

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE DENVER TURNVEREIN, INC.**

(A Nonprofit Corporation)

The Denver Turnverein, Inc., a nonprofit corporation incorporated under Colorado law, hereby amends and restates its Articles of Incorporation to read in full as follows:

**Article I
Objects and Purposes**

This Corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Subject to the prior sentence, the specific purposes and objectives of the Corporation will include, but not be limited to:

- [a] Promoting and preserving the art of dance and other cultural arts;

- [b] Providing forums for the learning, practice, development, and enjoyment of ballroom, swing and other forms of partner dance;

- [c] Maintaining and preserving the Corporation's historic building for use as a facility for dancing, teaching, learning, practicing and preserving the art of dance, and other cultural and charitable purposes;

- [d] Supporting endeavors with local civic leaders and municipalities to promote cultural arts;

- [e] Promoting the interest, support, participation and involvement of the wider community, including young people, in order to sustain the art form of dance;

- [f] Holding functions, workshops, dances, meetings and other community outreach events to increase participation in dancing to a wider community;

- [g] Providing education and instruction in ballroom, swing and other forms of partner dancing; and

- [f] Raising awareness of dance and movement as fitness activities contributing to the overall well-being of those who participate.

Article II Powers

In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado.

Article III Restrictions on Powers

Notwithstanding any other provision of these Articles of Incorporation, the powers of the Corporation are restricted as follows:

[a] Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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.

[b] No part of the net earnings of the Corporation shall inure to the benefit or be distributable to of any member, director or officer of the Corporation or any other private individual whatsoever (except that reasonable compensation may be paid for, and reimbursement may be made for reasonable expenses incurred in connection with, services rendered to or for the Corporation affecting one or more of its objects and purposes and except that payments may be made to a private individual other than a director or officer of the Corporation in furtherance of the objects and purposes set forth in Article I), and no director or officer of the Corporation or any other private individual whatsoever shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation or otherwise..

[c] 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article IV Membership

The Corporation will have such classes of voting and non-voting members as may be prescribed by its Bylaws or the Board of Directors. The designation and voting powers of each class of members and their respective manner of election or appointment, qualifications, tenure, terms of membership, rights, limitations and obligations will be as provided in the bylaws of the Corporation or by the Board of Directors. Voting powers may be denied to any class either generally or in any limited way. The Corporation will have no capital stock. However, the Corporation may issue certificates evidencing membership therein.

Article V Board of Directors

The management of the affairs of the Corporation will be vested in the Board of Directors of the Corporation, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act, these Articles of Incorporation or the bylaws of the Corporation. The number of directors, their qualifications, their terms of office and the manner of their selection will be as provided in the bylaws of the Corporation.

Article VI Limitations on Directors' Liability

No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following:

- [a] Any breach of the director's duty of loyalty to the Corporation;
- [b] Any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; or
- [c] Any transaction in which the director received improper personal benefit.

This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the Corporation, nor shall this provision restrict or otherwise diminish the provisions of C.R.S. Sections 13-21-115.7(2) and 13-21-116(2)(b) (concerning immunity of directors except in the case of wanton and willful acts or omissions), any amendment or successor provision to such section, or any other law limiting or eliminating the liabilities of directors.

Any repeal or modification of the preceding provisions of this Article or any repeal or modification of the provisions of the Colorado Revised Nonprofit Corporation Act which permits the elimination of liability of directors by this Article shall not adversely affect any elimination of liability, right, or protection of a director of the Corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

Article VII Officers

The Corporation shall have such officers as may from time to time be prescribed by the bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the bylaws then in effect.

Article VIII Amendment

The Board of Directors will have the power and authority at any time to amend these Articles of Incorporation by a majority vote of all directors then in office, subject to the approval of the voting members. The voting members will also have the power and authority at any time to amend these Articles of Incorporation..

Article IX Dissolution

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to or for the benefit of such organization or organizations as shall at the time qualify under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such court shall determine.

Article X Internal Revenue Code

All references to the Internal Revenue Code shall be deemed to mean the Internal Revenue Code of 1986, as it presently is constituted, as it may be amended, or any successor statute of similar purpose.

These Restated Articles of Incorporation were adopted by the board of directors and approved by the requisite member action.

IN WITNESS WHEREOF, these Restated Articles of Incorporation were executed by the duly authorized officer of the Corporation this 14th day of October, 2016.

/s/ Judith Hopper

President

/s/ Jacob Jeronimus

Secretary