

**Application for Recognition of Exemption
 Under Section 501(c)(3) of the Internal Revenue Code**

OMB No. 1545-0056

Note: if exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all **bold items**. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at **www.irs.gov** for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your organizing document) Rocky Mountain Foundation of Hope		2 c/o Name (if applicable)
3 Mailing address (Number and street) (see instructions)	Room/Suite	4 Employer Identification Number (EIN) 26-4432872
City or town, state or country, and ZIP + 4		5 Month the annual accounting period ends (01 - 12) 12
6 Primary contact (officer, director, trustee, or authorized representative) a Name: Shannon Cox		b Phone: c Fax: (optional)
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
9a Organization's website: Rockymountainhope.org		
b Organization's email: (optional)		
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY)		02 / 26 / 2009
12 Were you formed under the laws of a foreign country? If "Yes," state the country.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. **Yes** **No**

- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. **Yes** **No**

- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. **Yes** **No**

- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. **Yes** **No**
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust. **Yes** **No**

- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. **Yes** **No**

Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): Page 1, Article IV

- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Page 2, Article VI
- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: _____

Part IV Narrative Description of Your Activities

Using an attachment, describe your *past*, *present*, and *planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

- 1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
See Attachment.			

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

b List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None			

c List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None			

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

2a Are any of your officers, directors, or trustees **related to each other through family or business relationships**? If "Yes," identify the individuals and explain the relationship. Yes No

b Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. Yes No

c Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. Yes No

3a For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

b Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. Yes No

4 In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

a Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? Yes No

b Do you or will you approve compensation arrangements in advance of paying compensation? Yes No

c Do you or will you document in writing the date and terms of approved compensation arrangements? Yes No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- d** Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? Yes No
- e** Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated taxable** or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- f** Do you or will you record in writing both the information on which you relied to base your decision and its source? Yes No
- g** If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.
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- 5a** Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. Yes No
- b** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?
- Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.
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- 6a** Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
- b** Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. Yes No
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- 7a** Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases. Yes No
- b** Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales. Yes No
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- 8a** Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f. Yes No
- b** Describe any written or oral arrangements that you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at **arm's length**.
- e** Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f** Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.
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- 9a** Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f. Yes No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b** Describe any written or oral arrangements you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at arm's length.
- e** Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f** Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1a** In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. Yes No
- b** In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. Yes No
- 2** Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. Yes No
- 3** Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. Yes No

Part VII Your History

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1** Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. Yes No
- 2** Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. Yes No

Part VIII Your Specific Activities

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1** Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain. Yes No
- 2a** Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. Yes No
- b** Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. Yes No
- 3a** Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data. Yes No
- b** Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. Yes No
- c** List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

Part VIII Your Specific Activities (Continued)

- 4a** Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.) **Yes** **No**
- | | |
|---|--|
| <input checked="" type="checkbox"/> mail solicitations | <input checked="" type="checkbox"/> phone solicitations |
| <input checked="" type="checkbox"/> email solicitations | <input checked="" type="checkbox"/> accept donations on your website |
| <input checked="" type="checkbox"/> personal solicitations | <input type="checkbox"/> receive donations from another organization's website |
| <input type="checkbox"/> vehicle, boat, plane, or similar donations | <input type="checkbox"/> government grant solicitations |
| <input checked="" type="checkbox"/> foundation grant solicitations | <input type="checkbox"/> Other |
- Attach a description of each fundraising program.
- b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. **Yes** **No**
- c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. **Yes** **No**
- d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.
- e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. **Yes** **No**
-
- 5** Are you **affiliated** with a governmental unit? If "Yes," explain. **Yes** **No**
- 6a** Do you or will you engage in **economic development**? If "Yes," describe your program. **Yes** **No**
- b** Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.
-
- 7a** Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. **Yes** **No**
- b** Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. **Yes** **No**
- c** If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.
-
- 8** Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. **Yes** **No**
-
- 9a** Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. **Yes** **No**
- b** Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**
- c** Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**
- d** Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). **Yes** **No**
-
- 10** Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. **Yes** **No**

