

ARTICLES OF INCORPORATION
OF
COLORADO FOUNDATION FOR HOME CARE TECHNOLOGY AND EDUCATION
(a Colorado nonprofit corporation)

Pursuant to the Colorado Revised Nonprofit Corporation Act, these Articles of Incorporation are delivered to the Colorado Secretary of State for filing by the Incorporator named below, being a natural person of more than eighteen years of age.

ARTICLE I
Name

The name of the corporation (“Corporation”) is **COLORADO FOUNDATION FOR HOME CARE TECHNOLOGY AND EDUCATION**.

ARTICLE II
Offices

A. **Registered Office.** The street address of the initial registered office of the Corporation is 303 East Seventeenth Avenue, Suite 800, Denver, Colorado 80203-1299, and the name of the initial registered agent at that address is Gregory James Smith, Esq. The initial registered agent has consented to his appointment as such.

B. **Principal Office.** The address of the Corporation’s initial principal office is 7400 East Arapahoe Road, Suite 211, Centennial, Colorado 80112-1281.

ARTICLE III
Duration

The period of duration of the Corporation shall be perpetual.

ARTICLE IV
Purposes

A. **General Purposes.** The Corporation is organized and shall be operated exclusively for public, charitable and educational purposes within the meaning of and as may be permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding provision of any future law. In furtherance of such purposes, the Corporation may promote, establish, conduct and maintain activities on its own behalf or it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities.

B. **Specific Purposes.** Consistent with the foregoing, the purposes for which the Corporation is organized include without limitation the following:

- (1) To assist home health and home care agencies and facilitate their communications with members of the public that may benefit from home health and home care;
- (2) To educate and train home health and home care personnel including administrators, clinicians, and paraprofessionals on cost effective business practices, quality care services, and use of new health care technologies;
- (3) To educate and train home health and home care referral sources on the benefits of new health care technologies in the home setting;
- (4) To initiate the use of technology and other electronic monitoring and treatment systems and devices (“Telehealth Systems”) for use by home health and home care agencies for their clients;
- (5) To assist home health and home care agencies for which it would otherwise be difficult or impossible to afford new technologies, with particular emphasis on home health and home care agencies operating in rural or underserved areas;
- (6) To evaluate the effectiveness of Telehealth Systems in home health and home care; and
- (7) To gather, assemble, analyze, showcase and distribute data on the use of Telehealth Systems and other newly emerging practices in home health and home care, aimed at persuading third party payors to reimburse home health and home care agencies for services rendered using Telehealth Systems as a method of treatment that is cost effective as well as highly satisfactory for the end user.

ARTICLE V

Powers

In furtherance of the purposes set forth in Article IV of these Articles of Incorporation, the Corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under and pursuant to the laws of the State of Colorado. In addition, the Corporation may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

ARTICLE VI

Restrictions and Limitations

A. **Private Inurement.** No part of the income, net earnings, principal or assets of the Corporation shall inure to the benefit of, or be distributable to, its Directors, 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 one or more of its purposes as set forth in Article IV, including, but not limited to, reimbursement for any

reasonable expenses incurred for such purposes by a Director, officer, other person, corporation or other entity.

B. Political Activities. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Compliance with Internal Revenue Code. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on [1] by an organization exempt from federal income taxation under Section 501(c) (3) of the Internal Revenue Code or [2] by an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Internal Revenue Code. No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that in the opinion of the Corporation may cause the Corporation to lose its federal income tax exemption.

D. Private Foundation. Notwithstanding any other provision of these Articles of Incorporation, if at any time or times the Corporation is a private foundation within the meaning of Section 509 (c)(3) of the Code, then during such time or times: (a) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code; (b) the Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code; (c) the Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code; (d) the Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and (e) the Corporation shall not make any taxable expenditures as defined in Section 4045(d) of the Code. The private property of the officers and Directors of the Corporation shall not be subject to payment of corporate debts to any extent whatever.

E. Nondiscriminatory Policy. The Corporation shall make its services, facilities, and programs available to all persons regardless of race, color, creed, national origin, sex, or handicap, and the Corporation shall not in any way discriminate against any person on the basis of race, color, creed, national origin, sex, or handicap.

F. General Limitations. The Corporation shall not engage in any activities or exercise any powers that are not in furtherance of its purposes as set forth in Article IV, and, specifically, shall not carry on any trade or business for profit.

ARTICLE VII

Dissolution

The Corporation may be dissolved upon a majority vote of the Board of Directors present at a meeting called for such purpose, and upon dissolution, the officers shall, after making payment or making provisions for the payment of all the liabilities of the Corporation and meeting all other requirements of the Colorado Revised Nonprofit Corporation Act, dispose of all the assets of the Corporation, in cash or in kind, as determined by the Board of Directors and consistent with all applicable laws, rules and regulations, exclusively for the purposes of the Corporation as set forth in

Article IV in such manner, or to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding provision of any future law. Any assets not so disposed of shall be disposed of by the Probate Court in and for the City and County of Denver, State of Colorado, exclusively for such purposes, or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes. Any assets that should be transferred to creditors or claimants who cannot be found or who are not legally competent to receive them shall be reduced to cash and deposited with the Treasurer of the State of Colorado as property presumed to be abandoned under the provisions of Article 13, Title 38, C.R.S.

