

Conversa Corps, Incorporated Bylaws

# Conversa Corps, Incorporated Bylaws

## ARTICLE I. NAME OF ORGANIZATION

The legal name of the organization is **Conversa Corps, Incorporated**. The name means “Conversation People” and is abbreviated as “**CCorps**”.

## ARTICLE II. CORPORATE PURPOSE

### Section 1. Nonprofit Purpose

Conversa Corps, Incorporated is a non-profit corporation and shall operate exclusively for charitable, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which qualify as exempt under Section 501(c)(3) of the Internal Revenue Code and are operated exclusively for charitable, educational, or scientific purposes.

CCorps has not been formed for the making of any profit, or personal financial gain. The assets and income of CCorps shall not be distributable to, or benefit directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees or independent contractors for services provided for the benefit of the organization. CCorps shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. CCorps shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

### Section 2. Specific Purpose

Conversa Corps provides multi-team collaboration support and services to non-profit, non-governmental (NGO), and governmental organizations as they join efforts to prepare for and respond to humanitarian and environmental crises.

Multi-team collaboration aims to optimize the interaction, knowledge sharing, and collaborative efforts of relief and response organization participants, including:

- Coaching best practices and effective behaviors for organizational representatives
- Guided, continuous facilitation of conversation and knowledge sharing in group chat
- Catalyzing pro-active resource coordination and collaborative response
- Sustaining a high level of shared situation awareness and context

Collaboration services provide setup and management of appropriate online, digital tools for conversation and information sharing between responding organizations using various publicly available collaboration technologies. Conversa Corps will also research and document the best practices and sociocultural lessons learned associated with large multi-team collaboration and share this research publicly.

## Conversa Corps, Incorporated Bylaws

Conversa Corps is designated as a public benefit corporation. We enable robust, effective, and timely rescue, humanitarian aid, and comfort to those suffering or in danger due to a crisis such as an environmental or humanitarian disaster. The corporate mission is completely dedicated to promoting goodwill, compassion, and support for disaster victims, those experiencing hardship, poverty or disease, and the continued protection of our planet.

### **ARTICLE III. BOARD OF DIRECTORS**

#### **Section 1. Number of Directors**

CCorps Board of Directors (“The Board”) will consist of up to 12 but no fewer than 3 Board Members. The initial Board of Directors appointed in 2023 were as follows:

- Christopher Jones – President and Board Member
- Ron Cole - Board Member
- Beth Martin - Board Member
- Joseph Reagan – Board Member

Board members will also include the key officers (President, Vice President, Secretary, and Treasurer).

#### **Section 2. Roles and Responsibilities**

The CCorps Board of Directors (“Board members”) are fiduciaries, steering CCorps toward a sustainable future by adopting sound, ethical, and legal governance, and financial management policies, as well as by making sure CCorps has adequate resources to advance the mission.

Directors are empowered to appoint and remove, employ, and discharge, and, except as otherwise provided in these bylaws, prescribe the duties, and fix the compensation, if any, of all officers, agents, and employees of the corporation. The Board is empowered to serve as the legal and financial representatives of the corporation.

Board members will be expected to contribute in at least one of the following ways:

- Give financially
- Secure donations from public and private donors
- Grow CCorps partnerships and/or public policy needs through networking and outreach
- Contribute their time and expertise in different operational aspects of the organization

Directors share the following responsibilities:

- Know the corporation mission, policies, programs, and needs
- Ensure that corporate activities and transactions are, first and foremost, advancing its mission and providing good will
- Serve as ambassadors for the organization and engage their network to identify and secure financial resources and partnerships necessary for the organization to advance its mission
- Ensure that all activities abide by applicable laws and regulations, follow these bylaws, and adhere to stated corporate purposes/mission

## Conversa Corps, Incorporated Bylaws

- Ensure prudent use of all assets, resources, and people
- Maintain confidentiality about all internal matters of the organization
- Faithfully read and understand annual financial statements
- Prepare for, attend, and conscientiously participate in at least 9 monthly board meetings per year
- Participate fully in one or more committees
- Recognize and disclose conflicts of interest discovered among board members and officers
- Make decisions that are in the best interest of the corporation not in the best interest of the individual board member (or any other individual or for-profit entity)
- Register their contact information with the secretary of the corporation, ensuring proper delivery of meeting notices and important information

### **Section 3. Election and Term of Office**

The Board Members shall be elected during annual meetings. Newly elected members of The Board who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members may serve additional two-year terms. Where possible, terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members shall expire.