Part VIII Your Specific Activities (Continued)

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. **Yes** **No**
-
- 12a** Do you or will you operate in a **foreign country or countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. **Yes** **No**
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
-
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. **Yes** **No**
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. **Yes** **No**
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i)** Do you require an application form? If "Yes," attach a copy of the form. **Yes** **No**
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. **Yes** **No**
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
-
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. **Yes** **No**
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. **Yes** **No**
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. **Yes** **No**
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. **Yes** **No**
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. **Yes** **No**

Part VIII Your Specific Activities (Continued)

- 15** Do you have a **close connection** with any organizations? If "Yes," explain. Yes No
- 16** Are you applying for exemption as a **cooperative hospital service organization** under section 501(e)? If "Yes," explain. Yes No
- 17** Are you applying for exemption as a **cooperative service organization of operating educational organizations** under section 501(f)? If "Yes," explain. Yes No
- 18** Are you applying for exemption as a **charitable risk pool** under section 501(n)? If "Yes," explain. Yes No
- 19** Do you or will you operate a **school**? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity. Yes No
- 20** Is your main function to provide **hospital or medical care**? If "Yes," complete Schedule C. Yes No
- 21** Do you or will you provide **low-income housing** or housing for the **elderly or handicapped**? If "Yes," complete Schedule F. Yes No
- 22** Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. Yes No

Note: Private foundations may use Schedule H to request advance approval of individual grant procedures.

Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

A. Statement of Revenues and Expenses

Type of revenue or expense	3 prior tax years or 2 succeeding tax years				(e) Provide Total for (a) through (d)
	Current tax year	(b) From 1/1/10 To 12/31/10	(c) From 1/1/11 To 12/31/11	(d) From 1/1/12 To 12/31/12	
1 Gifts, grants, and contributions received (do not include unusual grants)	\$25,000	\$35,000	\$48,000	\$65,000	\$173,000
2 Membership fees received	0	0	0	0	0
3 Gross investment income	0	0	0	0	0
4 Net unrelated business income	0	0	0	0	0
5 Taxes levied for your benefit	0	0	0	0	0
6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	0	0	0	0	0
7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)	0	0	0	0	0
8 Total of lines 1 through 7	\$25,000	\$35,000	\$48,000	\$65,000	\$173,000
9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	\$6,000	\$6,000	\$6,000	\$6,000	\$24,000
10 Total of lines 8 and 9	\$31,000	\$41,000	\$54,000	\$71,000	\$197,000
11 Net gain or loss on sale of capital assets (attach schedule and see instructions)	0	0	0	0	0
12 Unusual grants	0	0	0	0	0
13 Total Revenue Add lines 10 through 12	\$31,000	\$41,000	\$54,000	\$71,000	\$197,000
14 Fundraising expenses	\$10,000	\$12,000	\$14,000	\$16,000	
15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	0	0	0	0	
16 Disbursements to or for the benefit of members (attach an itemized list)	0	0	0	0	
17 Compensation of officers, directors, and trustees	0	0	0	0	
18 Other salaries and wages	0	0	0	0	
19 Interest expense	0	0	0	0	
20 Occupancy (rent, utilities, etc.)	0	0	0	0	
21 Depreciation and depletion	0	0	0	0	
22 Professional fees	0	0	0	0	
23 Any expense not otherwise classified, such as program services (attach itemized list)	0	0	0	0	
24 Total Expenses Add lines 14 through 23	\$10,000	\$12,000	\$14,000	\$16,000	

Part IX Financial Data (Continued)

