

EXHIBIT A
to
PLAN OF UNION
Mountain Sky Conference
of The United Methodist Church



Colorado Secretary of State
 Date and Time: 06/01/2018 03:35 PM
 ID Number: 20181179231
 Document number: 20181451327
 Amount Paid: \$50.00

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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 Mountain Sky Conference of The United Methodist Church
(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 6110 Greenwood Plaza Blvd
(Street number and name)

Greenwood Village CO 80111
(City) (State) (ZIP/Postal Code)

United States
(Province – if applicable) (Country)

Mailing address
(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

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

Conference Treasurer

Street address 6110 Greenwood Plaza Blvd
(Street number and name)

noreen@rmcumc.com

Greenwood Village CO 80111
(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) Marsh Richard A
(Last) (First) (Middle) (Suffix)

OR

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

Mailing address Pipis Marsh Law LLP
(Street number and name or Post Office Box information)
255 Weaver Park Rd #200
Longmont CO 80501
(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 the dissolution of the corporation, whether by affirmative act, forfeiture of charter or otherwise, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of the assets of the corporation exclusively for the purposes of the corporation to the Board of Global Ministries of The United Methodist Church or its successor, provided that it shall be qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws).

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

Marsh Richard A
(Last) (First) (Middle) (Suffix)
Pipis Marsh Law LLP
(Street number and name or Post Office Box information)
255 Weaver Park Rd #200
Longmont CO 80501
(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).

**ARTICLES OF INCORPORATION OF
MOUNTAIN SKY CONFERENCE
OF THE UNITED METHODIST CHURCH**

**ARTICLE I
NAME**

The name of the corporation shall be the Mountain Sky Conference of The United Methodist Church.

**ARTICLE II
TERM**

The corporation shall have a perpetual existence.

**ARTICLE III
PURPOSES**

The purposes for which the corporation is organized is to conduct and operate a United Methodist annual conference according to the Discipline of The United Methodist Church (“Discipline”) as the same may be amended from time to time.

**ARTICLE IV
POWERS**

The corporation shall be a non-profit corporation organized under Colorado’s Revised Nonprofit Corporation Act (“Act”) as the same may be amended from time to time. In addition to all powers and rights under the Act, and as a means of accomplishing the aforesaid purposes, the corporation shall have the following powers and be subject to the following limitations, express or implied:

- (a) To act as trustee or agent for others; to receive gifts, devises and bequests of money or of real or personal properties, of whatsoever kind and wheresoever situated, either in its own right or for others; to hold, sell, mortgage, and otherwise dispose of and to maintain, develop, and operate such properties, to invest such money and proceeds of such property, to collect and receive the income thereof, and to apply the principal or income thereof to the purposes of the corporation; to acquire by purchase, lease or otherwise and to hold, maintain, develop, manage, and operate and to dispose of by sale, pledge, mortgage, lease, gift or otherwise real or personal property of whatever kind or description and wheresoever situated; to borrow money and as security therefor, to mortgage, pledge, and hypothecate property and the assets of the corporation; and in general to have and exercise all such powers as are set forth in the Act and as are incidental to the accomplishment of the purposes of the corporation.

- (b) All title to real and personal property of the corporation, of whatever kind or description and wheresoever situated, shall be held subject to the denominational trust in favor of The United Methodist Church set forth in the Discipline as the same may be amended from time to time; and, all title to real property shall be bought and sold in full conformity with the Discipline as the same may be amended from time to time.
- (c) The corporation and all of its property, both real and personal, shall be subject to the laws, usages, and ministerial appointments of The United Methodist Church as are now or shall be from time to time established, made and declared by the lawful authority of said church.
- (d) It is intended that the purposes and powers of the corporation shall be so interpreted as to give it the broadest powers consistent with the purposes herein set forth.
- (e) Notwithstanding the foregoing provisions of Article IV of these Articles, the corporation shall not have, nor shall it exercise any power or authority either expressly, or by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity which would prevent it from qualifying and continuing to qualify under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or under the laws of the State of Colorado governing non-profit corporations, as they may be amended from time to time, nor shall the corporation carry on any propaganda or otherwise attempt to influence legislation or participate or intervene in any political campaign on behalf of any candidate for public office.

**ARTICLE V
REGULATION OF INTERNAL AFFAIRS**

The internal affair of the corporation shall be managed and controlled by the Board of Trustees (“Board”) of the corporation which Board shall at all times act in conformity with the Discipline as amended from time to time. The Board may promulgate bylaws and amend same from time to time, except for those matters provided by law or the Discipline to be amended by the members of the corporation; provided that they are promulgated and remain in accord with these Articles of Incorporation and with the Discipline as the same may be amended from time to time.

**ARTICLE VI
REGISTERED OFFICE**

The address of the registered office of the corporation shall be 6110 S. Greenwood Plaza Blvd., Greenwood Village, CO 80111.

