

ARTICLES OF INCORPORATION

PREAMBLE

These Articles of Incorporation are hereby adopted in accordance with C.R.S. 7-122-101 And C.R.S. 7- 122-102 as the constitution and governing document of the Fun Machine Linked Repeater System, Inc.

ARTICLE I

Name

1.01 The name of the corporation is **Fun Machine Linked Repeater System, Inc.** hereinafter referred to as “the Company”.

ARTICLE II

Duration

2.01 The period of the corporation’s duration is perpetual.

ARTICLE III

Purpose

3.01 The purpose for which the corporation is organized is to conduct any and all lawful business for which non-profit corporations can be organized pursuant to Colorado statutes including but not limited to:

- a) To further the technical & mechanical operations of FMLRS linked repeaters and its affiliates.
- b) To provide financial support for a regional linked repeater system, and to maintain said repeaters for open use by all FMLRS members and other properly licensed amateurs and visitors to the area of coverage.
- c) To provide support and encouragement for new modes and methods of repeater operations, as interest and association finances allow experimentation in such areas.
- d) To foster emergency preparedness among amateur radio operators in Colorado by establishing and maintaining amateur radio repeaters for use in the Skywarn spotting network for the National Weather Service as well as cooperative emergency preparedness efforts with local, state and federal emergency service and disaster.
- e) To promote social activity among its members
- f) To promote the interest of amateur radio in the community.

3.02 The Corporation is organized to operate exclusively for purposes consistent with Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE IV

Powers

4.01 The corporation has the power to engage in any lawful activity under the corporation code of the State of Colorado, including opening and operating a bank account.

ARTICLE V

Incorporator and Registered Agent

5.01 The name of the incorporator and registered agent is: **Jeffrey Carrier**

5.02 The street address of the incorporator and registered agent is:

230 Glenmoor Rd.

Cañon City, CO 81212

ARTICLE VI

Principal Office and Mailing Address

6.01 The complete street address of the designated principal office is:

230 Glenmoor Rd.

Cañon City, CO 81212

6.02 The complete mailing address of the corporation is:

230 Glenmoor Rd.

Cañon City, CO 81212

ARTICLE VII

Form and Authorized Shares

7.01 The Company is formed as a Colorado non-profit corporation and no shares will be issued at any time during the existence of the Company. No part of the income or net earnings of the Company shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or any other private individuals.

Article VIII

Directors and Officers

8.01 The corporation's Officers shall be a president, vice president, secretary and treasurer, each of which shall also be a director and collectively shall comprise the board of directors of the corporation. The officers shall serve for a term of one year or until their successors are duly elected. Terms shall begin and end coincident with the date of the Annual Meeting.

8.02 No director or member of the Company shall receive compensation from the Company for any duties, work, work product, or service in any capacity. Members and directors may be reimbursed for out-of-pocket expenses personally paid while conducting the Company business or purchasing items or equipment at the direction of the Company.

ARTICLE IX

Bylaws

9.01 The board of directors shall adopt the bylaws of the corporation. The membership may amend the bylaws at any time by the provisions therein.

ARTICLE X

Meetings

10.01 The Company shall hold an annual meeting at a time and place specified in the bylaws for the election of officers and to vote on all matters properly brought before the members. Any five (5) members or any three (3) directors can request a special meeting if necessary to vote on matters where time is of the essence. Any such request shall be communicated to the Secretary of the Company. Notice of any meeting of the Company will be communicated to all members of record to be received not less than fourteen (14) days in advance of said meeting.

ARTICLE XI

Indemnification

11.01 The corporation does indemnify any director, officer, and member of the corporation from any liability regarding the corporation and the business of the corporation, unless the

person fraudulently violated the law or maliciously conducted acts to damage or defraud the corporation, or as otherwise provided under applicable law.

ARTICLE XII

Dissolution

12.01 The Corporation may be dissolved upon a three fourths (3/4) majority vote of the Full Members (as defined in the Bylaws) present at any meeting, provided that notice of the dissolution has been delivered to all Full Members at least 30 days in advance of the meeting and provided that a quorum of at least fifty percent (50%) of the voting membership is present. In the event of dissolution all assets remaining after payment of all just debts will be distributed to one or more qualified organization(s) exempt under Section 501 (c)(3) of the Internal Revenue Code, such organizations to be selected by the Officers of the Corporation. The Officers shall decide how the assets are to be distributed. If the Officers do not agree, then the President shall determine the distribution of the assets.

ARTICLE XIII

Amendment

13.01 This constitution may be amended at any regular or special meeting by a three fourths majority vote provided fifty percent (50%) of the voting membership is present. Proposals for amendments shall be submitted in writing at a regular meeting and shall be voted on at the next following regular meeting