

# Colorado Aviation Historical Society

## ARTICLES OF INCORPORATION of COLORADO AVIATION HISTORICAL SOCIETY

KNOW ALL MEN BY THESE PRESENTS, That we, Gerald M. Miller, of the City and County of Denver, State of Colorado, Kenneth L. Moe, of the County of Adams, State of Colorado, and Paul Lundell, of the County of Jefferson, State of Colorado, each of whom is more than twenty-one years of age, do hereby associate ourselves together for the purposes of forming a body corporate, not for securing profit under the provisions of Article 19, chapter 31, Colorado Revised Statutes, 19634, and hereby make, execute, and acknowledge this certificate in writing of our intention to become a body corporate under and by virtue of said statute.

### ARTICLE I Name

The Society name shall be: COLORADO AVIATION HISTORICAL SOCIETY.

### ARTICLE II Objects, Purposes, and Powers

The object and purpose for which this Society is formed and incorporated is:

1. To acquire, restore, preserve and provide for public display, aircraft and other object, documents, items and things of present or historical interest or value in connection with the development and history or aviation in the State of Colorado and elsewhere.
2. To foster, encourage, sponsor and promote public interest and education in all phases of aviation and the aircraft associated with such history.
3. To foster, encourage, sponsor and promote, public interest in the preservation, restoration, use and knowledge of antique and classic airplanes or other flying machines.
4. To foster, promote, and encourage aviation, by sponsoring, providing or participating in aviation museums, displays, shows and exhibits.
5. To hold, own, lease, purchase and otherwise acquire, and to donate, sell, mortgage, lease, encumber or otherwise dispose of and to deal in and with properties of all kinds, both real and, personal.
6. To make, enter into, and perform contracts of every sort and kind with any person, firm,, corporation, private or public, or Municipal, or body politic, whether foreign or domestic, and with the Government of the United States or with any state, territory, or colony thereof; or with any foreign government.

7. To borrow money without limit as to amount for all Society purposes and to evidence such borrowing by notes, debentures, bonds, or other securities or evidences of indebtedness and to pledge or otherwise encumber any of the assets of the Society as security for the repayment thereof. Such borrowings may be made from Society officers, directors or members.

8. To do all things necessary and proper to achieve the object and purpose of the Society.

### **ARTICLE III Terms of Existence**

The Society shall have perpetual existence.

#### **ARTICLE IV Directors and Officers**

1. The business and affairs of this Society shall be vested in a Board of Directors, consisting of not less than three (3) no more than nine (9) individuals. The first Board of Directors who shall act as such directors for the first year of existence of this corporation and until their successors shall be duly elected and qualified are:

Gerald M. Miller  
1160 Josephine Street  
Denver, Colorado

Donald J. Taylor  
4800 Hale Parkway  
Denver, Colorado

Paul Lundell  
7230 West Eighth Avenue  
Lakewood, Colorado

George Welsh  
Lafayette, Colorado

Kenneth L. Moe  
2356 Oswego Street  
Aurora, Colorado

2. The Society shall indemnify any director or officer, or former director or officer of the Society, or any person who may have served at its request as a director or officer of another corporation in which it owns shares or capital stock or of which it is a creditor, and the representatives of all such persons, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of having been such director or officer except in relation of matters as to which he shall be made adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any by-laws, agreements, vote of members or otherwise.

3. A director and/or officer of the Society shall not, in the absence of fraud and provided his adverse interest is disclosed to the other directors and/or officers, be disqualified by his office from dealing or contracting with the Society either as a vendor, purchaser or otherwise; nor in the absence of fraud shall any transaction or contract of the Society be void or void able by reason of the fact that any director and/or officer is a member, or any corporation of which any director and/or officer is a stockholder, director, officer, or employee is in any way interested in such contract or transaction, provided the director's and/or officers' adverse interest or interest in such firm or corporation be disclosed to the other directors and/or officers.

#### **ARTICLE V Office**

The principle officer of the Society shall be located in the City and County of Denver, State of Colorado.

#### **ARTICLE VI Rights and Powers**

1. The rights and powers of the members of the Society not set forth in these Articles of Incorporation shall be designated from time to time in the by-laws of the corporation.
2. The Board of Directors of this corporation shall have the power to adopt such prudential by-laws as may be deemed necessary or expedient for the proper government and management of the affairs of this Society, and to amend, alter or repeals the same, from time to time, as the Board may deem advisable. Nothing herein contained shall be construed to prevent the members of this Society at any regular meeting, or at any special meeting called for the purpose, by vote of the majority of the members entitled to vote from amending, altering or repealing the then existing by-laws of this corporation and adopting by-laws or set of by-laws.

#### **ARTICLE VII Liquidation of the Corporation**

The Society is organized not for profit, and no part of the net earnings of the Society shall inure to the benefit of any private member or individual. In the event of the liquidation or dissolution of the Society, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Society from any source, after the payment of all debts and obligations of the Society shall be used or distributed exclusively for the purposes set forth in sub-paragraphs 1, 2, 3 and 4 of this certificate and within the intent of the Section 501(c) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may be hereafter amended from time to time.

IN WITNESS HEREOF, the named incorporators have executed the forgoing articles of incorporation this 1st day of May 1966.

Original copy signed by Gerald M. Miller  
Original copy signed by Kenneth L. Moe  
Original copy signed by Paul Lundell

STATE OF COLORADO     )  
  ) sc.  
City and County of Denver)

I, Bruce Kistler, a Notary Public, hereby certify that on the 1st day of May, 1966, personally appeared before me, Gerald M. Miller, Kenneth L. Moe and Paul Lundell, who by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS THEREOF, I have hereunto set my hand and seal this 1st day of May, 1966.

Original copy signed by Bruce Kistler  
Notary Public

My commission expires: Feb. 8, 1967

Original copy contains a notary public seal