

**SECOND AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION**

**OF**

**DEVELOPMENTAL PATHWAYS, INCORPORATED**

Pursuant to § 7-130-106 and Part 3 of article 90 of title 7, Colorado Revised Statutes (C.R.S.), the individual named below causes the following second amended and restated articles of incorporation to be delivered to the Colorado Secretary of State for filing. The corporation was incorporated under the name Suburban Community Training and Services Center, Incorporated. The date of filing of its original articles of incorporation was June 3, 1964. On June 5, 1989, the name of the corporation was changed to Developmental Pathways, Incorporated. Amended and Restated Articles of Incorporation were adopted on January 27, 2004. The Second Amended and Restated Articles of Incorporation (1) were adopted by the Board of Directors on June 27<sup>th</sup>, 2017; (2) correctly set forth the provisions of the articles of incorporation, as amended; and (3) supersede the original articles of incorporation and all amendments and supplements thereto.

**ARTICLE I.**

**NAME**

The name of the corporation is Developmental Pathways, Incorporated.

**ARTICLE II.**

**DURATION**

The corporation shall have perpetual existence.

## ARTICLE III.

### **PURPOSES AND POWERS**

Section 3.1     Purposes. The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the specific purposes and objectives of the corporation shall include but not be limited to the following:

- (a)     To provide a community centered board as that term is used in section 27-10.5-105, C.R.S, and to provide services and supports for people with developmental disabilities as described in this same statute.
- (b)     To provide goods, services and supports for individuals with disabilities of all types including, but not limited to, developmental disabilities.
- (c)     To provide such other and further services as shall be necessary and desirable to effectuate the intent of the foregoing purposes.
- (d)     Any lawful purpose for which a nonprofit corporation may be organized.

Section 3.2     Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 3.3, the corporation shall have and may exercise all of the powers now and hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3.3     Restrictions On Powers.

(a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any director or officer of the corporation or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes), and no director or officer of the corporation or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

(b) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the corporation has effectively elected to have such section apply, the corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The corporation shall not participate 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.

(c) Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, during any period of time, if any, in which the corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code:

(1) The corporation shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code;

(2) The corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code;

(3) The corporation shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code;

(4) The corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of the section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code; and

(5) The corporation shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code.

(d) All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

#### ARTICLE IV.

##### OFFICES

Section 4.1 Principal Office. The address of the principal office of the corporation is 325 Inverness Drive South, Englewood, Colorado 80012.

Section 4.2 Registered Office; Registered Agent. The address of the registered office of the corporation is 7700 E. Arapahoe Road, Suite 220, Centennial, CO 80112, and the name of its registered agent at such address is National Registered Agents, Inc.

#### ARTICLE V.

##### MEMBERS

The corporation shall have no voting or nonvoting members. The corporation shall have no capital stock.

#### ARTICLE VI.

##### BOARD OF DIRECTORS

Section 6.1     General. The management of the affairs of the corporation shall be vested in a board of directors, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act, C.R.S § 25.5-10-209 or other applicable law, these articles of incorporation or the bylaws of the corporation. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be as provided from time to time in the Bylaws of the corporation or as required by C.R.S. § 25.5-10-209 or other applicable law.

Section 6.2     Liability of Directors. No director shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit liability of a director to the corporation for monetary damages for the following: (a) any breach of the director's duty of loyalty to the corporation, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) acts specified in C.R.S. Section 7-128-403, as it now exists or hereafter may be amended, or (d) any transaction from which the director directly or indirectly derived an improper personal benefit. If the Colorado Revised Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act. Any repeal or modification of this Section 6.2 shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

## ARTICLE VII.

### BYLAWS

The bylaws of the corporation shall be as adopted by the board of directors. Except to the extent limited by the Colorado Revised Nonprofit Corporation Act, C.R.S. § 25.5-10-109 or other applicable law, the board of directors shall have power to alter, amend or repeal the bylaws from time

to time in force and adopt new bylaws. The bylaws of the corporation may contain any provisions for the managing and regulating of the affairs of the corporation that are not inconsistent with law or these articles of incorporation, as these articles may from time to time be amended. However, no bylaw shall have the effect of giving any director or officer of the corporation or any other individual any proprietary interest in the corporation's property, whether during the term of the corporation's existence or as an incident to its dissolution.

#### **ARTICLE VIII.**

#### **AMENDMENTS**

The board of directors shall have the exclusive power and authority at any time and from time to time to amend these articles of incorporation by the vote of a majority of the directors then in office. The corporation shall provide notice to each director then in office of any meeting at which an amendment is to be voted on as required by the bylaws and applicable Colorado law. The notice shall state that one purpose of the meeting is to consider a proposed amendment to the articles of incorporation and shall also contain a copy or summary of the amendment or state the general nature of the amendment.

#### **ARTICLE IX**

#### **DISSOLUTION**

Upon dissolution of the corporation, all the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to and among one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and/or governmental units within the meaning of section 170(b)(1)(A)(v) of the Internal Revenue Code for exclusively public purposes. The

organizations or governmental units to receive such property, and their respective shares and interests, shall be determined by the board of directors.

## ARTICLE X.

### **FILING INFORMATION**

Section 9.1     The name and address of the individuals who cause this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused are:

Melanie Worley, Lloyd Sweet, Matt Van Auken, 325 Inverness Drive South, Englewood,  
CO 80012

Section 9.2     The Colorado Secretary of State may contact the following authorized person regarding this document:

Christopher J. Forrest, Esq.  
Miller & Steiert, P.C.  
1901 West Littleton Blvd.  
Littleton, CO 80120  
Voice: 303-798-2525   Fax: 303-798-2526  
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