B. Balance Sheet (for your most recently completed tax year)		Year End: 2009
		(Whole dollars)
Assets		
1	Cash	0
2	Accounts receivable, net	0
3	Inventories	0
4	Bonds and notes receivable (attach an itemized list)	0
5	Corporate stocks (attach an itemized list)	0
6	Loans receivable (attach an itemized list)	0
7	Other investments (attach an itemized list)	0
8	Depreciable and depletable assets (attach an itemized list)	0
9	Land	0
10	Other assets (attach an itemized list)	0
11	Total Assets (add lines 1 through 10)	0
Liabilities		
12	Accounts payable	0
13	Contributions, gifts, grants, etc. payable	0
14	Mortgages and notes payable (attach an itemized list)	0
15	Other liabilities (attach an itemized list)	0
16	Total Liabilities (add lines 12 through 15)	0
Fund Balances or Net Assets		
17	Total fund balances or net assets	0
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	0
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

- 1a** Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. If you are unsure, see the instructions. Yes No
- b** As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2.
- 2** Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. Yes No
- 3** Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. Yes No
- 4** Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? Yes No
- 5** If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.
- The organization is not a private foundation because it is:
- a** 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A.
 - b** 509(a)(1) and 170(b)(1)(A)(ii)—a school. Complete and attach Schedule B.
 - c** 509(a)(1) and 170(b)(1)(A)(iii)—a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.
 - d** 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.

Part X Public Charity Status (Continued)

- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

- 6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.
- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

Consent: Filing Period or Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization

.....
 (Signature of Officer, Director, Trustee, or other authorized official)

.....
 (Type or print name of signer)

.....
 (Date)

.....
 (Type or print title or authority of signer)

For IRS Use Only

.....
 IRS Director, Exempt Organizations

.....
 (Date)

- b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).
- (i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. _____
 - (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.
 - (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box.
 - (b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

- 7 Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. Yes No


Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$750. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$300. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? Yes No
 If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).
 If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change).
- 3 Check the box if you have enclosed the user fee payment of \$750 (Subject to change).

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please
Sign
Here


 (Signature of Officer, Director, Trustee, or other
 authorized official)

Shannon Cox
 (Type or print name of signer)

4/02/09
 (Date)

Executive Director and President
 (Type or print title or authority of signer)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.

Form **1023** (Rev. 6-2006)

Attachment to Form 1023
Rocky Mountain Foundation of Hope
26-4432872

Part I, Line 7

Attorneys: Scott M. Knutson, Esq.
Gibson, Dunn & Crutcher LLP
3161 Michelson Drive, Suite 1200
Irvine, CA 92612

Kelly A. Roosevelt, Esq.
Gibson, Dunn & Crutcher LLP
3161 Michelson Drive, Suite 1200
Irvine, CA 92612

Part II, Line 1

See the certified Articles of Incorporation, filed February 26, 2009, attached hereto as Exhibit 1.

Part II, Line 5

See the Bylaws of the Rocky Mountain Foundation of Hope, which was adopted on March 11, 2009 by written consent of the board of directors, and is attached hereto as Exhibit 2.

**Attachment to Form 1023
Rocky Mountain Foundation of Hope
26-4432872**

Part IV

Background

In April 2008, Shannon Cox's 34 year old sister-in-law, Jewely Del Duca, was diagnosed with Stage 4 colon cancer. She had a 6 pound, 18 centimeter ovarian tumor as well as a malignant 1 inch tumor surgically removed from her colon. She also went through a full hysterectomy due to the amount of cancer cells consuming her abdomen. Jewely's oncologist wanted her to undergo the H.I.P.E.C. (Hyperthermic Intraperitoneal Chemotherapy) surgery which he felt could potentially cure Jewely of this incredible disease. Unfortunately, Jewely's insurance company would not cover this surgery, deeming it experimental, even though Jewely's oncologist thought it could save her life.

In an attempt to raise the funds necessary for this extremely expensive chemotherapy surgery (\$80,000 - \$100,000), Shannon organized the "Jewel of a Day" Golf tournament. In less than three months, she was able to gather 151 golfers, sponsors, items for a silent auction and raised approximately \$40,000 for Jewely's medical care.