All members of The Board and Advisory Board must be approved by a minimum two-thirds (2/3) majority vote of the members present and voting. No vote on new members of The Board, or Advisory Board, shall be held unless a quorum of the Board of Directors is present. Additional board members can be nominated by any Board Member (within the limits of board size) with election subject to the same rules stated herein.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

At the end of each two-year term, the President (or a representative of the President) will provide a performance review of said Board Member to the entire Board. The entire Board will then vote whether to extend the Board Member's term for another two years, based on the Board Member's performance with a minimum of two thirds (2/3) majority approval required. There is no limit to consecutive terms.

### **Section 4. Forfeiture**

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article at the completion of one year shall automatically forfeit his or her seat on The Board. The Secretary shall notify the Director in writing that the seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy.

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### **Section 5. Conflicts of Interest**

The Board shall adopt and maintain a written Conflicts of Interest Policy including an acknowledgement statement. This policy shall be provided to each Member upon nomination, and, if elected by The Board, the Member's acceptance of such election shall constitute the Member's consent to be bound by such Policy. If permitted by such Policy, the Board may delegate the authority to review and determine the existence of actual or possible conflicts of interest to a committee or subcommittee of the Board, provided that such committee or subcommittee shall, promptly upon determining that a conflict does or does not exist, provide a report of such determination to the President of the Board, who shall promptly provide the report to the remaining Board Members. The Board, excluding the person to whom the determination pertains, may override the determination of such committee or subcommittee by a vote of at least two thirds (2/3) majority of all Board Members.

### **Section 6. Conflict of Interest and Confidentiality Statements**

Each Director and Advisory Board member must, prior to election, review, sign and submit a Conflicts of Interest statement. Furthermore, Board Members Advisory Board members shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment.

### **Section 7. Removal / Vacancies**

Board Directors are all subject to removal per two thirds (2/3) majority vote of The Board, with or without cause. Any vacancy that occurs on The Board, whether by death, resignation, removal, or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

### **Section 8. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

## **ARTICLE IV. ADVISORY BOARD**

An Advisory Board may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of The Board. Advisory Board members ("Advisors") may attend said meetings at the invitation of a member of the Board of Directors. Advisors shall possess the desire to serve the community and support The Conversa Corps mission by providing expertise and professional knowledge. Advisors shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Board.

## **ARTICLE IV. MEETINGS**

### **Section 1. Annual and Monthly Meetings**

## Conversa Corps, Incorporated Bylaws

An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The Board will meet monthly for the purpose of conducting normal business throughout the year. The annual and monthly meetings shall be held at the time and place designated by the Board of Directors.

### **Section 2. Special Meetings**

Special meetings may be requested by any Board Member and do not have to coincide with monthly or annual meetings.

### **Section 3. Notice**

Written notice of all meetings shall be provided by the Secretary under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting.

### **Section 4. Place of Meeting**

Meetings may be held in person or by digital voice or video services remotely. A Board Member participating in a meeting by this means shall be deemed to be present in person at the meeting.

### **Section 5. Quorum**

A simple majority (half) of the currently serving Board Members shall constitute a quorum for any meeting. In the absence of a quorum, a simple majority of the attending Board Members may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The Board Members present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some Board Members results in representation of less than a quorum. Board Members may not vote by proxy.

### **Section 6. Meeting Procedures**

Robert's Rules of Order shall govern parliamentary procedures at Board of Director meetings except in cases where they conflict with the Bylaws of the organization. Meetings of The Board shall be presided over by the President, or in his or her absence, by the Vice President of the corporation, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

### **Section 7. Resolutions**

A resolution requires a simple majority of Members approval to pass. Resolutions may be proposed during meetings or through electronic correspondence.

## **ARTICLE V. COMMITTEES**

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### **Section 1. Committee Formation**

The Board may create committees as needed, such as fundraising, coaching, public relations, technology, etc. The Board are empowered to create committees, temporary or permanent, and designate the duties, powers, and authorities of each, including forming subcommittees or allowing committees to form subcommittees as needed.

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of The Board, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for The Board, except that the time for regular and special meetings of committees may be fixed by resolution of The Board or by the committee. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

### **Section 2. Executive Committee**

The board of directors may, by a majority vote of its members, designate an Executive Committee consisting of at least two (2) board members. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of The Board in the intervals between meetings of The Board and is subject to the direction and control of the full board. The Board of Directors may delegate to such committee the powers and authority of The Board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law. By a majority vote of its members, The Board may at any time revoke or modify any or all the executive committee authority so delegated, increase or decrease committee size but not below two (2), and fill vacancies on the executive committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to The Board from time to time as the board may require.

### **Section 3. Finance Committee**

The Treasurer is the chair of the Finance Committee, which includes at least one (1) other board member. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Board Members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by The Board or the Executive Committee. The fiscal year begins **April 1<sup>st</sup>** of every calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board Members, and the public.

### **Section 4. Nominating Committee**

The Nominating Committee is responsible for seeking nominations for CCorps Officers and Board Members. Due diligence requires this committee also attain background or curriculum vitae information and conduct preliminary interviews with potential nominees.

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**ARTICLE VI. OFFICERS**

**Section 1. Number of Officers**

The officers of the organization shall be a President, a Vice President, a Treasurer, and a Secretary. These roles serve on the Board of Directors as voting members. Two or more offices may be held by one person.

**Section 2. President**

The President shall preside at all meetings of The Board. The president shall be the chief executive officer of the corporation and shall, subject to the control of The Board, supervise and control the affairs of the corporation and the activities of the officers. The President shall perform all duties incident to the office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by The Board. Unless another person is specifically appointed as chairperson of the board of directors, the President shall preside at all meetings of The Board. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by The Board.

**Section 3. Vice President**

The Vice President shall perform the duties and be vested with all the powers of the President in the President's absence and shall assist that office in the discharge of its leadership duties. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by The Board.

**Section 4. Secretary**

The Secretary shall give notice of all meetings of The Board, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of Board and committee meetings as permanent records. The Secretary shall attend all Board and Committee meetings, acting as a clerk thereof. The Secretary shall have the following duties:

- Record all votes and minutes of all proceedings into documents in the corporate library
- In concert with the President shall make the arrangements for all meetings of the Board of Directors, including the annual meeting of the organization
- Send notices of all meetings to the members of The Board
- Perform all official correspondence from The Board or Advisory Board as may be prescribed by the Boards or the President.
- Certify and keep the original, or a copy, of these bylaws as amended or otherwise altered to date.

**Section 5. Treasurer**

## Conversa Corps, Incorporated Bylaws

The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by The Board and shall make reports of corporate finances as required. The Treasurer shall have the following duties:

- Submit for the Finance Committee or Board approval of all expenditures of funds raised, including proposed capital, contract, and fee expenditures.
- Present a complete and accurate report of the finances raised by The Board, donations, and grants at each meeting of The Board or Finance Committee, or at any other time upon request to The Board.
- Assist in direct audits of CCorps funds according to funding source guidelines and generally accepted accounting principles.
- Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by The Board.
- Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

### **Section 6. Election and Term of Office**

The officers shall be elected by the Board of Directors at the annual meeting or at the next Board following an officer vacancy. Officers will serve for one year if not previously appointed to the staff or The Board, otherwise officers serve two-year terms, with no term limit, effective immediately upon election.

### **Section 7. Removal or Vacancy**

The Board shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by a Board Member until a replacement may be nominated, selected, and appointed. The Board, with the concurrence of at least two thirds (2/3) vote of the members attending, may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

### **Section 8. Employees**

With the approval of The Board as reflected above, a CCorps employee may serve as a Board Member without additional compensation. However, no CCorps employee may serve as the President or hold any title that would confer similar responsibilities. Wage compensation may not be available for all employees. Determination of compensation for each position within CCorps shall be made by The Board.