**ARTICLE VII
BOARD OF TRUSTEES**

The Board of Trustees shall be the board of directors of the corporation, and shall consist of persons elected and organized as prescribed in the Discipline as the same may be amended from

time to time. The initial board of directors shall consist of the following individuals by virtue of office. They shall serve until their successors are elected. The successors shall be elected in accordance with the Discipline, as the same may be amended from time to time.

Yellowstone Conference Treasurer	Anita Saas
Rocky Mountain Conference Treasurer	Noreen Keleshian
Yellowstone Conference Chancellor	David Nielsen
Rocky Mountain Conference Chancellor	Richard Marsh

ARTICLE VIII MEMBERSHIP

The corporation shall have no shares or shareholders. The members shall consist of those persons identified in the Discipline as members of the annual conference session of the Mountain Sky Conference. There shall be no other members.

ARTICLE IX INCOME AND ASSETS NON-DISTRIBUTABLE

As this corporation does not contemplate pecuniary gain or profit to the members thereof and is organized solely for non-profit purposes, no member, trustee, officer or employee of the corporation shall be entitled to any of the net earnings or to participate in any distribution of the assets thereof or to receive any pecuniary profit of any kind therefrom, except reasonable compensation for services actually performed in effecting one or more of its purposes.

ARTICLE X DISSOLUTION

Upon the dissolution of the corporation, whether by affirmative act, forfeiture of charter or otherwise, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of the assets of the corporation exclusively for the purposes of the corporation to the Board of Global Ministries of The United Methodist Church or its successor, provided that it shall be qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws)..

ARTICLE XI AMENDMENTS

These Articles of Incorporation may be amended pursuant to the provisions of C.R.S. § 7-130-101 *et seq.*, as amended from time to time, and to the Discipline.

Dated this 18th day of May, 2018.

--- END OF DOCUMENT ---

**TRANSITIONAL BYLAWS
MOUNTAIN SKY CONFERENCE OF
THE UNITED METHODIST CHURCH**

ARTICLE I. POWERS

The Corporation shall have all powers conferred by law and its Articles of Incorporation, subject to the Book of Discipline of the United Methodist Church, as amended from time to time (“Discipline”), and subject to the direction of the Annual Conference (“Annual Conference”) established by the Western Jurisdiction of the United Methodist Church.

ARTICLE II. MEMBERS

The members of the Corporation shall be as prescribed by the Discipline.

ARTICLE III. TRUSTEES AND OFFICERS

Section 1. The Trustees shall be the governing body of the Corporation exercising all powers of the Corporation. The Trustees shall be duly elected by the Annual Conference from time to time, during their respective terms as Trustees and until their successors are duly elected and qualified, all in conformity with the Discipline.

Section 2. The officers of the Corporation shall be a President (Chairperson), a Vice-President (Vice-Chairperson), a Secretary and a Treasurer.

Section 3. The President and Vice-President shall be elected from the membership of the Trustees. The President shall preside at meetings of the Trustees and exercise all powers attendant to the office, and shall have such other powers as are conferred law, by Discipline, or in these bylaws. The Vice-President shall exercise such powers in the absence of the President. The President or other designated Trustee shall execute all deeds, contracts and written instruments in the name of the Corporation.

Section 4. The Secretary and the Treasurer of the Corporation may be elected from the Trustees thereof, but are not be required to be Trustees.

Section 5. The Secretary and the Treasurer of the Corporation may participate in the meetings of the Corporation and its Trustees, but shall have no vote unless they are members of the Corporation and Trustees thereof.

Section 6. The Secretary and the Treasurer of the Corporation shall perform the duties customarily assigned to such officers.

Section 7. The officers of the Corporation shall be elected by the Trustees, shall serve terms of one year, and shall continue in office until their successors are duly elected and qualified.

ARTICLE IV. MEETINGS

Section 1. Meetings of the Board of Trustees of the Corporation may be called by the President, or by any three Trustees, upon giving no fewer than three days' notice in writing mailed or e-mailed to the addresses on file in the office of the Treasurer, or by telephone, to each Trustee. The Board of Trustees may hold meetings in person, by conference telephone call, by email or through any other communication medium; and may take action without a meeting if a consent in writing, setting forth the action so taken, is signed or sent by all of the Trustees entitled to vote with respect to the subject matter of such action. A quorum for any meeting shall be a majority of the persons eligible to vote at the meeting.

ARTICLE V. AMENDMENTS

These Bylaws may be amended at any meeting of the members or any meeting of the Board of Trustees upon a two-thirds vote of those present at such meeting, provided that written notice of the proposed amendment shall have been given to the members or Trustees with the notice of the meeting.

ARTICLE VI. CORPORATE SEAL

The seal of the Corporation shall consist of the name of the Corporation arranged in a circle with the word "Colorado" and the word "Seal" inside the circle. The corporate seal shall not be required for validity of documents duly executed by an officer or officers of the Corporation on its behalf.

