

Arkansas Valley Coalition for a Sustainable Energy Future
A Colorado Nonprofit Corporation (CO ID No. 20221141099)

AMENDED ARTICLES OF INCORPORATION

ARTICLE I
NAME

1.01 Name

The name of this corporation shall be Arkansas Valley Coalition for a Sustainable Energy Future. The business of the corporation may be conducted as Ark Valley Energy Future, Ark Energy or AVCSEF.

ARTICLE II
DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSE

3.01 Purpose

Arkansas Valley Coalition for a Sustainable Energy Future is a nonprofit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The purpose is to advocate through education for clean energy policies, renewable energy and a transition to a modern distributed generation power grid on behalf of Sangre de Cristo Electric Association members and citizens of the upper Arkansas valley.

3.02 Nonprofit

Arkansas Valley Coalition for a Sustainable Energy Future is designated as a nonprofit corporation.

ARTICLE IV
NONPROFIT NATURE

4.01 Nonprofit Nature

Arkansas Valley Coalition for a Sustainable Energy Future is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. No part of the net earnings of Arkansas Valley Coalition for a Sustainable Energy Future 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on: (a) by any organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code; or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Arkansas Valley Coalition for a Sustainable Energy Future is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Arkansas Valley Coalition for a Sustainable Energy Future of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Arkansas Valley Coalition for a Sustainable Energy Future, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Arkansas Valley Coalition for a Sustainable Energy Future hereunder shall be selected by the discretion of a majority of the managing body of the Arkansas Valley Coalition for a Sustainable Energy Future and if its directors cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Arkansas Valley Coalition for a Sustainable Energy Future by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Colorado.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Colorado to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

4.05 Restricted Activities

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 in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax as an organization described by 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 V **BOARD OF DIRECTORS**

5.01 Governance

Arkansas Valley Coalition for a Sustainable Energy Future shall be governed by its board of directors.

5.02 Directors

The minimum and maximum number of directors, the qualifications of directors, their term of office, and the manner of their nomination and election shall be determined according to the Bylaws of the corporation.

The following persons shall serve as the initial Board of Directors:

Tom Plant	Rich Shoemaker
Deb Hannigan	Sue Greiner
Iris Herder	Sandy Long
Mike Wrigley	

The address for all directors shall be that of the registered agent.

ARTICLE VI
MEMBERSHIP

6.01 Membership

Arkansas Valley Coalition for a Sustainable Energy Future shall have no members.

ARTICLE VII
Bylaws

7.01 Bylaws

The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's Bylaws. The Board of Directors, by two-thirds (2/3) vote of all Directors, shall have the power to amend or repeal any Bylaws of the corporation from time to time.

ARTICLE VIII
AMENDMENTS

8.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

ARTICLE IX
ADDRESSES OF THE CORPORATION

9.01 Corporate Address

The address of the corporation is: Arkansas Valley Coalition for a
Sustainable Energy Future
619 James Place
Buena Vista, Colorado 81211

The mailing address of the corporation is: Arkansas Valley Coalition for a
Sustainable Energy Future
P.O. Box 1673
Buena Vista, Colorado 81211

ARTICLE X
APPOINTMENT OF REGISTERED AGENT

10.01 Registered Agent

The registered agent of the corporation shall be: Tom Plant
P.O. Box 1673
Buena Vista, CO 81211

ARTICLE XI
INCORPORATOR

The incorporator of the corporation is: Tom Plant
P.O. Box 1673
Buena Vista, CO 81211

CERTIFICATE OF ADOPTION OF AMENDED ARTICLES OF
INCORPORATION

We, the undersigned, do hereby certify that the above stated Amended Articles of Incorporation of Arkansas Valley Coalition for a Sustainable Energy Future were approved by the Board of Directors on April ____, 2022 and, along with the State of Colorado issued Articles of Incorporation for a Nonprofit Corporation, constitute a complete copy of the Articles of Incorporation of the Arkansas Valley Coalition for a Sustainable Energy Future.

Tom Plant

Rich Shoemaker

Deb Hannigan

Sue Greiner

Iris Herder

Sandy Long

Mike Wrigley

ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT

I, Tom Plant, agree to be the registered agent for Arkansas Valley Coalition for a Sustainable Energy Future as appointed herein.

Tom Plant, Registered Agent

Date: _____