

ARTICLES OF INCORPORATION
of
Colorado 9-1-1 Resource Center, Inc.
A Colorado Nonprofit Corporation

I. Name and address. The name of the Corporation is Colorado 9-1-1 Resource Center, Inc. The principal address of the Corporation shall be Office Level One, 1580 Logan Street, Denver, Colorado 80203.

II. Registered Agent and Office. The name of the initial registered agent is: Brian K. Shepherd. The address of the initial registered office is 7321 Birch Street, Commerce City, CO 80022.

A. Consent of Registered Agent. The initial registered agent consents to his appointment as evidenced by his signature below:

Brian K. Shepherd

III. Incorporator. The name and address of the incorporator is as follows:

A. Brian K. Shepherd
Adcom 911, Inc.
7321 Birch Street
Commerce City, CO 80022

IV. Purposes. The Corporation is organized and shall operate exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the general purpose of the Corporation, acting principally within the State of Colorado, is to promote public safety and lessen the burden of government through support of the following activities and purposes:

- Providing assistance in the way of resources and coordination to all 9-1-1 Authority Boards and Public Safety Answering Points (PSAPs) in the State of Colorado, including acting as a clearinghouse for training, and providing regulatory updates and information on emerging technology such as wireless and voice-over internet;
- Coordinating training for 9-1-1 call takers, dispatchers, PSAP managers, and other necessary parties interested in 9-1-1 needs;
- Developing a statewide resource database and website which will provide assistance in researching and resolving issues that impact the delivery of 9-1-1 services to the general public;

- Participating in forums and national associations related to 9-1-1 concerns, and acting as the point of contact for local, state and national inquiries regarding 9-1-1 issues, and
- Conducting such other business as is reasonably necessary to accomplish the above purposes.

V. Powers. In furtherance of the foregoing purposes (but not otherwise) and subject to the restrictions set forth below, the Corporation shall have and may exercise all of the powers now or 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.

- A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any Director or Officer of the Corporation or any other individual (except that reasonable compensation may be paid for direct expenses incurred by a Director, Officer, or agent of, and at the direction of, the Corporation), and no Director, Officer or other agent of the Corporation shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation.
- B. The Corporation shall not have the power to pledge the credit of any of its Directors or Officers, nor to create any financial obligation between any creditor of the Corporation and any Director or Officer
- C. The Corporation shall not participate 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. 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 the 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.
- D. 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.
- E. 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.

VI. Stockholders and Members. The Corporation shall not have stockholders or members.

VII. Board of Directors. The management of the affairs of the Corporation shall be vested in the Board of Directors. There shall be a total of five (5) Directors. The Colorado Public Utilities Commission (“PUC”) shall appoint one (1) Director. Four (4) Directors shall be appointed by the 9-1-1 Advisory Task Force established by the PUC pursuant to 4 CCR 723-2-2145. All Directors must be either a voting or non-voting member of the 9-1-1 Advisory Task Force. The Board of Directors shall consist of representatives from the following organizations or groups:

- 1-State of Colorado Office of Consumer Counsel
- 1- Public Safety Answering Points or 9-1-1 Authority Board
- 1-Telecommunications Industry
- 2- Voting or non-voting member of the 9-1-1 Advisory Task Force

The PUC may appoint any one (1) of the five (5) Director positions.

- A. Term.** Each Director shall hold office until a successor has been duly appointed.
- B. Compensation.** Directors shall not receive compensation for serving as a Director. However, a Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.
- C. Initial Directors.** The names and addresses of the initial Directors of the Corporation, who shall serve until new Directors are appointed, are as follows:

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| John Epley | Public Utilities Commission Logan Tower Office Level One 1580 Logan Street Denver, CO 80203 |
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| Brian K. Sheperd | Adcom 911, Inc. 7321 Birch Street Commerce City, CO 80022 |
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| Cory Friend | Douglas County Sheriff’s Office 4000 Justice Way Castle Rock, CO 80109 |
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| PB Schechter | State of Colorado Office of Consumer Counsel |
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1580 Logan Street, Suite 740
Denver, CO 80203

Muriel Haglind

Intrado, Inc.
Governmental Affairs Liaison
19385 Shady Hills Road
Shorewood, MN 55331

- VII. No Personal Liability.** A Director or Officer shall have no personal liability to the Corporation for monetary damages for any breach of fiduciary duty occurring after the effective date of these articles, except as otherwise required by the Colorado Revised Nonprofit Corporations Act, C.R.S. § 7-128-402. The Corporation's Bylaws may indemnify its Directors and Officers to the fullest extent permitted under the Colorado Revised Nonprofit Corporations Act.
- IX. Receipt of Gifts, Bequests, Etc.** In furtherance and not in limitation of the powers conferred by law, the Corporation may take, receive, and hold real and personal property, including the principal and interest of any money or other fund that is given, conveyed, bequeathed, devised to, or otherwise vested in the Corporation in trust for use consistent with the purposes set forth in these articles of incorporation. Except where a trust instrument prescribes otherwise, the Corporation may invest trust property or its proceeds in accordance with the laws of the State of Colorado.
- X. Distribution of Assets Upon Dissolution.** Upon dissolution or final liquidation of the Corporation, all of its assets remaining after payment or provision for all of its liabilities, shall be paid over or transferred to a corporation or governmental entity established to fulfill the same purposes (in whole or in part) for which this Corporation was established. If no such entity is created for that purpose, the assets may be distributed or conveyed to one or more governmental units within the meaning of Section 170(b)(1)(A)(v) of the Internal Revenue Code or if such a transfer is not possible or practical, the assets may be distributed to and among one or more exempt organizations described in Section 501(c)(3) 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. Any such assets not disposed of shall be disposed of by the appropriate court of the county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations as said court shall determine are organized and operated exclusively for exempt purposes.
- XI. Amendments.** The Corporation shall have the right to amend any provisions contained in these Articles of Incorporation, except that no alteration, amendment, change or repeal of any provision hereof shall have the effect of changing the particular business and objects of this Corporation, as set forth in Article IV hereof, in such a manner that the Corporation shall cease to be an organization

described in Section 501(c)(3) of the Internal Revenue Code. An amendment to these Articles of Incorporation may be adopted by a majority vote of the Directors at an annual or special meeting.

XII. Term of Existence. Unless dissolved as provided herein, the existence of the Corporation shall be perpetual.

XIII. Return of Form. The Secretary of State may send a copy of these articles of incorporation once completed for filing to the address of the Registered Agent, stated in Article II above.

Dated: _____, 2006

Signature of Incorporator:

Brian K. Shepherd