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**ARTICLE VII. INDEMNIFICATION**

**Section 1. General**

To the full extent authorized under the laws of the Colorado, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

**Section 2. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

**Section 3. Insurance**

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether the corporation would have the power or obligation to indemnify such person against such liability under this Article.

**ARTICLE VIII. AMENDMENTS**

**Section 1. Articles of Incorporation**

The Articles of Incorporation ("The Articles") may be amended in any manner at any regular or special meeting of The Board, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least five days in advance. A two thirds (2/3) majority vote is required for amendments to the Articles.

**Section 2. Bylaws**

The Board of Directors may amend these Bylaws by two thirds (2/3) majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary

## Conversa Corps, Incorporated Bylaws

of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

### **ARTICLE IX. DISSOLUTION**

#### **Section 1. Distribution**

Upon termination or dissolution of Conversa Corps, Incorporated, 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 successor statutes) 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 Conversa Corps, Incorporated hereunder shall be selected by the discretion of a majority of the managing body of Conversa Corps, Incorporated and if its members 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 Conversa Corps, Incorporated 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.

If the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable, educational, or scientific 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.

#### **Section 2. Prohibited Distributions**

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit, 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 mission.

Conversa Corps, Incorporated Bylaws

**ADOPTION OF BYLAWS or CERTIFICATION**

We, the undersigned, are the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 10 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on March 12, 2023.

DocuSigned by:  
*Christopher Jones*  
F765128342EF4EE...

Date: 3/5/2023

Christopher C. Jones  
**President**

DocuSigned by:  
*Ron Cole*  
DF66C6781666454...

Date: 3/5/2023

Ron Cole  
**Director**

DocuSigned by:  
*Beth Martin*  
01696795170B442...

Date: 3/7/2023

Beth Martin  
**Director**

DocuSigned by:  
*Joe Reagan*  
4F4486F7312A43F...

Date: 3/12/2023

Joe Reagan  
**Director**



# NONPROFIT ARTICLES OF INCORPORATION FOR CONVERSA CORPS, INCORPORATED

filed pursuant to § 7-122-101 and § 7-122-102 of the Colorado Revised Statutes (C.R.S.)

## ARTICLE I. NAME

The domestic entity name of the organization is **Conversa Corps, Incorporated**.

## ARTICLE II. ADDRESSES OF THE CORPORATION

The nonprofit corporation's initial physical office address is:

**20508 E 49th Dr.  
Denver, CO 80249**

The nonprofit corporation's initial mailing address is:

**20508 E 49th Dr.  
Denver, CO 80249**

## ARTICLE III. DURATION

The period of duration of the corporation is perpetual.

## ARTICLE VI. REGISTERED AGENT

The nonprofit corporation's registered agent name, addresses and phone number are:

**Christopher C. Jones**  
20508 E 49th Dr.  
Denver, CO 80249  
Phone: (303) 335-9294

## ARTICLE V. INCORPORATOR

The nonprofit corporation incorporator's true name, physical and mailing address are:

**Christopher C. Jones**  
20508 E 49th Dr.  
Denver, CO 80249  
Phone: (303) 335-9294

## **ARTICLE VI. NON-PROFIT NATURE**

Conversa Corps, Incorporated is a nonprofit corporation and shall operate exclusively for charitable, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

To maximize our impact on current efforts, we may seek to collaborate with other nonprofit organizations which qualify as exempt under Section 501(c)(3) of the Internal Revenue Code and are operated exclusively for charitable, educational, or scientific purposes.

## **ARTICLE VII. PURPOSE**

Conversa Corps provides multi-team collaboration support and services to non-profit, non-governmental (NGO), and governmental organizations as they join efforts to prepare for and respond to humanitarian and environmental crises.

