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Articles of Incorporation for a Cooperative

filed pursuant to § 7-56-201 and § 7-101-503 of the Colorado Revised Statutes (C.R.S.)

1. This is a Public Benefit Corporation.

2. The domestic entity name of the cooperative is

Blue Dot Advocates, PBC

(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

3. The principal office address of the cooperative's principal office is

Street address 1536 Wynkoop St #912
(Street number and name)

DENVER CO 80202
(City) (State) (ZIP/Postal Code)

United States
(Province - if applicable) (Country)

Mailing address
 (leave blank if same as street address) _____
(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

4. The registered agent name and registered agent address of the cooperative's initial registered agent are

Name
 (if an individual) Kronenberger Julie
(Last) (First) (Middle) (Suffix)

or

(if an entity) _____
(Caution: Do not provide both an individual and an entity name.)

Street address 98 W Byers Pl, #3
(Street number and name)

DENVER CO 80223
(City) (State) (ZIP Code)

Mailing address (leave blank if same as street address) 1536 Wynkoop St #912
(Street number and name or Post Office Box information)

DENVER CO 80202
(City) (State) (ZIP Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

5. The purposes for which the corporation was formed are commit our human and financial capital to addressing business, legal, and economic undertakings in a manner that values well-being, community, socioeconomic equity, and living systems. See attached for specificity.

6. The true name and mailing address of the incorporator are

Name (if an individual) Kronenberger Julie
(Last) (First) (Middle) (Suffix)

or

(if an entity) _____
(Caution: Do not provide both an individual and an entity name.)

Mailing address 1536 Wynkoop St #912
(Street number and name or Post Office Box information)

DENVER CO 80202
(City) (State) (ZIP/Postal Code)

United States
(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The cooperative has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

7. The cooperative is formed

(Mark the applicable box.)

with stock. The classes of shares and the number of shares of each class the cooperative is authorized to issue are stated in an attachment. If the stock is divided into preferred and common stock, voting and nonvoting stock, or into any other class of stock, the attachment states the number of shares of stock in each class and the nature and extent of the preferences, limitations, relative rights, and privileges granted to each.

or

without common voting stock. The attachment to this document states whether the property rights and interests of each member are equal or unequal and, if unequal, the general rule or rules applicable to all members by which the property rights and interests of each member are determined and fixed; provisions for the admission of new members who are entitled to share in the property of the cooperative with the old members in accordance with such general rules; and whether the cooperative is authorized to issue one or more classes of preferred stock or other equity interests and, if so authorized, a statement as to the number of shares of stock of each class or other equity interests and the nature and extent of the preferences, limitations, relative rights, and privileges granted to each.

8. *(If the following statement applies, adopt the statement by marking the box and include an attachment.)*

This document contains additional information as provided by law.

9. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____.
(mm/dd/yyyy hour:minute am/pm)

Notice:

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., 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.

10. The true name and mailing address of the individual causing the document to be delivered for filing are

Kronenberger Julie
(Last) (First) (Middle) (Suffix)
1536 Wynkoop St., Ste. 912
(Street number and name or Post Office Box information)

Denver CO 80202
(City) (State) (ZIP/Postal Code)

(Province – if applicable) United States
(Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

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**ARTICLES OF INCORPORATION
OF
BLUE DOT ADVOCATES, PBC**

A PUBLIC BENEFIT COOPERATIVE

These Articles of Incorporation are filed pursuant to the Colorado Cooperative Act, C.R.S. Title 7, Article 56 (the “CCA”) and the Public Benefit Corporation Act of Colorado, C.R.S. Title 7, Article 101, Part 5 (the “PBCA”).

**ARTICLE I
NAME**

The name of the Cooperative is Blue Dot Advocates, PBC (the “Cooperative”).

**ARTICLE II
AUTHORIZED STOCK**

The total number of shares of all classes of stock that the Cooperative shall have the authority to issue is 100 shares of Common Stock having a par value of \$0.0001 per share (the “Common Stock”).

Each share of Common Stock shall have the same relative rights as and be identical in all respects to all the other shares of Common Stock. Each member of the Cooperative shall hold one share of the Common Stock and shall be entitled to cast one vote upon any matter properly considered and acted upon by the members. Qualifications for membership in the Cooperative and ownership of Common Stock shall be established in and administered pursuant to the bylaws. The Cooperative may suspend a member’s participation in the Cooperative in accordance with the bylaws. Suspended members are not entitled to vote. Any amendment to these Articles of Incorporation shall require approval of the members acting by modified consensus as defined in the bylaws.

