

**ARTICLES OF INCORPORATION  
OF  
LARAMIE BUILDING AUTHORITY  
A Wyoming nonprofit corporation**

The undersigned natural persons of the age of 18 years or more, acting as incorporator and initial directors of a nonprofit corporation under the Wyoming Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation for a nonprofit corporation.

**ARTICLE ONE**

The name of the nonprofit corporation is the Laramie Building Authority (the "Corporation").

**ARTICLE TWO**

The Corporation is a nonprofit corporation.

**ARTICLE THREE**

The period of the Corporation's duration is perpetual.

**ARTICLE FOUR**

The Corporation is a public benefit corporation, as defined by § 17-19-1804, W. S., formed for the purpose of financing, constructing, owning and operating real and personal property to be used by the City of Laramie, Wyoming (the "City"), one or more political subdivisions of the State of Wyoming and/or one or more other governmental units or private persons, subject to the following restrictions: (i) the Corporation shall be operated exclusively for, and the property and income of the Corporation shall be used exclusively for public benefit or charitable purposes; (ii) no part of the net earnings of the Corporation shall inure to the benefit, or be distributable to, its directors or 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 its authorized purposes; (iii) no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements regarding) any political campaign on or on behalf of any candidate for public office; and (iv) the Corporation shall not engage in any activities which would cause it to be characterized as an action organization as described in Treasury Regulations § 1.503(c)-1.



The Corporation shall have the power to do all things necessary or convenient, as permitted under the law of the State of Wyoming, to carry out the purposes, subject to the restrictions set forth in the first paragraph and the last paragraph of this Article, including but not limited to, the following:

(A) to acquire, receive, purchase, take by gift, grant, devise, bequest or otherwise, real, personal or mixed property of every kind and description, wheresoever the same may be situated and without limit as to amount, including, but not without limiting the generality of the foregoing, money, lands, buildings, motor vehicles, public infrastructure, equipment, mortgages, stock, debentures, other securities, bills, notes, claims or other interests in any property which may be necessary or convenient for the conduct of the purposes of the Corporation, and to hold, invest, reinvest, use, mortgage, pledge, sell, lease, assign, give, exchange, transfer or otherwise deal with the same at its pleasure.

(B) to borrow money from any person, firm or corporation and to issue bonds, notes or obligations of the Corporation for any of the objects or purposes of the Corporation and to secure the same by lawful means;

(C) to enter into, make, perform and carry out contracts of any kind or nature for any of the objects or purposes of the Corporation;

(D) to retain employees, independent contractors and consultants for the purpose of performing the purposes of the Corporation;

(E) to sue and be sued; and

(F) to maintain adequate and complete books and records of its activities.

#### **ARTICLE FIVE**

The street address of the initial registered agent of the Corporation is 2515 Warren Ave., Ste. 500, Cheyenne, Wyoming 82001, and the name of its initial registered agent at such address is Hathaway & Kunz, P.C.

#### **ARTICLE SIX**

There shall be no stock issued in the Corporation and the Corporation shall have no members.

## ARTICLE SEVEN

The Board of Directors of the Corporation shall be composed of three Directors who shall serve staggered terms. The names and addresses of the initial Board of Directors of the Corporation and the dates on which their initial terms of office expire are:

<u>Name and Address:</u>	<u>Initial Term of Office Expires:</u>
Harold Colby Laramie, Wyoming	December 31, 2021
Randy Vickers Laramie, Wyoming	December 31, 2022
Roger Strube Laramie, Wyoming	December 31, 2023

The term of office of the successor to each initial Director shall expire on December 31 of the fourth calendar year succeeding the calendar year in which he or she takes office. Notwithstanding any other provision hereof, the term of office of a Director shall continue beyond the schedule expiration date until his or her successor takes office.

Successors to the initial Directors shall be elected by the affirmative vote of a majority of the Directors then in office, but no successor Director shall take office until he or she has been approved by the City Manager of the City of Laramie, Wyoming (the "Laramie City Manager"), or any successor thereto. Any Director may be removed for cause by the Laramie City Manager, in its reasonable discretion.

## ARTICLE EIGHT

The name and street address of the incorporator is Harold Colby, 405 Grand Avenue, Laramie, Wyoming 82070.