Jewely's story gained national media coverage and through the generous hearts of America, she and Shannon were able to raise the rest of the money necessary for Jewely's surgery. In the midst of this fundraising, the CNN Staff shared Shannon's phone number with viewers who were interested in Jewely's story. For the past 5 months, many people have contacted Shannon and told their story about being affected by cancer and the need for additional funds to help with treatments not covered by their insurance companies.

This personal experience motivated Shannon to form the Rocky Mountain Foundation of Hope (the "**Organization**"), to help raise funds for cancer treatments and research so that one day doctors can find a cure to cancer and stop the heartache inflicted by these incredible diseases. In furtherance of these goals, the Organization would like to help families affected by cancer get the treatments their oncologists feel could improve their quality of life and in some cases, be their cure.

As the Executive Director and President of the Organization, Shannon Cox plans to dedicate the rest of her life to fundraising and increasing awareness about cancer. As a 32 year old stay-at-home mom, she is uniquely situated with both the time and support to make this Organization a success. The people of this country are generous and have a loving nature and with their support the Rocky Mountain Foundation of Hope will be a great success.

Fundraising Activities

The following fundraising activities are currently planned for the Organization:

1. The Annual "Jewel of a Day" Golf Tournament

In order to capitalize on Jewely's amazing story and honor her, the Organization plans to hold the "Jewel of a Day" golf tournament on an annual basis to raise funds to support the exempt

**Attachment to Form 1023
Rocky Mountain Foundation of Hope
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purposes of the Organization. The golf tournament will serve as the main fundraising activity each year and will be held in either August or September in the Denver, Colorado metropolitan area. The Organization will organize and conduct the activity, with the assistance of volunteers. The event will be funded through corporate and individual donations and entry fees. In addition to the golf tournament, there will also be a silent auction of donated items. Given the size of this undertaking, this event will account for roughly 50% of the total time spent by the Organization.

2. Other Events and Activities

In addition, the Organization plans to raise funds at other small and large events in Colorado. The smaller events will include, for example, bake sales, car washes, and T-shirt and hat sales promoting the Organization's logo. Larger events could include hosting races or triathlons, dinners, art auctions, wine and cheese parties and other events that the people of metropolitan Denver will support. It will also be possible for people to donate directly to the Organization, via the Organization's website, www.rockymountainhope.org. These events and fundraising activities will account for about 10% of the total time spent by the Organization.

Services

The Organization will use the funds raised to provide the following services and financial support for cancer patients:

1. Support for Cancer Patients

The Organization plans to use the majority of its proceeds to support cancer patients. Specifically, the Organization will assist patients with the financial burden imposed by surgeries and other procedures that are not covered by their medical insurance. Additionally, it will strive to provide emotional support and guidance to these patients and their families. Finally, the Organization will serve as a support network connecting the patients, and their families and friends, with one another. This support program will account for roughly 30% of the total time spent by the Organizations' Officers, employees and volunteers.

2. Support for Cancer Research

The Organization anticipates that some of the proceeds from its fundraising efforts will be donated, or distributed in the form of grants, to non-profit medical research organizations that perform research related to cancer to fund their research. These organizations will be selected by the Organization's Officers, overseen by the Board of Directors, with input from the Organization's Officers, interested community members, including local oncologists, and any future board of advisors appointed to advise the Organization. This program will account for roughly 10% of the Organization's total time.

Attachment to Form 1023
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Part V, Line 1a

<u>Name</u>	<u>Title</u>	<u>Mailing Address</u>	<u>Compensation</u>
Shannon Cox	Director, Executive Director and President		None
Alan Cox	Director and Secretary		None
Angela Egan	Treasurer		None
Kelly A. Roosevelt	Director		None
Theodore Kevin Roosevelt	Director		None

Part V, Line 2a

Shannon Cox and Alan Cox are married to one another. Kelly A. Roosevelt and Theodore Kevin Roosevelt are married to one another. There are no other family relationships between directors and officers.

