



Colorado Secretary of State
 Date and Time: 04/24/2023 05:50 PM
 ID Number: 20231433643
 Document number: 20231433643
 Amount Paid: \$50.00

Document must be filed electronically.
 Paper documents are not accepted.
 Fees & forms are subject to change.
 For more information or to print copies
 of filed documents, visit www.coloradosos.gov.

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Incorporation for a Nonprofit Corporation

filed pursuant to § 7-122-101 and § 7-122-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the nonprofit corporation is Knowledge for Free.

(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the nonprofit corporation's initial principal office is

Street address 4985 Moorhead Ave
(Street number and name)

Boulder CO 80305
(City) (State) (ZIP/Postal Code)

United States
(Province – if applicable) (Country)

Mailing address PO Box 3694
(leave blank if same as street address) (Street number and name or Post Office Box information)

Boulder CO 80307
(City) (State) (ZIP/Postal Code)

United States
(Province – if applicable) (Country)

3. The registered agent name and registered agent address of the nonprofit corporation's initial registered agent are

Name
 (if an individual) _____
(Last) (First) (Middle) (Suffix)

OR

(if an entity) Colorado Registered Agent LLC
(Caution: Do not provide both an individual and an entity name.)

Street address 1942 Broadway Street
(Street number and name)

STE 314C

Boulder CO 80302
(City) (State) (ZIP Code)

Mailing address
 (leave blank if same as street address) _____
 (Street number and name or Post Office Box information)

_____ CO _____
 (City) (State) (ZIP Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name
 (if an individual) Wertin Aris Moab-Rain _____
 (Last) (First) (Middle) (Suffix)

OR

(if an entity) _____
 (Caution: Do not provide both an individual and an entity name.)

Mailing address 3030 Sunburst Pt _____
 (Street number and name or Post Office Box information)

Dacono CO 80514 _____
 (City) (State) (ZIP/Postal Code)

_____ United States _____
 (Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. (If the following statement applies, adopt the statement by marking the box.)

The nonprofit corporation will have voting members.

6. Provisions regarding the distribution of assets on dissolution:

Upon termination or dissolution of Knowledge for Free, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of Knowledge for Free hereunder shall be selected by the discretion of a majority of the managing body of Knowledge for Free and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Knowledge for Free by one (1) or more members of its managing body, where the verified petition shall contain such statements that reasonably indicate the applicability of this section. The court, upon a finding that this section is applicable, shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference, if practicable, to organizations located within the State of Colorado. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Colorado to be added to the general fund.

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

8. (**Caution:** *Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.*)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____.
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes. This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

9. The true name and mailing address of the individual causing the document to be delivered for filing are

Wertin Aris Moab-Rain
(Last) (First) (Middle) (Suffix)
3030 Sunburst Point
(Street number and name or Post Office Box information)
Dacono CO 80514
(City) (State) (ZIP/Postal Code)
United States
(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

Knowledge for Free

A Colorado Non-Profit Corporation

Articles of Incorporation

Article I - Name

Section One

The name of this corporation shall be Knowledge for Free. The business of this corporation may be conducted as Knowledge for Free or knowledgeforfree.

Article II - Duration

Section One

The period of duration of this corporation is perpetual.

Article III - Purpose

Section One

Knowledge for Free is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. Knowledge for Free exists to provide high-quality, affordable, and accessible educational resources and learning materials for a broad scope of subjects and depth of material by delivering free and low-cost online materials including, but not limited to, videos, articles, and practice quizzes. This corporation may also provide tutoring services and other such services which would

empower the organization to further advance its mission of high-quality, affordable, and accessible education. High-quality shall be defined to mean materials and/or services that are deemed fully true, factual, and thorough. Affordable shall be defined to mean materials and/or services that are provided at or below fair market value. Accessible shall be defined to mean materials and/or services that, to the best of this corporation's ability, can be transmitted to a maximized quantity of learners across the United States.

Section Two

Knowledge for Free is designated as a non-profit corporation.

Article IV - Non-Profit Nature

Section One

Knowledge for Free is organized exclusively for educational and charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Knowledge for Free shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Section Two

Notwithstanding any other provision of this document, Knowledge for Free shall not carry on any other activities not permitted to be carried on:

- A. by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or;
- B. by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section Three

Knowledge for Free is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

Section Four

No officer or director of this corporation shall be personally liable for the debts or obligations of Knowledge for Free of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

Section Five

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 in, 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.

Section Six

Notwithstanding any other provision of these Articles, Knowledge for Free shall not carry on any activities not permitted to be carried on

- A. by a corporation exempt from federal income tax as an organization described by 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.

Article V - Dissolution

Section One

Upon termination or dissolution of Knowledge for Free, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable

purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Knowledge for Free hereunder shall be selected by the discretion of a majority of the managing body of Knowledge for Free and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Knowledge for Free by one (1) or more members of its managing body, where the verified petition shall contain such statements that reasonably indicate the applicability of this section. The court, upon a finding that this section is applicable, shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference, if practicable, to organizations located within the State of Colorado.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Colorado to be added to the general fund.

Section Two

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section One.

Article VI - The Board of Directors

Section One

Knowledge for Free shall be governed by a board of directors.

Section Two

The initial directors of Knowledge for Free shall be Aris Wertin.

Article VII - Membership

Section One

Knowledge for Free shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

Article VIII - Amendments to these Articles

Section One

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

Article IX - Address of the Corporation

Section One

The physical address of Knowledge for Free is:

Knowledge for Free
4985 Moorhead Ave
Boulder, CO 80305

The mailing address of Knowledge for Free is:

Knowledge for Free
PO Box 3694
Boulder, CO 80307

Article X - Appointment of the Registered Agent

Section One

The registered agent of Knowledge for Free shall be:

Colorado Registered Agent LLC
1942 Broadway Street STE 314C
Boulder, CO 80302

Article XI - Incorporator

Section One

The incorporator of this corporation is as follows:

Aris Wertin
3030 Sunburst Pt
Dacono, CO 80514

Certificate of Adoption of the Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Knowledge for Free were approved by the board of directors on 04/24/2023 and constitute a complete copy of Articles of Incorporation of Knowledge for Free:

Aris Wertin
3030 Sunburst Pt
Dacono, CO 80514

A handwritten signature in black ink on a light gray background. The signature reads "aris wertin" in a cursive, lowercase style.