Multi-team collaboration aims to optimize the interaction, knowledge sharing, and collaborative efforts of relief and response organization participants, including:

- Coaching best practices and effective behaviors for organizational representatives
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Collaboration services provide setup and management of appropriate online, digital tools for conversation and information sharing between responding organizations using various publicly available collaboration technologies. Conversa Corps will also research and document the best practices and sociocultural lessons learned associated with large multi-team collaboration and share this research publicly.

Conversa Corps is designated as a public benefit corporation. We enable robust, effective, and timely rescue, humanitarian aid, and comfort to those suffering or in danger due to a crisis such as an environmental or humanitarian disaster. The corporate mission is completely dedicated to promoting goodwill, compassion, and support for disaster victims, those experiencing hardship, poverty or disease, and the continued protection of our planet.

## **ARTICLE VIII. LIABILITY**

To the full extent authorized under the laws of the Colorado, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or



proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

## **ARTICLE IX. DISSOLUTION**

Upon termination or dissolution of Conversa Corps, Incorporated, 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 (or described in any corresponding provision of successor statutes) which have a charitable purpose which, at least generally, includes a purpose similar to Conversa Corps.

The organization to receive the assets of Conversa Corps, Incorporated hereunder shall be selected by the discretion of a majority of the managing body of Conversa Corps and if its members 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 Conversa Corps, Incorporated 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.

If the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable, educational, or scientific 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.

### **Prohibited Distributions**

No part of the net earnings, or properties of Conversa Corps, on dissolution or otherwise, shall inure to the benefit, 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 mission.

## **ARTICLE X. RESTRICTED ACTIVITIES**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) 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.



No part of the net earnings of the corporation 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 Article VII.

No substantial part of the activities of the corporation shall be the carrying 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 any candidate for public office.

## **ARTICLE XI, BOARD OF DIRECTORS**

Conversa Corps, Incorporated shall be governed by an initial Board of 5 Directors.

### **Initial Directors**

The initial directors of the corporation shall be:

Ron Cole

Beth Martin

Joseph Reagan

President: Christopher Jones

Secretary: Jessica Wieman

Treasurer: Christopher Jones

## **ARTICLE XII. MEMBERSHIP**

Conversa Corps, Incorporated shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in Conversa Corps Bylaws.

## **ARTICLE XIII. AMENDMENTS**

Any amendment to the Articles of Incorporation may be adopted by the Board of Directors according to voting rules established in the Conversa Corps Bylaws.

## **ARTICLE XIV. BYLAWS**

Bylaws have been established and approved by the initial Board of Directors. The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of this corporation. The Bylaws shall govern the operation of this corporation unless any Bylaw conflicts with these Articles of Incorporation, in which case the Articles of Incorporation shall be controlling.



**Certificate of Adoption of Articles of Incorporation**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Conversa Corps, Incorporated were approved by the Board of Directors and constitute a complete copy of Articles of Incorporation of Conversa Corps, Incorporated.

**Incorporator**

Date: 2/4/2023

Christopher C. Jones  
20508 E. 49<sup>th</sup> Drive  
Denver, CO 80249

**Directors**

Date: 2/4/2023

Ron Cole  
35 Claire Court  
Castle Pines, CO 80108

Date: 1/31/2023

Beth Martin  
11018 Del Mar Court  
Fairfax, VA 22030

Date: 1/30/2023

Joe Reagan  
5860 Broadmoor Bluffs Dr.  
Colorado Springs, CO 80906



**Acknowledgement of consent to appointment as registered agent**

I, Christopher C. Jones, agree to be the registered agent of Conversa Corps, Incorporated as appointed herein.

Registered Agent 

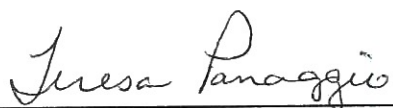
Date: 2/5/23

Individual causing delivery of these Articles of Incorporation is:

Christopher C. Jones  
20508 E. 49<sup>th</sup> Drive  
Denver, CO 80249

I, TERESA PANAGGIO, a Notary Public, hereby certify that on

the 5<sup>th</sup> day of Feb., 2023, Christopher C. Jones appeared before me and signed the foregoing document as incorporator and have averred that the statements therein contained are true.



Notary Public