## **ARTICLE NINE**

The Board of Directors of the Corporation, by an affirmative vote of a majority thereof, shall have the power to adopt and amend bylaws of the Corporation, as they may deem proper for the management of the affairs of the Corporation, and which are not inconsistent with law or these Articles of Incorporation.

## **ARTICLE TEN**

If any phrase, clause, sentence, paragraph or provision of these Articles of Incorporation is void or illegal, it shall not impair or affect the balance of these Articles of Incorporation, and the undersigned incorporator does hereby declare that he or she would have signed and executed the balance of these Articles of Incorporation without such void or illegal provisions.

## **ARTICLE ELEVEN**

The Corporation is organized under the provisions of the Wyoming Nonprofit Corporation Act, which shall govern all relationships between the Corporation and its employees, officers and creditors.

## **ARTICLE TWELVE**

A Director shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property. Directors are not individually liable for any actions, inactions or omissions by the Corporation. This Article does not affect a Director's individual liability for intentional torts or illegal acts. This Article also does not prevent removal of a Director by court order pursuant to W.S. § 17-19-810.

## **ARTICLE THIRTEEN**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to the City.

## **ARTICLE FOURTEEN**

These Articles of Incorporation may be amended from time to time by the Corporation, acting by the affirmative vote of a majority of the members of its Board of Directors.

**ARTICLE FIFTEEN**

The address of the initial principal office of the Corporation shall be 405 Grand Avenue, Laramie, Wyoming 82070.

IN WITNESS WHEREOF, we, the undersigned incorporator and initial directors of the Corporation, have set our hands, this 26<sup>th</sup> day of June, 2017.

Harold F. Colby  
Harold F. Colby, Incorporator

Harold F. Colby  
Harold F. Colby, Director

Randy De Vries  
Randy De Vries, Director

Roger Strube  
Roger Strube, Director



Ed Murray  
 Wyoming Secretary of State  
 2020 Carey Avenue, Suite 700  
 Cheyenne, WY 82002-0020  
 Ph. 307.777.7311  
 Fax 307.777.5339  
 Email: [Business@wyo.gov](mailto:Business@wyo.gov)

**Consent to Appointment by Registered Agent**

I, Hathaway & Kunz, P.C., registered office located at  
*(name of registered agent)*

2515 Warren Ave., Ste. 500  
 Cheyenne, WY 82001 voluntarily consent to serve  
 \* *(registered office physical address, city, state & zip)*

as the registered agent for Laramie Building Authority  
*(name of business entity)*

I hereby certify that I am in compliance with the requirements of W.S. 17-28-101 through W.S. 17-28-111.

Signature: *Rick Thompson* Date: 6/26/2017  
*(Shall be executed by the registered agent.)* *(mm/dd/yyyy)*

Print Name: Rick A. Thompson Daytime Phone: (307) 634-7723

Title: Principal Email: Rthompson@hkwyolaw.com

Registered Agent Mailing Address  
 (if different than above):

**\*If this is a current registered agent changing their registered address on file, complete the following:**  
 Previous Registered Office(s):

- I hereby certify that:
- After the changes are made, the street address of my registered office and business office will be identical.
  - This change affects every entity served by me and I have notified each entity of the registered office change.
  - I certify that the above information is correct and I am in compliance with the requirements of W.S. 17-28-101 through W.S. 17-28-111.

Signature: \_\_\_\_\_ Date:    
*(Shall be executed by the registered agent.)* *(mm/dd/yyyy)*

**STATE OF WYOMING**  
**Office of the Secretary of State**

I, ED MURRAY, SECRETARY OF STATE of the STATE OF WYOMING, do hereby certify that the filing requirements for the issuance of this certificate have been fulfilled.

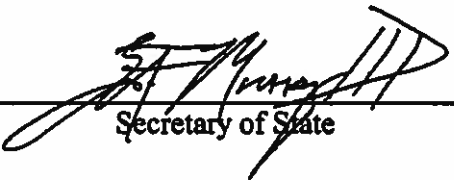
**CERTIFICATE OF INCORPORATION**  
**LARAMIE BUILDING AUTHORITY**

Accordingly, the undersigned, by virtue of the authority vested in me by the law, hereby issues this Certificate.

I have affixed hereto the Great Seal of the State of Wyoming and duly executed this official certificate at Cheyenne, Wyoming on this 28th day of June, 2017.



Filed Date: 06/28/2017

  
Secretary of State

By: Bailey Johnson