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**Articles of Incorporation for a Nonprofit Corporation**

filed pursuant to § 7-122-101 and § 7-122-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the nonprofit corporation is USA Cricket.  
*(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)*

2. The principal office address of the nonprofit corporation's initial principal office is

Street address 1631 Mesa Avenue, Suite A  
*(Street number and name)*

Colorado Springs CO 80906  
*(City) (State) (ZIP/Postal Code)*

United States  
*(Province – if applicable) (Country)*

Mailing address  
*(leave blank if same as street address)*

(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

3. The registered agent name and registered agent address of the nonprofit corporation's initial registered agent are

Name  
 (if an individual) Parthen Eric  
*(Last) (First) (Middle) (Suffix)*

**OR**  
 (if an entity) \_\_\_\_\_  
*(Caution: Do not provide both an individual and an entity name.)*

Street address 1631 Mesa Avenue, Suite A  
*(Street number and name)*

Colorado Springs CO 80906  
*(City) (State) (ZIP Code)*

Mailing address

(leave blank if same as street address)

\_\_\_\_\_  
(Street number and name or Post Office Box information)  
\_\_\_\_\_  
\_\_\_\_\_  
(City) CO \_\_\_\_\_  
(State) (ZIP Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name

(if an individual)

Smith Steven B.  
(Last) (First) (Middle) (Suffix)

**OR**

(if an entity)

(Caution: Do not provide both an individual and an entity name.)

Mailing address

90 S. Cascade Ave., Suite 1300  
(Street number and name or Post Office Box information)  
\_\_\_\_\_  
Colorado Springs CO 80903  
(City) (State) (ZIP/Postal Code)  
\_\_\_\_\_  
United States  
(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. (If the following statement applies, adopt the statement by marking the box.)

The nonprofit corporation will have voting members.

6. Provisions regarding the distribution of assets on dissolution:

Provisions regarding distribution of assets upon dissolution are contained in Section 3.3 of the attached Articles of Incorporation.

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

8. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are \_\_\_\_\_.  
(mm/dd/yyyy hour:minute am/pm)

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9. The true name and mailing address of the individual causing the document to be delivered for filing are

Smith Steven B.  
(Last) (First) (Middle) (Suffix)  
90 S. Cascade Ave., Suite 1300  
(Street number and name or Post Office Box information)  
Colorado Springs CO 80903  
(City) (State) (ZIP/Postal Code)  
United States  
(Province - if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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# **ARTICLES OF INCORPORATION**

**OF**

## **USA CRICKET**

The undersigned adult natural person, acting as incorporator, hereby establishes a nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act and adopts the following articles of incorporation:

### **ARTICLE I.**

#### **NAME**

The name of the corporation is USA Cricket.

### **ARTICLE II.**

#### **DURATION**

The corporation shall have perpetual existence.

### **ARTICLE III.**

#### **PURPOSES AND POWERS**

Section 3.1 Purposes. The corporation is organized and shall be operated exclusively for charitable and educational purposes and to foster national and international sports competition within the meaning of Section 501(c)(3) of the Internal Revenue Code. The specific purposes and objectives of the corporation shall include but not be limited to the following:

- (1) To foster competitive domestic, regional, national and international cricket competition, including through membership in the International Cricket Council;
- (2) To promote, encourage, foster and develop interest in and knowledge of cricket throughout the United States;;
- (3) To encourage and assist in promoting, administering and hosting cricket matches within various states, Conferences, Zones and other areas of the United States;
- (4) To liaise with, make contracts with and sign agreements with any federal, state, municipal, city or regional governing bodies, or with the ICC or other national governing bodies, on matters pertaining to cricket in the United States;

(5) To foster, encourage and develop the highest standards of officiating at all levels of cricket throughout the United States through the introduction of formal training and qualifications of coaches, umpires and scorers;

(6) To foster the development of cricket at all levels throughout the United States, including the development of youth (boys and girls) and women's cricket;

(7) To develop, strengthen and support all teams selected to represent the United States in regional and international matches, tournaments and events;

(8) To ensure that all cricket matches sanctioned, organized by or staged under the auspices of USA Cricket are conducted in accordance with the applicable rules and regulations of cricket, the traditions and spirit of the game, and such rules and regulations promulgated by the ICC that may apply;

(9) To establish and maintain efficient central and Zonal administration functions as may be required to control, regulate and direct the affairs of USA Cricket;

(10) To own and/or lease land, and other property for the purpose of developing cricket grounds and other cricket facilities; and

(11) To do all such other things as are incidental or conducive to the attainment of all or any of the above purposes.

Section 3.2 Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 3.3, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3.3 Restrictions On Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in subsection (d) of this article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

(a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any director or officer of the corporation or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes), and no director or officer of the corporation or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

(b) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the corporation has effectively elected to have such section apply, the corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) Upon dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to and among one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property, and their respective shares and interests, shall be designated by the board of directors.

(d) Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, during any period of time in which the corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code:

(1) The corporation shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code;

(2) The corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code;

(3) The corporation shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code;

(4) The corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code; and

(5) The corporation shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code.

(e) All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

## **ARTICLE IV.**

### **OFFICES**

Section 4.1 Principal Office. The address of the principal office of the corporation is 1631 Mesa Avenue, Suite A, Colorado Springs, CO 80906.

Section 4.2 Registered Office and Agent. The street address of the registered office of the corporation is 1631 Mesa Avenue, Suite A, Colorado Springs, CO 80906. The name of the corporation's registered agent at the registered office is Eric Parthen.

## **ARTICLE V.**

### **MEMBERS**

The corporation shall have voting members as described in the constitution of the corporation.

## **ARTICLE VI.**

### **BOARD OF DIRECTORS**

Section 6.1 General. The management of the affairs of the corporation shall be vested in a board of directors, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act, these articles of incorporation or the constitution of the corporation. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be as provided from time to time in the constitution of the corporation.

Section 6.2 Liability of Directors. No director shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit liability of a director to the corporation for monetary damages for the following: (a) any breach of the director's duty of loyalty to the corporation, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) acts specified in C.R.S. Section 7-128-403, as it now exists or hereafter may be amended, or (d) any transaction from which the director directly or indirectly derived an improper personal benefit. If the Colorado Revised Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act. Any repeal or modification of this Section 6.2 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 VII.**

**CONSTITUTION**

The constitution of the corporation shall be as adopted by the board of directors. Except to the extent limited by the Colorado Revised Nonprofit Corporation Act, the board of directors shall have power to alter, amend or repeal the constitution from time to time in force and adopt a new constitution. The constitution of the corporation may contain any provisions for the managing and regulating of the affairs of the corporation that are not inconsistent with law or these articles of incorporation, as these articles may from time to time be amended. However, no constitution provision shall have the effect of giving any director or officer of the corporation or any other individual any proprietary interest in the corporation's property, whether during the term of the corporation's existence or as an incident to its dissolution.

**ARTICLE VIII.**

**AMENDMENTS**

The board of directors shall have the exclusive power and authority at any time and from time to time to amend these articles of incorporation by the vote of a majority of the directors then in office.

**ARTICLE IX.**

**INCORPORATOR**

The name and address of the incorporator is:

Steven B. Smith  
90 S. Cascade Ave., Suite 1300  
Colorado Springs, CO 80903

Dated: September 25, 2017