Part V, Line 3a

<u>Name</u>	<u>Qualifications</u>	<u>Estimated Average Hours Worked</u>	<u>Duties</u>
Shannon Cox	See Biographies attached as Exhibit 3	40 hours per week	Oversees operations of the Organization
Alan Cox	See Biographies attached as Exhibit 3	30 to 40 hours per quarter	Maintains records of the Board, ensures effective management of the Organization's records and oversees the Organization as a member of the Board
Angela Egan	See Biographies attached as Exhibit 3	5 to 10 hours per week	Maintains financial records of the Organization
Kelly Roosevelt	See Biographies attached as Exhibit 3	30 to 40 hours per quarter	Oversees the Organization as a member of the Board
Theodore Kevin Roosevelt	See Biographies attached as Exhibit 3	30 to 40 hours per quarter	Oversees the Organization as a member of the Board

Attachment to Form 1023
Rocky Mountain Foundation of Hope
26-4432872

Part V, Line 5a

On March 11, 2009 the Board of Directors of the Organization adopted a Conflict of Interest policy by written consent. The policy is attached hereto as Exhibit 4.

Attachment to Form 1023
Rocky Mountain Foundation of Hope
26-4432872

Part VI, Line 1a

The Rocky Mountain Foundation of Hope will provide services and funds to its chosen recipients. Due to the fact that the beneficiaries of the Organization are all cancer patients, a main goal is to provide them emotional support as well as financial support for their care, recovery and overall well being, with the goal of helping them obtain the level of care their oncologists and team of doctors deem necessary.

The individuals selected to receive help will be chosen based on the most time-sensitive and crucial cases with the guidance of volunteer doctors and/or a scientific advisory board. The patients who are most in need of critical surgeries, medicines, and care, especially procedures designated as "experimental" by insurance carriers, will be at the top of the list to help. The Organization plans to provide emotional care to every patient who reaches out, with hope that with the increase of funds every year, their lives can be made better than before they came into contact with the Rocky Mountain Foundation of Hope.

Part VI, Line 1b

The Organization plans to donate a part of its proceeds to non-profit organizations associated with cancer research.

Part VI, Line 2

The Organization will limit its benefits to individuals and the families of individuals suffering from cancer.

Part VI, Line 3

Though there are not any specific individuals the Organization anticipates providing assistance to, it plans to assist any person who is suffering from this tragic disease to the full extent resources allow. Because of this, it is possible that an individual who has a business or family relationship with an Officer or Director may be considered for support. In this situation, the Organization will strictly follow the Conflict of Interest Policy, attached to this application as Exhibit 4, to prevent any potential issues. Any connection or relationship to anyone associated with the Organization will not factor into the decision of what individuals will receive support.

Part VIII, Line 3a

The Organization may from time to time use raffles as a way to raise money for the Organization's exempt purposes. For example, in accordance with the law and in order to raise additional funds for our cause, the Organization will host a 50/50 raffle drawing at the annual "Jewel of a Day" golf tournament. Net proceeds are expected to be no more than \$500 per year from the raffle after paying for any prizes. All raffle prizes will be paid for with the sale of the raffle tickets. The raffle will be conducted by unpaid volunteers.

Attachment to Form 1023
Rocky Mountain Foundation of Hope
26-4432872
Part VIII, Line 3c

Colorado.

Part VIII, Line 4a

In reference to fundraising via mail, email, personal and phone solicitations, the Organization plans to, in the most non-invasive manner possible, solicit the general public and local businesses for funds to support the Organization. All possible outlets will be used to share with the community the fact that this new foundation is up and running and that with their financial donations and support will be capable of supporting the emotional and financial needs of the ever-growing number of cancer patients.

The Organization also plans to approach foundations with similar missions. Each year, the Organization will try to connect with other tax-exempt organizations that donate funds, as their financial support could be beneficial in assisting cancer patients in need.

Donations will be accepted through the Organization's website, via PayPal, and directly to the Organization's bank account. Finally, donations will be accepted via mail to the Organization's office.

Part VIII, Line 4c

The Organization does not plan to fundraise for other charitable organizations, but does plan to review grant proposals and issue grants and/or make donations to other charitable organizations whose tax-exempt purpose furthers its purposes.

