

**Application for Recognition of Exemption**  
**Under Section 501(c)(3) of the Internal Revenue Code**

OMB No. 1545-0058  
Expires 9-31-96  
If exempt status is approved, this application will be open for public inspection.

Read the instructions for each Part carefully.

**A User Fee must be attached to this application.**

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to you.

**Complete the Procedural Checklist on page 7 of the instructions.**

**Part I Identification of Applicant**

<b>1a</b> Full name of organization (as shown in organizing document) FALKENBERG FOUNDATION		<b>2</b> Employer identification number (if none, see instructions.) 84-1232818	
<b>1b</b> c/o Name (if applicable) William S. Falkenberg		<b>3</b> Name and telephone number of person to be contacted if additional information is needed J. Michael Farley (303) 321-6776	
<b>1c</b> Address (number, street, and room or suite no.) 430 Marion Street		<b>4</b> Month the annual accounting period ends March	
<b>1d</b> City or town, state, and ZIP code Denver, CO 80218		<b>5</b> Date incorporated or formed April 14, 1993	
<b>6</b> Activity codes (See instructions.) 092 119 602		<b>7</b> Check here if applying under section: a <input type="checkbox"/> 501(e) b <input type="checkbox"/> 501(f) c <input type="checkbox"/> 501(k)	
<b>8</b> Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? If "Yes," attach an explanation. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>9</b> Is the organization required to file Form 990 (or Form 990-EZ)? If "No," attach an explanation (see instructions). <input checked="" type="checkbox"/> N/A <input type="checkbox"/> Yes <input type="checkbox"/> No			
<b>10</b> Has the organization filed Federal income tax returns or exempt organization information returns? If "Yes," state the form numbers, years filed, and Internal Revenue office where filed. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

**11** Check the box for the type of organization. BE SURE TO ATTACH A CONFORMED COPY OF THE CORRESPONDING DOCUMENTS TO THE APPLICATION BEFORE MAILING (See Specific Instructions, Part I, Line 11.) Get Pub. 557, Tax-Exempt Status for Your Organization, for examples of organizational documents.)

- a  Corporation—Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also include a copy of the bylaws.
- b  Trust—Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
- c  Association—Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence the organization was formed by adoption of the document by more than one person; also include a copy of the bylaws.

If the organization is a corporation or an unincorporated association that has not yet adopted bylaws, check here

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here

(Signature)

(Title or authority of signer)

7/5/94  
(Date)

For Paperwork Reduction Act Notice, see page 1 of the instructions.

Cat. No. 17133K

**Part II Activities and Operational Information**

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. Describe each activity separately in the order of importance. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

See attached description.

- 
- 2 What are or will be the organization's sources of financial support? List in order of size.

The Falkenberg Foundation's primary source of financial support has been, and will continue to be, contributions from members of the Falkenberg family. The Foundation will consider gifts from other persons or groups.

- 
- 3 Describe the organization's fundraising program, both actual and planned, and explain to what extent it has been put into effect. Include details of fundraising activities such as selective mailings, formation of fundraising committees, use of volunteers or professional fundraisers, etc. Attach representative copies of solicitations for financial support.

The Falkenberg Foundation does not plan to have any fundraising activities.

## PART II. Activities and Operational Information

The Falkenberg Foundation was incorporated under the laws of the state of Colorado on April 14, 1993. The Falkenberg Foundation has accepted gifts in the aggregate amount of \$109,041.13 from William and Janis Falkenberg. The Foundation held its funds in a non-interest bearing account until June 5, 1994. On June 5, 1994, the Foundation invested \$100,000 of such funds in a Linsco Private Ledger Strategic Asset Management account, with the balance remaining in the Foundation's non-interest bearing account. The funds in the Strategic Asset Management fund will be invested in cash or cash equivalents, stocks, bonds and mutual funds. The anticipated return on the Strategic Asset Management account for 1994 and 1995 is 7.00% on an annual basis.

