911
Jimmy Cline	7184 Caballero Ave Colorado Springs, CO 80911
Florian De Castro	7840 Montane Drive Colorado Springs, CO 80920

Lenie De Castro 7840 Montane Drive
Colorado Springs, CO 80920

Article VII

Limitations on Directors' Liability

No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following:

- [a] Any breach of the director's duty of loyalty to the Corporation;
- [b] Any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law;
- [c] The director's assent to or participation in a loan by the Corporation to any director or officer of the Corporation;
- [d] Any transaction in which the director received improper personal benefit.

This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the Corporation, nor shall this provision restrict or otherwise diminish the provisions of C.R.S. Sections 13-21-115.7(2) and 13-21-116(2)(b) (concerning immunity of directors except in the case of wanton and willful acts or omissions), any amendment or successor provision to such section, or any other law limiting or eliminating the liabilities of directors.

Any repeal or modification of the preceding provisions of this Article or any repeal or modification of the provisions of the Colorado Revised Nonprofit Corporation Act which permits the elimination of liability of directors by this Article shall not adversely affect 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.

Article VIII

Bylaws

The Board of Directors shall have the power to make such bylaws as they may deem proper for the management of the affairs of the Corporation. Such bylaws may prescribe the authority under which conveyance or encumbrance of all or any part of the corporate property may be made, and the persons who shall be authorized to execute the instruments of conveyance or encumbrance.

Article IX

Officers

The Corporation shall have such officers as may from time to time be prescribed by the bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the bylaws then in effect.

Article X

Change in Articles of Incorporation

The Board of Directors shall have the right from time to time on the vote of a majority of the directors, and not otherwise, to dissolve the Corporation or to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or subsequently prescribed by statute, except that no such amendment, alteration, change, or repeal shall be made which shall:

[a] Amend, alter, change, or repeal the restrictions set forth in Articles V and VI unless the Internal Revenue Code changes so that so amending, altering, changing, or repealing such restrictions would not disqualify the Corporation for federal income tax exemption under Sections 501(c)(3) of the Internal Revenue Code or as an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Internal Revenue Code.

[b] Operate to permit the use, application, or disbursement of any of the principal or income of all or any part of the corporate property for any purpose other than those expressly provided for in these Articles of Incorporation, or other than exclusively for charitable or educational purposes.

[c] Operate to permit the principal or income of any bequest, devise, grant, or gift to this Corporation to be used contrary to the conditions, limitations, or restrictions contained in any such bequest, devise, grant, or gift.

Article XI

Dissolution

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to or for the

benefit of such organization or organizations as shall at the time qualify under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors, with the approval of the Members, shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such court shall determine.

Article XII

Internal Revenue Code

All references to the Internal Revenue Code shall be deemed to mean the Internal Revenue Code of 1986, as it presently is constituted, as it may be amended, or any successor statute of similar purpose.