Part VIII, Line 4d

Presently, most of the fundraising activities are expected to take place in and around Denver, Colorado; however, the Organization will accept donations from individuals, corporations and other entities from any state in the United States. In the future, the Organization may also expand its fundraising activities to include events in states other than Colorado.

Part VIII, Line 11

The Organization plans to accept any donations of value (including, but not limited to, the contribution types listed in Part VIII, Line 11) to the extent permitted by law. In the event the Organization receives any of these types of contributions, it will work with legal counsel and the donor to memorialize in writing any conditions on, or agreements regarding, the donation. Ultimately, the Officers will determine, with advice from counsel, and with the oversight of the Board of Directors if necessary, whether any particular donation is unacceptable (due to over-burdensome conditions) and should be rejected.

Part VIII, Line 13b

**Attachment to Form 1023
Rocky Mountain Foundation of Hope
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A portion of the fundraising proceeds will go to tax-exempt organizations that support or conduct cancer research. The goal of these grants will be to help present and future patients by finding a cure and/or treatment options.

Line 13d

The Organization has not currently made any grants or distributions to recipient organizations, and no specific recipient organizations have been selected. All grants will be subject to the Organization's Conflict of Interest policy, attached to this application as Exhibit 4, and there will be no relationship with any recipient organization that does not satisfy that policy.

Line 13e

The Organization will maintain a record of each grant or distribution made to organizations consisting of the recipient, amount and purpose, as well as the recipient's verification of its use of the grant or distribution for the intended purpose.

Line 13f

The Organization's Officers, overseen by the Board of Directors will select any organizations that will be grant or distribution recipients based on the Organization's purposes and needs, and input from interested community members, including recommendations by oncologists and/or any future board of advisors appointed to advise the Organization.

Line 13g

The Organization will require each organization that is a grant or distribution recipient to submit a single report verifying that it has used the grant for its intended purpose.

Part IX-A, Line 9

The Organization expects to receive approximately \$5,000 per year in receipts from the silent auction and raffle at the annual golf tournament. It also expects to receive approximately \$1,000 from the sale of merchandise with the Organization's logo and other miscellaneous activities like car washes and bake sales.

Attachment to Form 1023
Rocky Mountain Foundation of Hope
26-4432872

EXHIBIT 1

See attached.
[Insert Certified Articles of Incorporation]



Colorado Secretary of State
Date and Time: 02/26/2009 02:31 PM
ID Number: 20091088458

Document must be filed electronically.
Paper documents will not be accepted.

\$50.00

Document number: 20091117615
Amount Paid: \$50.00

Document processing fee
Fees & forms/cover sheets
are subject to change.

To access other information or print
copies of filed documents,
visit www.sos.state.co.us and
select Business Center.

ABOVE SPACE FOR OFFICE USE ONLY

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

Rocky Mountain Foundation of Hope

(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

(Street number and name)

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

(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)

Cox Shannon L
(Last) (First) (Middle) (Suffix)

OR

(if an entity)

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

Street address

(Street number and name)

(City) (State) (ZIP Code)

Mailing address

(Leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) (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) **Cox** **Shannon** **L**

(Last) (First) (Middle) (Suffix)

OR

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

Mailing address

(Street number and name or Post Office Box information)

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

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

- Provisions regarding the distribution of assets on dissolution are included in an attachment.

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

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.

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

Cox	Shannon	L	
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i>	<i>(Suffix)</i>
<i>(Street number and name or Post Office Box information)</i>			
<i>(City)</i>	<i>(State)</i>	<i>(ZIP/Postal Code)</i>	
<i>(Province - if applicable)</i>	<i>(Country)</i>		

(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.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet 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/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

Click the following links to view attachments

Attachment 1
Articles of Incorporation

**ARTICLES OF INCORPORATION
OF THE
ROCKY MOUNTAIN FOUNDATION OF HOPE**

Pursuant to § 7-122-101 of the Colorado Revised Statutes (C.R.S.), the individual named below, a natural person of the age of eighteen years or more, acting as incorporator of the Rocky Mountain Foundation of Hope, a Colorado nonprofit corporation, causes these Articles of Incorporation to be delivered to the Colorado Secretary of State for filing:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the nonprofit corporation is the Rocky Mountain Foundation of Hope (the "Corporation") and the principal office of the Corporation is located at 10199 Plymouth Court, Parker, CO 80134.