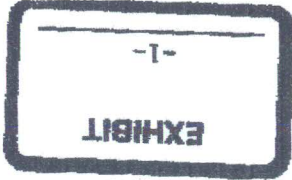
Through May 31, 1994, the Falkenberg Foundation has made gifts in the aggregate amount of \$6,325.00 to various qualifying organizations which support and promote religious, charitable, scientific, literary, educational, cultural and historical activities, which gifts are described with particularity on the attached Exhibit 1.

In the current year and in future years, the Falkenberg Foundation will disburse all of the net income from the above referenced Strategic Asset Management Account and from any other sources to various qualifying organizations which support and promote religious, charitable, scientific, literary, educational, cultural and historical activities. Distributions to qualifying organizations will be made annually after a meeting and vote of the Falkenberg Foundation's Board of Directors.

CONTRIBUTIONS/GIFTS PAID  
4/14/93 through 5/31/94

7/5/94  
FAIKENBE-FOUNDATION

Date	Num	Description	Memo	Clr Amount
12/16/93		Colorado Public Radio	Contribution	-250.00
12/16/93		Channel 12 KBDI Public TV	Contribution	-250.00
12/16/93		Church of the Good Shepherd	Contribution	-300.00
12/16/93		Channel 6 KRMA Public TV	Contribution	-500.00
12/16/93		Knights of the Holy Sepulchre	Contribution	-300.00
12/16/93		Association for Retarded Citiz.	Contribution	-100.00
12/16/93		Hospice of St. John	Contribution	-500.00
12/16/93		Hospice of Metro Denver	Contribution	-500.00
12/16/93		Grand Cache	Contribution	-100.00
12/16/93		Millie High United Way	Contribution	-100.00
12/16/93		Catholic Community Center	Contribution	-100.00
12/16/93		Friends of Man	Contribution	-500.00
12/16/93		Habitat for Humanity	Contribution	-500.00
12/16/93		Samaritan House	Contribution	-1,000.00
12/16/93		Denver Post Season	Contribution	-1,000.00
1/7/94		Boy's & Girl's Club	Contribution	-100.00
2/15/94		Church of the Good Shepherd	Contribution	-25.00
3/11/94		Smithsonian Institute	Contribution	-25.00
3/11/94		Alzheimer's Association	Contribution	-25.00
3/11/94		Dale Tooley Cancer Center	Contribution	-100.00
5/5/94		Archaeological Conservancy	Contribution	-50.00
TOTAL 4/14/93 - 5/31/94				-6,325.00
TOTAL INFLOWS				0.00
TOTAL OUTFLOWS				-6,325.00
NET TOTAL				-6,325.00



Part II Activities and Operational Information (Continued)

4 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
Janis H. Falkenberg, President 430 Marion St., Denver, CO 80218	None
Charles S. Falkenberg, Vice President 4111 Tennyson Road, University Park, Maryland 20782	None
William S. Falkenberg, Secretary/Treasurer 430 Marion St., Denver, CO 80218	None
Ruth E. Falkenberg, Assistant Secretary/Treasurer 854 Laffayette St., Denver, CO 80218	None

c Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials?  Yes  No  
 If "Yes," name those persons and explain the basis of their selection or appointment.

d Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See Specific Instructions, Part II, Line 4d.)  Yes  No  
 If "Yes," explain. All members of the governing body are disqualified persons they are either substantial contributors or family members of a substantial contributor.

5 Does the organization control or is it controlled by any other organization?  Yes  No  
 Is the organization the outgrowth of (or successor to) another organization, or does it have a special relationship with another organization by reason of interlocking directorates or other factors?  Yes  No  
 If either of these questions is answered "Yes," explain.

6 Does or will the organization directly or indirectly engage in any of the following transactions with any political organization or other exempt organization (other than a 501(c)(3) organization): (a) grants; (b) purchases or sales of assets; (c) rental of facilities or equipment; (d) loans or loan guarantees; (e) reimbursement arrangements; (f) performance of services, membership, or fundraising solicitations; or (g) sharing of facilities, equipment, mailing lists or other assets, or paid employees?  Yes  No  
 If "Yes," explain fully and identify the other organizations involved.

