

**ARTICLES OF INCORPORATION OF  
FALL INSTITUTE FOR PSYCHIATRIC ADVANCED PRACTICE  
NURSES, INC.  
A COLORADO NONPROFIT CORPORATION**

The undersigned Incorporator, being a natural person of the age of eighteen years or more, and acting as incorporator of and desiring to form a Colorado Nonprofit Corporation under the Colorado Revised Nonprofit Corporation Act (hereinafter referred to as the “Act”), does hereby make, execute, acknowledge, and deliver to the Secretary of State of Colorado these Articles of Incorporation.

**ARTICLE I. NAME**

The name of the Corporation shall be Fall Institute for Psychiatric Advanced Practice Nurses, Inc. (the “Fall Institute”).

**ARTICLE II. PRINCIPAL PLACE OF BUSINESS**

The address of the initial principal place of business is 4155 E. Jewell Ave, Suite 225, Denver, CO 80222.

**ARTICLE III. REGISTERED AGENT**

The initial registered agent of Fall Institute in the State of Colorado shall be the Fall Institute for Psychiatric Advanced Practice Nurses, Inc. located at 4155 E. Jewell Ave, Suite 225, Denver, CO 80222.

**ARTICLE IV. DIRECTORS**

Management of Fall Institute is vested in the Board of Directors. The names of the initial Directors of Fall Institute are:

Name

1. Cameron-k Garrett
2. Carolyn Dacres
3. Mary Bobye
4. Mary Ciambelli
5. Mary Schuchman

**ARTICLE V. LIABILITY OF DIRECTORS**

No Director shall have personal liability to Fall Institute for breach of fiduciary duty as a Director. Fall Institute to the fullest extent allowed by law shall indemnify the Directors. Fall Institute shall have five initial Directors.

## **ARTICLE VI. PURPOSE**

The purpose of this organization is to advance and promulgate the body of knowledge of psychiatric nursing to allow the public to learn about psychiatric nursing and to disseminate this body of knowledge. This organization is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Fall Institute shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of 1986, as amended. Fall Institute will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code. Fall Institute will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Fall Institute will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Fall Institute will not make investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code. Fall Institute will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of Fall Institute shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Fall Institute shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1986, as amended.

## **ARTICLE VII. DISSOLUTION**

Upon the dissolution of Fall Institute, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed by the District Court of the county in which the principal office of Fall Institute is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII. EARNINGS**

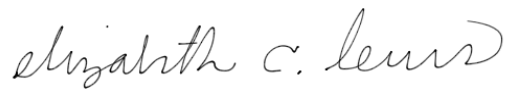
No part of the net earnings of Fall Institute shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that Fall Institute shall be authorized and empowered to pay reasonable compensation for services rendered to Fall Institute and to make payments and distributions in furtherance of the purposes set forth herein.

**ARTICLE IX. INCORPORATOR**

The Incorporator is:

Elizabeth C. Lewis  
Law Office of E.C. Lewis, P.C.  
3773 E. Cherry Creek N. Dr.  
Suite 575  
Denver, CO 80209

IN WITNESS WHEREOF, the above-mentioned Incorporator has hereunder set her hand  
this 25<sup>th</sup> of April, 2017.

A handwritten signature in cursive script that reads "Elizabeth C. Lewis". The signature is written in dark ink and is positioned below the witness text.

Incorporator