

**ARTICLES OF INCORPORATION
OF
KNIGHTS OF HEROES FOUNDATION
Change 5 (1 June 2015)**

Pursuant to the provisions of Section 7-122-102 of the Colorado Revised Nonprofit Corporation Act and part 3 of article 90 of title 7 of the Colorado Corporation and Associations Act, these Articles of incorporation are delivered to the Secretary of State of the State of Colorado for filing.

**ARTICLE I
Name**

The name of the nonprofit corporation is Knights of Heroes Foundation (the "Corporation").

**ARTICLE II
Registered Agent and Office**

The street address of the Corporation's registered office and the name of its registered agent at that office are:

Steven Harrold
14960 Woodcarver Road, Ste 119
Colorado Springs, CO 80921

**ARTICLE III
Principal Office**

The address of the Corporation's principal office is:

14960 Woodcarver Road, Ste 119
Colorado Springs, CO 80921

**ARTICLE IV
Members**

The Corporation shall have no members and, accordingly, all authority that would otherwise be vested in the members shall be vested in, and may be exercised by, the board of directors of the Corporation acting as such. Nothing in these Articles of Incorporation shall be interpreted as requiring the board of directors to meet, vote, or otherwise act separately as members of a corporation in order to exercise powers that would, if there were members of the Corporation, be vested in the members.

ARTICLE V

Purposes and Powers

The Corporation is organized exclusively for educational and charitable purposes under and by virtue of the laws of the State of Colorado concerning nonprofit corporations. Specifically, the Corporation is organized to: (i) provide the children of fallen soldiers with an opportunity to develop lasting mentor-mentee relationships with adult role models in a safe and controlled environment; (ii) develop lasting friendships with similarly situated children from across the country while participating in exciting outdoor activities in Colorado; and (iii) provide counseling sessions to help the children of fallen soldiers with the loss of one of their parents.

The Corporation shall have and exercise all the rights, powers, and privileges granted to nonprofit corporations by the laws of the State of Colorado, as amended from time to time, subject to the restrictions and limitations contained in these Articles of Incorporation; provided, however, that the Corporation's rights, powers, and privileges shall be limited to those necessary to carry out purposes that will assure the Corporation's qualification as an organization which is exempt from taxation pursuant to Section 501(c)(3) of the Code.

ARTICLE VI

Conflicts of Interest and Limitations on Powers

The foregoing purposes and powers of the Corporation shall be subject to the following limitations.

1. No loans shall be made by the Corporation to any director or officer of the Corporation.
2. No part of the net earnings of the Corporation shall be distributed to, or inure to the benefit of, any director, officer, agent, or employee of the Corporation, or to any private individual having a personal and private interest in the activities of the Corporation (as defined in the Regulations promulgated under Section 501 of the Code), except that the Corporation shall be authorized to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses duly incurred, and to make payments and distributions in furtherance of the charitable and educational purposes set forth herein.
3. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
4. The Corporation shall at all times be operated in such a manner as will assure its qualification as: (i) an organization that is exempt from taxation pursuant to Section 501(c)(3) of the Code; and (ii) an organization to which deductible contributions may be made under Section 170(c)(2) of the Code.

5. If the Corporation should in any year be treated as a private foundation within the meaning of Section 509(a) of the Code, then: (i) the Corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code; (ii) the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (iii) the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (iv) the Corporation shall not make any investments that would subject the Corporation to taxation under Section 4944 of the Code; and (v) the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

6. Upon the dissolution of the Corporation or the winding up of its affairs, the Corporation's board of directors shall, after discharging or making provision for discharging all the Corporation's liabilities, distribute the remaining assets of the Corporation for one or more exempt purposes under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose, as the Corporation's board of directors shall determine. Any such assets not so disposed of shall be disposed of by the district court for 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, which are organized and operated exclusively for such purposes.

ARTICLE VII

Directors

Subject to any limitations contained in these Articles of Incorporation or the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the Corporation's board of directors.

ARTICLE VIII

Director's Liability; Indemnification

A director of this Corporation shall not be liable to this Corporation for monetary damages for breach of fiduciary duty as a director to the full extent permitted by the Colorado Revised Nonprofit Corporation Act. The Corporation shall indemnify any person and his or her estate and personal representative against all liability and expense, including attorneys' fees, incurred by reason of the person being or having been a director, officer, employee, fiduciary, or agent of the Corporation to the full extent and in any manner that directors, directors, officers, employees, fiduciaries, and agents may be indemnified under the Colorado Revised Nonprofit Corporation Act.

ARTICLE IX

Amendment

The Corporation may amend any provisions contained in these Articles of Incorporation at any time. An amendment to these Articles of Incorporation may be adopted at a meeting of the Corporation's board of directors upon receiving the affirmative vote of a majority of the entirety of the Corporation's board of directors.

ARTICLE X

Incorporator

The name and address of the incorporator are:

Steven E. Harrold
20260 True Vista Cir
Monument, CO 80132

ARTICLE XI
Authorized Contact Person

The name and mailing address of the individual who causes this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, are:

Steven E. Harrold
20260 True Vista Cir
Monument, CO 80132