

ARTICLES OF INCORPORATION

COLORADO SASIxp™ USERS' GROUP

NONPROFIT

ARTICLE 1

NAME

The name of the Corporation shall be COLORADO SASIxp™ USERS' GROUP, a Colorado nonprofit corporation.

FILED - CUSTOMER COPY
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE
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ARTICLE 2

PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual.

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SECRETARY OF STATE
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ARTICLE 3

PURPOSE

The Corporation is organized and shall be operated exclusively for those charitable and educational purposes permissible under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law), including, without limitation, fostering and promoting assistance, problem-solving, training, and cooperation among public and private K-12 school users of software known as Schools Administrative Student Information Software ("SASIxp™" and SASI™III" or, collectively, "Software") and sponsoring conferences and seminars to improve the use of the Software among member school entities within the State of Colorado.

ARTICLE 4

LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, 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 Article 3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activity 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to

which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these Articles, if in any year the Corporation is treated as a private foundation under Section 509 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law):

1. The Corporation will distribute its income for such tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws;

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws;

3. The Corporation will not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any late federal tax laws;

4. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code of 1986, or corresponding provisions of any later federal tax laws; and

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

ARTICLE 5

PRINCIPAL OFFICE; REGISTERED OFFICE AND REGISTERED AGENT

The principal office for the transaction of the business of the Corporation shall be located at 2595 Canyon Blvd., Suite 400, Boulder, Colorado 80302. The address of the registered office of the Corporation is 2595 Canyon Blvd., Suite 400, Boulder, Colorado 80302, and the name of the registered agent at such address is Richard E. Bump.

ARTICLE 6

BOARD OF DIRECTORS

The corporate powers and management of the Corporation shall be vested in and exercised by a Board of Directors. The Board of Directors shall be composed of such number of members as the Board of Directors shall, from time to time, determine. The tenure and qualifications of directors shall be as set forth in the Bylaws of the Corporation. The Board of Directors may make, alter, and amend the Bylaws.

Initially the Board of Directors shall consist of the following seven persons whose names and addresses are:

Gary Murphy
620 Wilcox Street
Castle Rock, CO 80104

Geoff Haaland
11255 West 28th Place
Lakewood, CO 80215

Jim Anderson
780 Grant Street
Denver, CO 80203-3589

Susan Jones
6500 East Arapahoe
Boulder, CO 80303

Mark Lindstone
82 Airport Road
Aurora, CO 80011

Dick Barkey
11285 Highline Drive
Northglenn, CO 80233

Liz Mobley
1820 Main Street
Colorado Springs, CO 80971

ARTICLE 7 **MEMBERS**

The Corporation shall have voting members whose rights and privileges are set forth in the Bylaws of the Corporation.

ARTICLE 8 **DISSOLUTION OF CORPORATION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or athletic purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 9
INDEMNIFICATION OF DIRECTORS

The Corporation may indemnify its directors, officers, employees, and agents.

ARTICLE 10
LIABILITY OF DIRECTORS

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: (i) any breach of the director's duty of loyalty to the Corporation or its members; (ii) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) the director's assent to or participation in a loan by the Corporation to any director or officer of the Corporation; or (iv) any transaction in which the director received improper personal benefit. Nothing herein will be construed to deprive any director of the right to all defense ordinarily available to a director nor will anything herein be construed to deprive any director of any right for contribution from any other director or other person.

Any repeal or modification of this Article 10 shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE 11
INCORPORATOR

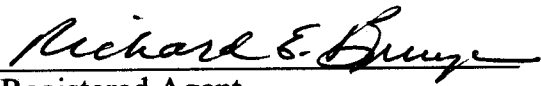
The name and address of the incorporator is Richard E. Bump, 2595 Canyon Blvd., Suite 400, Boulder, Colorado 80302.

Dated this 14th day of July, 2000.


Richard E. Bump, Incorporator

CONSENT OF REGISTERED AGENT

The undersigned consents to the appointment of registered agent of the Corporation referenced in the attached Articles of Incorporation.


Richard E. Bruye
Registered Agent