7 Is the organization financially accountable to any other organization?  Yes  No  
 If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.

**Part II Activities and Operational Information (Continued)**

8 What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken. If "None," indicate "N/A."

N/A

9 Will the organization be the beneficiary of tax-exempt bond financing within the next 2 years?  Yes  No

10a Will any of the organization's facilities or operations be managed by another organization or individual under a contractual agreement?  Yes  No

b Is the organization a party to any leases?  Yes  No

If either of these questions is answered "Yes," attach a copy of the contracts and explain the relationship between the applicant and the other parties.

11 Is the organization a membership organization?  Yes  No  
If "Yes," complete the following:

a Describe the organization's membership requirements, and attach a schedule of membership fees and dues.

b Describe the organization's present and proposed efforts to attract members, and attach a copy of any descriptive literature or promotional material used for this purpose.

c What benefits do (or will) the members receive in exchange for their payment of dues?

12a If the organization provides benefits, services, or products, are the recipients required, or will they be required, to pay for them?  N/A  Yes  No  
If "Yes," explain how the charges are determined, and attach a copy of the current fee schedule.

b Does or will the organization limit its benefits, services, or products to specific individuals or classes of individuals?  N/A  Yes  No  
If "Yes," explain how the recipients or beneficiaries are or will be selected.

13 Does or will the organization attempt to influence legislation?  Yes  No  
If "Yes," explain. Also, give an estimate of the percentage of the organization's time and funds that it devotes or plans to devote to this activity.

14 Does or will the organization intervene in any way in political campaigns, including the publication or distribution of statements?  Yes  No  
If "Yes," explain fully.

**Part III Technical Requirements**

1 Are you filing Form 1023 within 15 months from the end of the month in which your organization was created or formed?  Yes  No  
If you answer "Yes," do not answer questions on lines 2 through 7.

2 If one of the exceptions to the 15-month filing requirement shown below applies, check the appropriate box and proceed to question 8.

Exceptions—You are not required to file an exemption application within 15 months if the organization:

- a Is a church, interchurch organization of local units of a church, a convention or association of churches, or an integrated auxiliary of a church (see instructions);
- b Is not a private foundation and normally has gross receipts of not more than \$5,000 in each tax year; or
- c Is a subordinate organization covered by a group exemption letter, but only if the parent or supervisory organization timely submitted a notice covering the subordinate.

3 If the organization does not meet any of the exceptions on line 2, are you filing Form 1023 within 27 months from the end of the month in which the organization was created or formed?  Yes  No

If "Yes," your organization qualifies under section 4.01 of Rev. Proc. 92-85, 1992-42 I.R.B. 32, for an automatic 12-month extension of the 15-month filing requirement. Do not answer questions 4 through 7.

If "No," answer question 4.

4 If you answer "No" to question 3, has the organization been contacted by the IRS regarding its failure to file Form 1023 within 27 months from the end of the month in which the organization was created or formed?  Yes  No

If "No," your organization qualifies for an extension of time to apply under the "reasonable action and good faith" requirements of section 5.01 of Rev. Proc. 92-85. Do not answer questions 5 through 7.

If "Yes," answer question 5.

5 If you answer "Yes" to question 4, does the organization wish to request relief from the 15-month filing requirement?  Yes  No

If "Yes," give the reasons for not filing this application prior to being contacted by the IRS. See Specific Instructions, Part III, Line 5, before completing this item. Do not answer questions 6 and 7.

If "No," answer question 6.

6 If you answer "No" to question 5, your organization's qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed with your key District Director. Therefore, do you want us to consider the application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date the organization was created or formed?  Yes  No

7 If you answer "Yes" to the question on line 6 above and wish to request recognition of section 501(c)(4) status for the period beginning with the date the organization was formed and ending with the date the Form 1023 application was received (the effective date of the organization's section 501(c)(3) status), check here  and attach a completed page 1 of Form 1024 to this application.

**Part III** Technical Requirements (Continued)

- 8 Is the organization a private foundation?  
 **Yes** (Answer question on line 9.)  
 **No** (Answer question on line 10 and proceed as instructed.)

- 9 If you answer "Yes" to the question on line 8, does the organization claim to be a private operating foundation?  
 **Yes** (Complete Schedule E)  
 **No**

After answering the question on this line, go to Part IV.

- 10 If you answer "No" to the question on line 8, indicate the public charity classification the organization is requesting by checking the box below that most appropriately applies:

**THE ORGANIZATION IS NOT A PRIVATE FOUNDATION BECAUSE IT QUALIFIES:**

- |   |  |   |
|---|--|---|
| a | <input type="checkbox"/> As a church or a convention or association of churches (CHURCHES MUST COMPLETE SCHEDULE A.)   | Sections 509(a)(1) and 170(b)(1)(A)(i)                        |
| b | <input type="checkbox"/> As a school (MUST COMPLETE SCHEDULE B.)   | Sections 509(a)(1) and 170(b)(1)(A)(ii)                       |
| c | <input type="checkbox"/> As a hospital or a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital (MUST COMPLETE SCHEDULE C.)  | Sections 509(a)(1) and 170(b)(1)(A)(iii)                      |
| d | <input type="checkbox"/> As a governmental unit described in section 170(c)(1).  | Sections 509(a)(1) and 170(b)(1)(A)(v)                        |
| e | <input type="checkbox"/> As being operated solely for the benefit of, or in connection with, one or more of the organizations described in a through d, g, h, or i (MUST COMPLETE SCHEDULE D.)   | Section 509(a)(3)   |
| f | <input type="checkbox"/> As being organized and operated exclusively for testing for public safety.  | Section 509(a)(4)   |
| g | <input type="checkbox"/> As being operated for the benefit of a college or university that is owned or operated by a governmental unit.  | Sections 509(a)(1) and 170(b)(1)(A)(iv)                       |
| h | <input type="checkbox"/> As receiving a substantial part of its support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.  | Sections 509(a)(1) and 170(b)(1)(A)(vi)                       |
| i | <input type="checkbox"/> As normally receiving not more than one-third of its support from gross investment income and more than one-third of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). | Section 509(a)(2)   |
| j | <input type="checkbox"/> The organization is a publicly supported organization but is not sure whether it meets the public support test of block h or block i. The organization would like the IRS to decide the proper classification.  | Sections 509(a)(1) and 170(b)(1)(A)(vii) or Section 509(a)(2) |

If you checked one of the boxes a through f in question 10, go to question 15. If you checked box g in question 10, go to questions 12 and 13. If you checked box h, i, or j, go to question 11.



**Part III Technical Requirements (Continued)**

- 11 If you checked box h, i, or j on line 10, has the organization completed a tax year of at least 8 months?  
 Yes—Indicate whether you are requesting:  
 A definitive ruling (Answer questions on lines 12 through 15.)  
 An advance ruling (Answer questions on lines 12 and 15 and attach two Forms 872-C completed and signed.)  
 No—You must request an advance ruling by completing and signing two Forms 872-C and attaching them to the application.
- 12 If the organization received any unusual grants during any of the tax years shown in Part IV-A, attach a list for each year showing the name of the contributor, the date and the amount of the grant, and a brief description of the nature of the grant.

- 13 If you are requesting a definitive ruling under section 170(b)(1)(A)(iv) or (vi), check here  and:  
 a Enter 2% of line 8, column (e) of Part IV-A \_\_\_\_\_  
 b Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly supported" organization) whose total gifts, grants, contributions, etc., were more than the amount entered on line 13a above.

- 14 If you are requesting a definitive ruling under section 509(a)(2), check here  and:  
 a For each of the years included on lines 1, 2, and 9 of Part IV-A, attach a list showing the name of and amount received from each "disqualified person." (For a definition of "disqualified person," see Specific Instructions, Part II, Line 4d.)  
 b For each of the years included on line 9 of Part IV-A, attach a list showing the name of and amount received from each payer (other than a "disqualified person") whose payments to the organization were more than \$5,000. For this purpose, "payer" includes, but is not limited to, any organization described in sections 170(b)(1)(A)(i) through (vi) and any governmental agency or bureau.

15 Indicate if your organization is one of the following. If so, complete the required schedule. (Submit only those schedules that apply to your organization. Do not submit blank schedules.)

	Yes	No	If "Yes," complete Schedule:
Is the organization a church? . . . . .			A
Is the organization, or any part of it, a school? . . . . .			B
Is the organization, or any part of it, a hospital or medical research organization? . . . . .			C
Is the organization a section 509(a)(3) supporting organization? . . . . .			D
Is the organization a private operating foundation? . . . . .			E
Is the organization, or any part of it, a home for the aged or handicapped? . . . . .			F
Is the organization, or any part of it, a child care organization? . . . . .			G
Does the organization provide or administer any scholarship benefits, student aid, etc.? . . . .			H
Has the organization taken over, or will it take over, the facilities of a "for profit" institution? . . .			I

**Part IV Financial Data**

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

**A. Statement of Revenue and Expenses**

	Current tax year	3 prior tax years or proposed budget for 2 years			(e) TOTAL	
	(a) From 4/1/94 to 5/31/94	(b) 4/14/93-3/31/94	(c) 19.....	(d) 19.....		
Revenue	1 Gifts, grants, and contributions received (not including unusual grants—see instructions) . . .	-0-	\$109,041.13			\$109,041.13
	2 Membership fees received . . .	-0-	-0-			-0-
	3 Gross investment income (see instructions for definition) . . .	-0-	-0-			-0-
	4 Net income from organization's unrelated business activities not included on line 3 . . . . .	-0-	-0-			-0-
	5 Tax revenues levied for and either paid to or spent on behalf of the organization . . . . .	-0-	-0-			-0-
	6 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge) . . . . .	-0-	-0-			-0-
	7 Other income (not including gain or loss from sale of capital assets) (attach schedule) . . .	-0-	-0-			-0-
	8 Total (add lines 1 through 7)	-0-	\$109,041.13			\$109,041.13
	9 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity that is not an unrelated business within the meaning of section 513	-0-	-0-			-0-
	10 Total (add lines 8 and 9)	-0-	\$109,041.13			\$109,041.13
	11 Gain or loss from sale of capital assets (attach schedule) . . .	-0-	-0-			-0-
	12 Unusual grants . . . . .	-0-	-0-			-0-
	13 Total revenue (add lines 10 through 12)	-0-	\$109,041.13			\$109,041.13
Expenses	14 Fundraising expenses . . . . .	-0-	-0-			
	15 Contributions, gifts, grants, and similar amounts paid (attach schedule) . . . . .	\$50.00	\$ 6,275.00			
	16 Disbursements to or for benefit of members (attach schedule) .	-0-	-0-			
	17 Compensation of officers, directors, and trustees (attach schedule) . . . . .	-0-	-0-			
	18 Other salaries and wages . . .	-0-	-0-			
	19 Interest . . . . .	-0-	-0-			
	20 Occupancy (rent, utilities, etc.) .	-0-	-0-			
	21 Depreciation and depletion . . .	-0-	-0-			
	22 Other (attach schedule) . . . . .	-0-	\$ 600.57			
	23 Total expenses (add lines 14 through 22)	\$50.00	\$ 6,875.57			
	24 Excess of revenue over expenses (line 13 minus line 23)	(\$50.00)	\$102,165.56			

PAIKNER-FOUNDATION  
7/5/94

PAIKNER-FOUNDATION  
CONTRIBUTIONS/GIFTS PAID  
4/1/94 THROUGH 5/31/94

Date	Num	Description	Memo	Clr Amount
5/5		Archaeological Conservancy	Contribution	-50.00
TOTAL 4/1/94 - 5/31/94				-50.00
TOTAL INFLOWS				0.00
TOTAL OUTFLOWS				-50.00
NET TOTAL				-50.00

FALKNER-FOUNDATION 7/5/94

PART IV, A, LINE 13  
CONTRIBUTIONS/GIFTS PAID  
4/14/93 Through 3/31/94

Date	Num	Description	Memo	Clr Amount
12/16/93		Colorado Public Radio	Contribution	-250.00
12/16/93		Channel 12 KBDI Public TV	Contribution	-250.00
12/16/93		Church of the Good Shepherd	Contribution	-300.00
12/16/93		Channel 6 KRMA Public TV	Contribution	-500.00
12/16/93		Knight's of the Holy Sepulchre	Contribution	-300.00
12/16/93		Association for Retarded Citiz.	Contribution	-100.00
12/16/93		Hospice of St. John	Contribution	-500.00
12/16/93		Hospice of Metro Denver	Contribution	-500.00
12/16/93		Grand Cache	Contribution	-100.00
12/16/93		Mile High United Way	Contribution	-100.00
12/16/93		Catholic Community Center	Contribution	-100.00
12/16/93		Friends of Man	Contribution	-500.00
12/16/93		Habitat for Humanity	Contribution	-500.00
12/16/93		Samaritan House	Contribution	-1,000.00
12/16/93		Denver Post Season	Contribution	-1,000.00
1/7/94		Boy's & Girl's Club	Contribution	-100.00
2/15/94		Church of the Good Shepherd	Contribution	-25.00
3/11/94		Smithsonian Institute	Contribution	-25.00
3/11/94		Alzheimer's Association	Contribution	-25.00
3/11/94		Dale Toolley Cancer Center	Contribution	-100.00
TOTAL 4/14/93 - 3/31/94				
				-6,275.00
				0.00
				-6,275.00
				-6,275.00

FALKNER-FOUNDATION  
7/5/94

Date	Num	Description	Memo	Clr Amount
11/4/93		Wade Ash Woods Hill & Farley	Tax Exempt Application Expense	-343.00
11/4/93		First Bank	Deposit slips	-9.25
2/15/94		Wade Ash Woods Hill & Farley	Tax Exempt Application Expense	-248.32
TOTAL 4/14/93 - 3/31/94				-600.57
TOTAL INFLOWS				0.00
TOTAL OUTFLOWS				-600.57
NET TOTAL				-600.57

OTHER EXPENSES  
4/14/93 Through 3/31/94

**Part IV** Financial Data (Continued)

**B. Balance Sheet (at the end of the period shown)**

Current tax year  
Date 5/31/94

**Assets**

1	Cash . . . . .	1	\$102,115.56
2	Accounts receivable, net . . . . .	2	-0-
3	Inventories . . . . .	3	-0-
4	Bonds and notes receivable (attach schedule) . . . . .	4	-0-
5	Corporate stocks (attach schedule) . . . . .	5	-0-
6	Mortgage loans (attach schedule) . . . . .	6	-0-
7	Other investments (attach schedule) . . . . .	7	-0-
8	Depreciable and depletable assets (attach schedule) . . . . .	8	-0-
9	Land . . . . .	9	-0-
10	Other assets (attach schedule) . . . . .	10	-0-
11	<b>Total assets (add lines 1 through 10)</b> . . . . .	11	\$102,115.56

**Liabilities**

12	Accounts payable . . . . .	12	-0-
13	Contributions, gifts, grants, etc., payable . . . . .	13	-0-
14	Mortgages and notes payable (attach schedule) . . . . .	14	-0-
15	Other liabilities (attach schedule) . . . . .	15	-0-
16	<b>Total liabilities (add lines 12 through 15)</b> . . . . .	16	\$ 0.00

**Fund Balances or Net Assets**

17	Total fund balances or net assets . . . . .	17	\$102,115.56
18	<b>Total liabilities and fund balances or net assets (add line 16 and line 17)</b> . . . . .	18	\$102,115.56

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation . . . . .



# STATE OF COLORADO

DEPARTMENT OF  
STATE

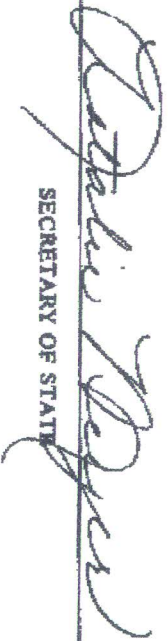
## CERTIFICATE

I, NATALIE MEYER, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A CERTIFICATE OF INCORPORATION TO

FALKENBERG FOUNDATION  
A NONPROFIT CORPORATION

Dated: APRIL 14, 1995

  
SECRETARY OF STATE

FILED COPY

NONPROFIT

ARTICLES OF INCORPORATION931040094 \$50.00  
505 04-14-93 11:24OFFALKENBERG FOUNDATION

The undersigned, acting as incorporator of a corporation under the Colorado Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation is Falkenberg Foundation.

ARTICLE II.

The period of its duration shall be perpetual.

ARTICLE III.

The corporation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of and pursuant to section 501(c)(3) of the Internal Revenue Code of 1986 (or under the corresponding provision of any future United States Internal Revenue law). References in these Articles of Incorporation to the "Code" shall be to the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE IV.

A. No part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the corporation by any officer,



director, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no member, director or officer of the corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in section 501(h) of the Code. The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

B. No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

C. Upon dissolution of the corporation, all of its assets shall be paid over or transferred to one or more exempt organizations of the kind described in section 501(c)(3) of the Code.

D. Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which

is tax exempt under the provisions of section 501(c)(3) of the Code.

E. Notwithstanding any other provision of these Articles during any period that the corporation is a "private foundation" within the meaning of section 509 of the Code, the corporation shall be required to distribute its income for each taxable year of the corporation at such time and in such manner as not to subject the corporation to tax under section 4942 of the Code; and the corporation shall be prohibited from engaging in any act of self-dealing as defined in section 4941(d) of the Code, from retaining any excess business holdings in violation of the provisions of section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under section 4944 of the Code, and from making any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE V.

The corporation shall have no members and all business affairs of the corporation shall be conducted by its Board of Directors.

ARTICLE VI.

The address of the initial registered office of the corporation is 430 Marion Street, Denver, Colorado 80218, and the name of its initial registered agent at such address is William S. Falkenberg.

ARTICLE VII.Elimination of Certain Liabilities of Directors

There shall be no personal liability, either direct or indirect, of any director of the corporation to the corporation or to its members for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the corporation or to its members for monetary damages for any breach, act, omission or transaction as to which the Colorado Nonprofit Corporation Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision is in the corporation's original Articles of Incorporation and thus is effective on the date of the corporation's incorporation. This provision shall not limit the rights of directors of the corporation for indemnification or other assistance from the corporation. This provision shall not restrict or otherwise diminish the provisions of Section 13-21-116(2)(b), Colorado Revised Statutes (concerning no liability of directors except for wanton and willful acts or omissions), any amendment or successor provision to such Section, or any other law limiting or eliminating liabilities. Any repeal or modification of the foregoing provisions of this Article by the members of the corporation or any repeal or modification of the provision of the Colorado Nonprofit Corporation Act which permits the elimination of liability of directors by this Article shall not affect adversely any elimination of liability, right or protection of a director of the corporation with respect to any

breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

ARTICLE VIII.

The number of directors constituting the initial Board of Directors of the corporation is 4, and the names and addresses of the persons who are to serve as the initial directors are:

Janis H. Falkenberg	430 Marion Street Denver, CO 80218
William S. Falkenberg	430 Marion Street Denver, CO 80218
Charles S. Falkenberg	4111 Tennyson Rd. University Park, MD 20782
Ruth E. Falkenberg	854 Lafayette St. Denver, CO 80218

ARTICLE IX.

The name and address of the incorporator is:

William S. Falkenberg	430 Marion St. Denver, CO 80218
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Dated April 14, 1993.

  
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William S. Falkenberg