



## 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.)

**The domestic entity name of the nonprofit corporation is** Agents for Social Change Foundation

**The principal office street address is**

155 Boardwalk Dr Ste 400  
Fort Collins CO 80525  
US

**The principal office mailing address is**

155 Boardwalk Dr Ste 400  
Fort Collins CO 80525  
US

**The name of the registered agent is** Registered Agents Inc.

**The registered agent's street address is**

1942 Broadway Ste 314C  
Boulder CO 80302  
US

**The registered agent's mailing address is**

1942 Broadway Ste 314C  
Boulder CO 80302  
US

The person above has agreed to be appointed as the registered agent for this entity.

**The name(s) and address(es) of the incorporator(s)**

Kush Desai  
155 Boardwalk Dr Ste 400  
Fort Collins CO 80525  
US

**Voting members**

There are no voting members for the nonprofit corporation.

**The distribution of assets for the nonprofit corporation:**

Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one 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. First priority to receive any distribution shall go to Colorado State University Foundation, a Colorado nonprofit corporation and a qualified organization under Section 501(c)(3). If distribution cannot go to or Colorado State University Foundation refuses the distribution, then priority will go to NASW

Foundation qualified under Section 501(c)(3).

**Additional information the person(s) forming this entity determined to include is attached.**

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., and, if applicable, 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.

**Name(s) and address(es) of the individual(s) causing the document to be delivered for filing**

Kush Desai  
155 Boardwalk Dr Ste 400  
Fort Collins CO 80525  
US

## ARTICLES OF INCORPORATION

FOR

### AGENTS FOR SOCIAL CHANGE FOUNDATION

adopted Aug 23, 2024

#### ARTICLE 1. ARTICLES

##### 1.1 Articles

The Colorado nonprofit corporation AGENTS FOR SOCIAL CHANGE FOUNDATION hereby adopts these Articles of Incorporation filed with the Colorado Secretary of State on August 23, 2024.

#### ARTICLE 2. NAME

##### 2.1 Name

The name of this Corporation shall be "AGENTS FOR SOCIAL CHANGE FOUNDATION" hereafter referred to as "the Corporation."

#### ARTICLE 3. DURATION

##### 3.1 Duration

The period of duration of the Corporation is perpetual.

#### ARTICLE 4. PURPOSE

##### 4.1 Purpose

AGENTS FOR SOCIAL CHANGE FOUNDATION 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 Corporation provides educational scholarships to students pursuing their Bachelor's, Master's, or Doctorate in Social Work, Teaching, Education, or other related helping professions. The Corporation shall also provide grants to organizations dedicated to improving the welfare of their communities and its most vulnerable populations.

#### ARTICLE 5. NON-PROFIT NATURE

##### 5.1 Non-profit Nature

The Corporation is organized exclusively for charitable and educational, and scientific 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.

The Corporation 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.

## 5.2 Personal Liability

No Officer or Director of this Corporation shall be personally liable for the debts or obligations of The Corporation 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.

## 5.3 Dissolution

Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one 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. First priority to receive any distribution shall go to Colorado State University Foundation, a Colorado nonprofit corporation and a qualified organization under Section 501(c)(3). If distribution cannot go to or Colorado State University Foundation refuses the distribution, then priority will go to NASW Foundation qualified under Section 501(c)(3).

If no entity described above may be found to receive the assets of the Corporation, then an entity to receive the assets of the Corporation shall be selected by a majority of the managing body of the Corporation, and if it cannot meet this obligation, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Corporation by one 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 to organizations whose stated missions substantially resemble that of the Corporation.

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.

## 5.4 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, 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 3. All compensation for services rendered must be authorized by the Board of Directors.

The Corporation shall not make any distribution that would constitute self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding future provision of law.

#### 5.5 Restricted Activities

The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

If at any time the Corporation is not an operating foundation as defined in Section 4942(j)(3) of the Internal Revenue Code, the corporation shall distribute its income for each tax year during which it is not an operating foundation at a time and in a manner as not to become subject to the tax on undistributed income imposed the Section 4942.

The Corporation shall not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code. The Corporation shall not make any investments that would jeopardize the exempt purpose of the Corporation.

The Corporation shall not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code. 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 in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

#### 5.6 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 (II) 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 6. BOARD OF DIRECTORS

#### 6.1 Governance

The Corporation shall be governed by a Board of Directors consisting of not fewer than one person nor more than seven persons. The Board may change this number by amendment of the Bylaws.

#### 6.2 Initial Director

Director 1: Kush Desai

One director may hold more than one position.

### 6.3 Terms of Directors

Directors shall serve for one-year terms. Directors may be elected for successive terms. A decrease in the number of directors or in the term of office shall not shorten an incumbent director's term. The term of a director filling a vacancy shall expire at the end of the unexpired term that such director is filling. Despite the expiration of a director's term, a director may continue to serve until the director's successor is elected, appointed, or designated and qualifies, or until there is a decrease in the number of directors.

### 6.4 Election of Directors

The Board of Directors shall hold an election every year to fill vacant Director seats. The election shall be conducted by the Chairman of the Board following procedures to be specified by the Board of Directors.

### 6.5 Other

The Board may adopt by majority vote additional rules or policies concerning selection, operation, or any other issue pertinent to the Board. Such rules or policies may be included in the Bylaws or any other written form.

## ARTICLE 7. OFFICERS

### 7.1 Officers

The Officers of the Corporation shall be appointed by the Board of Directors as provided by the Corporation's bylaws.

### 7.2 Initial Officers

The Initial Officers of the Corporation shall be appointed by the Board and shall serve subject to any relevant provisions of the Bylaws.

The Corporation shall have at least the following Officers, as stipulated in the organizations bylaws.

President  
Secretary  
Treasurer

The Board may at its sole discretion create additional Officers. Two or more offices may be held by the same individual.

## ARTICLE 8. MEMBERSHIP

### 8.1 Membership

The Corporation shall have no members.

## ARTICLE 9. MEETINGS

### 9.1 Meetings

The Board of Directors shall meet at least annually and additionally as provided by the Corporations Bylaws.

## 9.2 Initial Meeting

The Initial Directors shall hold a meeting no later than thirty days after the filing of these Articles to adopt bylaws and to carry on any other business.

## ARTICLE 10. BYLAWS

### 10.1 Bylaws

The Board of Directors shall adopt Bylaws concerning the governance, management, and regulating the affairs of the Corporation.

### 10.2 Amendment of Bylaws

Amendments to the Bylaws may be adopted by approval of two-thirds of the Board of Directors.

## ARTICLE 11. AMENDMENTS

### 11.1 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of simple majority of the Board of Directors.

## ARTICLE 12. ADDRESSES OF THE CORPORATION

### 12.1 Corporate Address

The primary address and mailing address of the Corporation is:

155 E Boardwalk Dr Suite 400  
Fort Collins, CO 80525

## ARTICLE 13. APPOINTMENT OF REGISTERED AGENT

### 13.1 Initial Registered Agent

The registered agent of the Corporation shall be:

Registered Agents Inc.  
1942 Broadway Ste 314C  
Boulder, CO 80302

The registered agent has consented to this appointment.

## ARTICLE 14 CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above-stated Articles of Incorporation of The Corporation was approved by the Board of Directors on August 23, 2024 and constitute a complete copy of Articles of Incorporation of the Corporation.

President and Treasurer:

signature:  date: August 23, 2024

Address: 155 E Boardwalk Dr Suite 400, Fort Collins, CO 80525