ARTICLE VIII

Members

The Corporation shall have no members and, accordingly, all authority which would otherwise be vested in voting members shall be vested in, and may be exercised by, the Board of Directors acting as such. Nothing in these Articles shall be interpreted as requiring the Board of Directors to meet, vote or otherwise to exercise powers which would, if there were voting members of the Corporation, be vested in the voting members.

ARTICLE IX

Directors and Officers

A. Board of Directors. The corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of Directors shall be fixed and may be altered from time to time in the manner provided in the Bylaws of the Corporation, but no decrease shall have the effect of shortening the term of any incumbent Director.

B. Initial Directors. The members of the initial Board of Directors shall be elected in accordance with Section 7-122-105(1) (a), C.R.S.

C. Terms of Directors. The terms of the Board of Directors may be staggered, in accordance with the Bylaws. Despite the expiration of his or her term, a Director continues to serve until his or her successor is elected and qualifies.

D. Limitation on Director Liability. A Director shall have no personal liability to the Corporation for monetary damages for breach of fiduciary duty as a Director, except as provided to the contrary in the Colorado Revised Nonprofit Corporation Act and except that no Director's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following: [a] any breach of the Director's duty of loyalty to the Corporation; [b] any acts or omissions of the Director not in good faith or that involve intentional misconduct or a knowing violation of law; [c] the Director's assent to or participation in a loan by the Corporation to any director or officer of the Corporation; or [d] any transaction in which the Director received improper personal benefit. Nothing herein will be construed to deprive any Director of the right to all defenses 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. If the Colorado Revised Nonprofit Corporation Act is hereafter amended to eliminate or limit further the liability of a Director, then, in addition to the elimination and limitation of liability provided by this Article IX, the liability of each Director shall be eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act as so amended. Any repeal or modification of this Article IX shall be prospective only and shall not adversely affect any right or protection of a Director of the Corporation under this Article IX, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article IX, prior to such repeal or modification.

E. Officers. The Corporation shall have such officers as may from time to time be prescribed by the Bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the Bylaws then in effect.

ARTICLE X **Internal Affairs**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XI **Amendments**

A. General. Subject to the limitations contained in Section B of this Article XI, the Corporation reserves the right to amend, alter, change or repeal any provision contained in, or to add any provision to, its Articles of Incorporation from time to time, in any manner now or hereafter prescribed or permitted by the Colorado Revised Nonprofit Corporation Act, and all rights and powers conferred upon Directors hereby are granted subject to this reservation.

B. Limitation. No amendment, alteration, change or repeal of any provision of these Articles of Incorporation shall be made which shall: [a] amend, alter, change or repeal the restrictions set forth in Articles IV, V and VI, unless the Internal Revenue Code changes so that so amending, altering, changing or repealing such restrictions would not disqualify the Corporation for federal income tax exemption under Section 501(c)(3) of the Internal Revenue Code or as an organization, the contributions to which are deductible under Sections 170, 642, 2055 or 2522 of the Internal Revenue Code; [b] operate to permit the use, application or disbursement of any of the principal or income of all or any part of the Corporation's property for any purpose other than those expressly provided for in Article IV of these Articles of Incorporation, or other than exclusively for public, charitable or educational purposes; or [c] operate to permit the principal or income of any bequest, devise, grant or gift to the Corporation to be used contrary to the conditions, limitations or restrictions contained in any such bequest, devise, grant or gift.

ARTICLE XII **Indemnification**

The Corporation shall indemnify, to the full extent permitted by law, any person who is or was a Director, officer, agent, fiduciary or employee of the Corporation against any claim, liability or expense arising against or incurred by such person as a result of actions reasonably taken by him at the direction of the Corporation. The Corporation shall further have the authority to the full extent permitted by law to indemnify its Directors, officers, agents, fiduciaries and employees against any claim, liability, or expense arising against or incurred by them in all other circumstances and to maintain insurance for such persons to the full extent permitted by law. Such indemnification shall inure to the benefit of the estates, heirs, devisees and personal representatives of such persons. The Bylaws adopted by the Corporation may prescribe procedures for such indemnification and the obligations of the Corporation in this regard may be reflected in agreements from the Corporation to Directors, officers, agents, fiduciaries or employees. For the purposes of these Articles of Incorporation, the term "official capacity" when used with respect to any Director, officer, agent, fiduciary or employee shall include service with the Corporation or a parent, subsidiary or affiliated corporation or other entity.

ARTICLE XIII
Definitions

For the purposes of these Articles of Incorporation, the terms used herein shall have the meanings specifically set forth herein or as defined in the Colorado Revised Nonprofit Corporation Act if not set forth herein.

ARTICLE XIV
Incorporator

The name, address, telephone number, facsimile number and E-mail address of the Incorporator of the Corporation are:

Gregory James Smith, Esq.
Burns Wall Smith and Mueller, P.C.
303 East Seventeenth Avenue, Suite 800
Denver, Colorado 80203-1299
(303) 830-7000 – Telephone
(303) 830-6708 – Facsimile
E-mail: gsmith@bwsml.com

The name and mailing address of the individual who caused this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, are:

Gregory James Smith, Esq.
Burns, Wall, Smith and Mueller, P.C.
303 East Seventeenth Avenue, Suite 800
Denver, Colorado 80203-1299
Telephone - (303) 830-7000
Facsimile - (303) 830-6708
Email: gsmith@bwsml.com

ARTICLE XV
Effective Date

The existence of the Corporation shall begin upon the delivery of these Articles of Incorporation to the Secretary of State of the State of Colorado for filing.

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.