ARTICLE II

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered agent is
The name of the Corporation's registered agent is Shannon Cox and she has consented to being so appointed.

ARTICLE III

FORMATION AND EXISTENCE

The Corporation shall have perpetual existence. The Corporation is formed under the Colorado Revised Nonprofit Corporation Act.

ARTICLE IV

PURPOSE

The Corporation is organized and shall be operated exclusively for charitable purposes (which includes religious, charitable, scientific, literary or educational purposes, or the prevention of cruelty to children or animals, within the meaning of those terms as used in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law (the "Code") and under the laws of the State of Colorado); and, subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now or hereafter may be conferred by law upon a corporation organized for the purposes herein set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the above-stated purposes of the Corporation.

Notwithstanding any other provision in these Articles of Incorporation, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation: (a) which is exempt from federal income taxation as an organization described in section 501(c)(3) of the Code; or (b) contributions to which are deductible from taxable income under section 170(c)(2) of the Code.

ARTICLE V

MEMBERS

The Corporation will not have voting members.

ARTICLE VI

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, all assets will be distributed as determined by a majority vote of the Board of Directors in the following manner:

- (a) all liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor;
- (b) assets held by the Corporation on condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirement; and
- (c) any remaining assets shall be distributed to any nonprofit corporation, trust or other organization that is devoted to similar purposes as the Corporation and qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined by the Board of Directors.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall be overseen by a Board of Directors in the manner described in the Bylaws of the Corporation. The number of directors shall be as set forth in the Bylaws of the Corporation. The Incorporator shall appoint the initial Directors after incorporation pursuant to C.R.S. § 7-122-105.

ARTICLE VIII

AMENDMENT

Amendment of these Articles of Incorporation shall require the assent of two-thirds of the Board of Directors, provided, however, that no amendment to these Articles of Incorporation shall be

made that is contrary to or inconsistent with the provisions of federal or Colorado state law or that will cause the Corporation to cease to be an organization described in Section 501(c)(3) of the Code. Invalidity of any portion of these Articles of Incorporation shall not be deemed to invalidate the remainder of the Articles of Incorporation.

ARTICLE IX

LIABILITY

The personal liability of the directors of the Corporation shall be eliminated to the fullest extent permissible under Colorado and other applicable law. No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following: (i) any breach of the director's duty of loyalty to the Corporation; (ii) any acts or omissions of a director not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) the director's assent to or participation in either an unlawful distribution by the Corporation, or the making of a loan by the Corporation to one of its officers or directors; or (iv) any transaction in which a director received improper personal benefit. Nothing herein shall be construed to deprive any director of the right to all defenses ordinarily available to a director nor shall anything herein be construed to deprive any director of any right for contribution from any other director or other person. The repeal or modification of this Article IX shall be prospective only and shall not adversely affect any right or protection of a director existing at the time of such repeal or modification.

ARTICLE X

BYLAWS

The initial Bylaws of the Corporation shall be as adopted by the Board of Directors. The Board of Directors shall have the power to alter, amend or repeal the Bylaws from time to time in force and adopt new Bylaws. Exercise of such power shall require the assent of two-thirds of the Board of Directors. The Bylaws of the Corporation may contain any provisions for the regulation or management of the affairs of the Corporation that are not inconsistent with law or these Articles of Incorporation, as these Articles of Incorporation may from time to time be amended.