No dividends shall be paid on shares of Common Stock, but a portion of net earnings or losses of the Cooperative shall be allocated to members on the basis of each member’s patronage, as determined by the board of directors. The property rights and interests of each member of the Cooperative shall be further determined in accordance with the bylaws.

In the event of any dissolution, liquidation or winding up of the affairs of the Cooperative, after the Cooperative shall have paid, or provided for payment of, all debts and liabilities of the Cooperative, the disposition of the remaining assets of the Cooperative shall be determined in accordance with the bylaws.

**ARTICLE III
PURPOSES**

The Cooperative is a public benefit corporation formed pursuant to the PBCA and may engage in any lawful act or activity for which corporations may be organized under the Colorado Business Corporation Act, C.R.S. Title 7, Articles 101-117 (the “CBCA”). The Cooperative will

operate in accordance with cooperative principles as a corporation controlled democratically by the members. The public benefit purpose of the Cooperative is to commit our human and financial capital to addressing business, legal, and economic undertakings in a manner that values well-being, community, socioeconomic equity, and living systems, including:

- (a) by providing legal expertise to organizations that apply ethical, market-based solutions to social and environmental problems;
- (b) by building legal structures based on shared prosperity, mutual respect among stakeholders, and restoration of natural systems;
- (c) by engaging in conversations that re-examine norms around wealth and resource allocation;
- (d) by reducing our harmful environmental impacts, individually, collectively, and in collaboration with our clients;
- (e) by cultivating a culture that supports mindful work of the utmost quality, as well as the health, happiness, and fulfillment of each of our workers; and
- (f) by valuing positive change and growth – in ourselves, in our clients, in the law, and in the practice of law.

**ARTICLE IV
BOARD OF DIRECTORS**

The corporate powers shall be exercised by or under the authority of, and the business and affairs of the Cooperative shall be managed under the direction of, a board of directors.

The number of directors of the Cooperative and the manner of their election shall be fixed and may be altered from time to time in accordance with the bylaws.

Cumulative voting shall not be allowed in the election of directors.

**ARTICLE V
LIMITATION ON DIRECTOR LIABILITY**

A director of the Cooperative shall not be personally liable to the Cooperative or to its members for monetary damages for breach of fiduciary duty as a director, except that this Article VI shall not eliminate or limit the liability of a director to the Cooperative or to its members for monetary damages otherwise existing for:

- (a) any breach of the director’s duty of loyalty to the Cooperative or to its members;
- (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

- (c) acts specified in Section 7-108-403 of the CBCA;
- (d) any transaction from which the director derived an improper personal benefit; or
- (e) any unlawful liquidating distributions of assets to members, unlawful loans to directors, unlawful guarantees of loans to directors, unlawful dividends, unlawful stock or other equity repurchases, or any other unlawful distribution that was voted for or assented to by the director, if the director did not act in conformance with the standard of care as set forth in Section 7-108-401 of the CBCA.

A disinterested director's failure to satisfy Section 7-101-506 of the CBCA shall not, for purposes of Section 7-108-401 or 7-108-402 or Article 109 of the CBCA, or for purposes of any use of the term "good faith" in these Articles of Incorporation or the bylaws in regard to the indemnification of or advancement of expenses of any person, constitute an act or omission not in good faith or a breach of the duty of loyalty.

If the CBCA, the PBCA or the CCA is hereafter amended or superseded to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding two sentences, the liability of each director shall be eliminated or limited to the fullest extent permitted by the CBCA, the PBCA or the CCA as so amended or superseded. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of the Cooperative under this Article VIII, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article VIII, prior to such repeal or modification.

ARTICLE VI INDEMNIFICATION

The Cooperative shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorneys' fees) incurred by reason of the fact that the person is or was a director or officer of the Cooperative or, while serving as a director or officer of the Cooperative, such person is or was serving at the request of the Cooperative as a director, officer, partner, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign Cooperative or other individual or entity or of an employee benefit plan. The Cooperative shall also indemnify any person who is serving or has served the Cooperative as director, officer, employee, fiduciary, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any bylaw, resolution of the members or directors, contract, or otherwise, so long as such provision is legally permissible.

ARTICLE VII TERM OF EXISTENCE

The duration of the Cooperative shall be perpetual.