ARTICLE VII. INDEMNIFICATION OF OFFICERS OR TRUSTEES

Section 1. To the fullest extent permitted or provided by the law of Colorado, as it may exist from time to time, the Corporation shall indemnify any person against all liability and expense incurred by reason of the fact that such person is or was a Trustee or officer of the corporation or such person is or was serving in or on one or more of the following capacities or bodies: Resident Bishop, District Superintendents, Administrative Assistant to the Bishop, Conference Chancellor, Conference Treasurer, Conference Director of Administrative Services, Council on Finance and Administration, Commission on Archives and History, Conference Council on Ministries, Board of Ordained Ministry, Board of Diaconal Ministry, Commission on Equitable Salaries, Board of Pensions, Board of Stewards, Conference Committee on Camping and Retreats, and any other Conference board, commission or committee, (collectively, "related entities") or as a director, officer, partner, trustee or any similar managerial or fiduciary position of, or as a member, employee or agent of said related entities. In addition to the foregoing obligation of indemnification, and with a view to giving the persons covered by these provisions the broadest possible indemnity, the Corporation shall also indemnify persons as provided in the succeeding sections of this Article VII.

Section 2. The Corporation shall indemnify any person who was or is a party or is threatened with being made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (all of which are hereinafter sometimes referred to as a “proceeding”) other than an action by or in the right of the Corporation, by reason of the fact that such person is or was a Trustee or officer of the Corporation or is or was serving in another related entity, against expenses (including attorneys’ fees), judgments, penalties, fines (including an excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding, if, 1) while acting as a Trustee of the Corporation such person acted in good faith and in a manner such person believed reasonably to be in its best interests, or 2) while acting in another related entity, such person acted in good faith and in a manner such person believed reasonably not to be opposed to its best interests, or 3) with respect to any criminal action or proceeding, such person had no reasonable cause to believe that such conduct was unlawful. The termination of any proceeding by judgment, order, settlement or conviction or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption 1) that such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, as the case may be, or 2) with respect to any criminal action or proceeding, that such person had no reasonable cause to believe that such conduct was unlawful. A trustee’s conduct with respect to an employee benefit plan for a purpose that such Trustee reasonably believed to be in the interests of the participants or in beneficiaries of the plan shall be deemed to meet the foregoing requirements.

Section 3. The Corporation shall indemnify any person who was or is a party or is threatened with being made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact 1) that such person is or was a Trustee or officer of the Corporation, or 2) that such person is or was serving in another related entity, against expenses (including attorneys’ fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner that such person reasonably believed to be in or not opposed to the best interest of the Corporation; but no such indemnification shall be made in respect of any claim, issue, or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and then only to the extent that, the court in which such action or suit was brought determines, upon application, that despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses as such court deems proper.

Section 4. To the extent that a person entitled to indemnity under Sections 2 or 3 of this Article VII has been wholly successful, on the merits or otherwise, in defense of any proceeding or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by such person in connection therewith.

Section 5. Any indemnification under Sections 2 or 3 of this Article VII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the person seeking indemnification is proper in the circumstances because such person has met the applicable standard of conduct set forth in said Sections 2 and 3 of this Article VII. Such determination shall be made i) by the board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such proceeding, or ii) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Trustees so directs, the determination may be made by independent legal counsel, in a written opinion.

Section 6. Expenses (including attorneys' fees) incurred in defending a proceeding may be paid by the Corporation in advance of the final disposition of such proceeding in the manner authorized in Section 5 of this Article VII upon receipt of an undertaking, by or on behalf of the person seeking the advance, to repay such amount unless it is ultimately determined that such person is entitled to be indemnified by the Corporation against such expenses pursuant to this Article VII.

Section 7. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those indemnified may be entitled under these bylaws, the Articles of Incorporation, any agreement, vote of disinterested Trustees, or otherwise, and by any of the foregoing, both as to action while a Trustee or in an approved church program, and such indemnification shall continue as to a person who has ceased to be in the position which entitled such person to such indemnification and shall inure to the benefit of such person's heirs and personal representatives. The provisions of this Article VII shall not be deemed to preclude the Corporation from indemnifying other persons than those indemnified under this Article VII from similar or other expenses and liabilities as the Board of Trustees may determine in a specific instance or by resolution of general application.

Section 8. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, fiduciary or agent of the Corporation or who is or was serving at the request of the Corporation in another related entity.

THESE TRANSITIONAL BYLAWS SHALL APPLY IF AND AFTER A PLAN OF UNION IS APPROVED BY THE ROCKY MOUNTAIN AND YELLOWSTONE CONFERENCES ON OR ABOUT JUNE 9, 2018.

PRESIDENT

Print Name:

ATTEST:

SECRETARY

Print Name: