

ITEM 1

Articles of Dissolution

Form must be filed electronically.

Paper forms are not accepted.

This copy is a sample and cannot be submitted for filing.

**Articles of Dissolution
Nonprofit Corporation**

Filed pursuant to §7-134-103 of the Colorado Revised Statutes (C.R.S)

ID number: 20031002097

1. Entity name: SLACKER HALF MARATHON/5K RACES

2. Principal office address:

Street address 405 ARGENTINE ST.
(Street number and name)

GEORGETOWN CO 80444
(City) (State) (ZIP/Postal Code)

USA
(Province – if applicable) (Country)

Mailing address P.O. BOX 2000
(leave blank if same as above) (Street number and name or Post Office Box information)

GEORGETOWN CO 80444
(City) (State) (ZIP/Postal Code)

USA
(Province – if applicable) (Country)

3. The nonprofit corporation is dissolved.

4. *(Optional)* Delayed effective date: _____
(mm/dd/yyyy)

5. This document contains additional information as provided by law.
[UPLOAD ATTACHMENT TO ARTICLES OF DISSOLUTION]

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.

6. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

<u>LUTHER</u>	<u>ELIZABETH</u>	<u>A.</u>	
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i>	<i>(Suffix)</i>
<u>P.O. BOX 2000</u>			
<i>(Street name and number or Post Office Box information)</i>			
<hr/>			
<u>GEORGETOWN</u>	<u>CO</u>	<u>80444</u>	
<i>(City)</i>	<i>(State)</i>	<i>(Postal/Zip Code)</i>	
<hr/>		<hr/>	
<i>(Province – if applicable)</i>		<i>(Country – if not US)</i>	

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, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form 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. Questions should be addressed to the user's attorney.

ATTACHMENT TO ARTICLES OF DISSOLUTION by
SLACKER HALF MARATHON/5K RACES, a nonprofit corporation

Plan of Dissolution adopted by the Board of Directors on May 16, 2023, pursuant to CRS §7-134-101(2):

Until all known creditors of Slacker are paid, and all unknown creditors are barred from making claims against Slacker as provided in CRS §7-90-912(3), CRS, Slacker will loan all rights it possesses in intellectual property and all physical Inventory as defined in and in accordance with the terms of the Agreement between Slacker Half Marathon/5K Races, Clear Creek County, and Clear Creek Metropolitan Recreation District effective as of the last signature, presumably May 16, 2023.

When all known creditors of Slacker are paid, and all unknown creditors are barred from making claims against Slacker as provided in CRS §7-90-912(3), CRS, Slacker will deliver all its remaining assets to Clear Creek County or deliver notice that there are none. Within three weeks after the assets or notice are delivered to the County, the County will deliver the same to CCMRD, or notice that there are none. If assets are delivered pursuant hereto, they are done so SOLELY for use in providing human services, youth services, animal shelter capital expenditures or other exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

I previously delivered all the corporation's supplies and equipment to CCMRD and it is holding them in indoor storage. I also previously delivered the cash balance (\$1806.49) held by the corporation to CCMRD. Pursuant to the Agreement, CCMRD will return those funds to the corporation. The corporation will use those funds to pay expenses incurred for the dissolution, to pay the IRS penalty (\$1060) and accrued interest (if the IRS does not waive the penalty) and pay any unknown creditors.

The Dissolution Manager will file Articles of Dissolution with the Secretary of State, to be effective upon filing.

The Dissolution Manager will give notice of the corporation's dissolution to the IRS pursuant to CRS §7-90-911.

The Dissolution Manager will not publish notice of the corporation's dissolution in the local legal newspaper pursuant to CRS §7-90-912. There is no practical benefit from publishing the notice because it does not cap the period within which unknown creditors may pursue any claim they assert against the corporation. The statutes of limitations on unknown claims will bar them sooner than this notice statute does. They will not bar all such claims until June 25, 2025, a period of 3 years following the last Slacker. Tort claims, the most likely source of unknown claims, will be barred after June 25, 2024 (2-year SOL). But contract claims, the least likely source of unknown claims, will not be barred until 2025 (3-year SOL).

Beth Luther will be the Dissolution Manager as provided in CRS §7-90-115. She will do all things required by law and all other things reasonably necessary and prudent to perform the Dissolution Plan. Upon its completion, she will deliver the remaining assets to Clear Creek County, as required by the corporation's Articles of Incorporation, and the County will perform the Agreement by delivering them to CCMRD.

As a convenience, the County has agreed to hold the corporation's money during the performance of the Dissolution Plan and make payments authorized by the Dissolution Manager.

ITEM 2

Agreement

AGREEMENT

This Agreement is entered into between Slacker Half Marathon/5k Races, a Colorado nonprofit corporation (“Slacker”), Clear Creek County (“County”), a statutory Colorado county, and Clear Creek Metropolitan Recreation District, a Colorado Title 32 special district (“CCMRD”).

RECITALS

The Parties agree that this Agreement is made in the following circumstances:

- A. The County caused the formation of Slacker in 2003 for the purpose of putting on a race event that would attract visitors to the county and raise funds for exempt organizations in the county.
- B. The Eighth Article of Slacker’s Articles of Incorporation provides, in part, “Upon the dissolution of the corporation, assets shall be distributed to Clear Creek County government, for a public purpose, limited to grants for human services, youth services, animal shelter capital expenditures or other exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.”
- C. The Clear Creek County Board of Commissioners, *ex officio*, are designated in Slacker’s Articles of Incorporation as the board of directors of the corporation.
- D. Slacker is tax exempt under Section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).
- E. CCMRD has for many years been one of the beneficiaries of the Slacker fundraising.
- F. Slacker has determined it is in its best interest that it be controlled by another unit of government serving the health and well-being of the Clear Creek County community.
- G. CCMRD has determined that it is willing to take over Slacker on the terms hereof, but it is not willing to have control of Slacker transferred to it.
- H. Slacker has no assets except (1) an inventory of supplies and equipment (“Inventory,” identified on an Inventory attached hereto as Exhibit A), (2) cash in the amount of \$1806.49, and (3) whatever rights, if any, it has in the names of “Slacker Half Marathon,” “Slacker Half Marathon/5K Races” or any similar name, or in the images previously used to promote or in the conduct of Slacker’s races (“IP”).
- I. In Slacker’s anticipation of transferring control of Slacker as a corporate entity to CCMRD, Slacker has delivered its complete inventory of supplies and equipment and its cash balance to CCMRD.
- J. Pursuant to §7-134-101, CRS, Slacker may distribute its assets only after its creditors have been paid.

Therefore, for good and sufficient consideration, receipt of which is acknowledged by the respective parties, the parties agree:

1. Slacker will cause its dissolution as soon as is reasonably possible.

2. CCMRD acknowledges that it has received into its possession the Inventory.
3. CCMRD acknowledges that it has received from Slacker, by cashier's check, the sum \$1806.49.
4. When all known creditors of Slacker are paid, and all unknown creditors are barred from making claims against Slacker as provided in §7-90-912(3), CRS, Slacker will deliver all of its remaining assets to Clear Creek County or deliver notice that there are none. Within three weeks after the assets or notice are delivered to the County, the County will deliver the same to CCMRD, or notice that there are none, If assets are delivered pursuant hereto, they are done so SOLELY for use in providing human services, youth services, animal shelter capital expenditures or other exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding the foregoing, Slacker does not represent that there will be any assets remaining to be delivered after paying creditors and for the costs involved in dissolving the corporation and performing the dissolution plan.
5. Within 30 days of the mutual execution of this Agreement, CCMRD will deliver to the benefit of Slacker the sum \$1806.49, refunding the premature payment by Slacker. The refund shall be payable to "Clear Creek County" and addressed to Beth Luther, Slacker Half Marathon/5k Races Director, PO Box 2000 (or delivery at 405 Argentine Street), Georgetown, CO 80444.
6. Slacker hereby loans the use of the Inventory and IP for the 2023 and any subsequent Slacker race event, provided that the events are raising funds SOLELY for use in providing human services, youth services, animal shelter capital expenditures or other exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code. This loan will continue in effect until the deliveries of assets or notices there are none, provided for in ¶4 hereof, are made or should have been made. CCMRD will at all times, when it is not in use, store the Inventory in a place secure from loss or damage from the elements or otherwise. CCMRD will use the Inventory only with due care, and will replace any lost or damaged Inventory, reasonable wear and tear excepted.
7. The parties agree that the promotion and conduct of the 2023 and of any future Slacker Half Marathon/5k or other Races are entirely the act of CCMRD for itself and not acting as an agent for Slacker. All proceeds of such races belong to CCMRD.
8. This Agreement is effective upon the date it has been executed by all of the parties.

///remainder of page intentionally left blank///

EXECUTED, this _____ day of _____, 2023 at a regularly scheduled meeting of the Board of Directors of Slacker Half Marathon/5k Races.

Randall Wheelock, Director

George Marlin, Director

Sean C. Wood, Director

ATTEST:

Deputy Clerk and Recorder
For Brenda L. Corbett
Clear Creek County Clerk and Recorder

EXECUTED, this _____ day of _____, 2023 at a regularly scheduled meeting of the Board of Directors of the Clear Creek Metropolitan Recreation District.

Tom Harvey

Meghan Vickers

Sarah Soderberg

Scott Yard

Amy Saxton

EXECUTED, this _____ day of _____, 2023 at a regularly scheduled meeting of the Clear Creek County Board of County Commissioners.

ATTEST:

Randall Wheelock, Chairman

Deputy Clerk and Recorder
For Brenda L. Corbett
Clear Creek County Clerk and Recorder

Exhibit A

Slacker Inventory of Supplies and Equipment

1. 8400 cups in boxes
2. 7600 cups in bags
3. 4 oil drum cases of trash bags
4. 3000 safeway bags
5. 1000 beer cups
6. 36 pitchers
7. 15 chlorox wipes
8. 16 bug spray
9. 24 sunscreen
10. 44 flags
11. 20 duct tape
12. 3 caution tape
13. 12 first aid kits
14. 13 gatorade powders
15. 12 rubbermaid tubs for each water station
16. Approximately 45 tables
17. Approximately 100 trash cans
18. Approximately 200 traffic cones
19. Approximately 65 traffic vests
20. Approximately 35 traffic flags
21. Approximately 100 yards of red pennant flagging
22. Approximately 10 finish line signs
23. 1 overhead street banner
24. Approximately 500 trash bags
25. Approximately 30 traffic spikes
26. 8 feather flags for start line
27. 10 blue igloo water coolers
28. 10 orange igloo water coolers
29. Hot dog cooking supplies (tongs, foil pans, other utensils)
30. Approximately 500 latex gloves
31. Approximately 8 laundry buckets
32. Approximately 100 various signs for mile marking, keep runners right, etc.
33. 4 sandwich board signs
34. 20 poster size foam boards
35. Approximate 15 doggie pools
36. Approximately 150 sharpie markers
37. Approximately 30 pairs of scissors
38. Approximately 1000 plastic spoons
39. 200 leftover Slacker shirts
40. 100 leftover various slacker medals