ARTICLE XI

INCORPORATOR

The Corporation's incorporator is Shannon Cox, residing at

ARTICLE XII

EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be immediately upon filing.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation as incorporation of the Corporation as of February 26, 2009.

Shannon Cox, Incorporator

**Attachment to Form 1023
Rocky Mountain Foundation of Hope
26-4432872**

EXHIBIT 2

**See attached.
[Insert Bylaws]**

**BYLAWS
OF THE
ROCKY MOUNTAIN FOUNDATION OF HOPE
(THE "CORPORATION")**

Adopted on March 11, 2009

**ARTICLE I
MEMBERS**

Section 1.1 Members. The Corporation shall have no members.

**ARTICLE II
OFFICES**

Section 2.1 Principal Office. The principal office of the Corporation shall be at

Section 2.2 Other Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine or the business of the Corporation may require.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.1 Powers and Duties. The Board of Directors (the "Board") shall have general power to control and manage the affairs and property of the Corporation subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation and herein.

- (a) The Board may:
- (i) designate one member of the Board to serve as the Chairperson of the Board;
 - (ii) appoint and discharge advisors and consultants who have skills necessary or helpful to the Corporation;
 - (iii) employ and discharge persons for the furtherance of the purposes of the Corporation; and
 - (iv) exercise all other powers necessary to manage the affairs and further the purposes of the Corporation in conformity with the Articles of Incorporation and these Bylaws.
- (b) The Board shall:

(i) direct the President and Treasurer of the Corporation to present at the annual meeting of the Board a financial report, verified by the President and Treasurer or certified by an independent public accountant or certified public accountant or a firm of such accountants selected by the Board. This report shall be filed with the records of the Corporation and a copy or abstract thereof entered in the minutes of the proceedings of the annual meeting of the Board; and

(ii) elect all officers for the Corporation.

Section 3.2 Number. The number of directors constituting the entire Board shall be not less than one and shall initially be four. Subject to such minimum, the number of directors may be increased or decreased from time to time by resolution of the Board, provided, however, that no decrease shall shorten the term of any incumbent director.

Section 3.3 Election and Term of Office. The initial directors shall be the persons designated by the Incorporator and shall serve until the first annual meeting of the Board of Directors and until their successors shall be elected, appointed or designated and qualified or until their earlier death, resignation or removal. Directors elected at an annual meeting of the Board of Directors shall hold office for two year terms and until their successors shall be elected, appointed or designated and qualified or until their earlier death, resignation or removal. Directors elected to fill an unexpired term (whether resulting from the death, resignation or removal of a director or created by an increase in the number of directors) shall hold office until the next annual meeting of the Board. Directors may be elected to any number of consecutive terms. Director candidates shall be nominated by any director and elected by a majority of the Board.

Section 3.4 Qualification for Directors. Each director shall be at least 18 years of age.

Section 3.5 Removal. Any director may be removed at any time with or without cause by a vote of a majority of the directors then in office at a regular meeting or special meeting of the Board called for that purpose; provided that at least five business days' notice of the proposed action shall have been given to the entire Board then in office.

Section 3.6 Resignation. Any director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation or the President. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a director.

Section 3.7 Vacancies and Newly Created Directorships. Any newly created directorships and any vacancies on the Board arising at any time and from any cause may be filled at any meeting of the Board by a majority of the directors then in office, regardless of their number, and the directors so elected shall serve until the next annual meeting of the Board. A vacancy in the Board shall be deemed to exist on the occurrence of any of the following:

(a) the death, resignation or removal of any director;

(b) the declaration by the Board of a vacancy in the office of a director who has missed three consecutive meetings of the Board or a total of five meetings during any calendar year, unless a majority of directors has excused such director from attendance due to extreme circumstances;

(c) an increase in the authorized number of directors by resolution of the Board; or

(d) the failure of the directors, at any annual or other meeting of the Board at which any one or more directors are to be elected, to elect the full authorized number of directors to be voted for at that meeting.

Section 3.8 Meetings. Meetings of the Board may be held at any place within or without the State of Colorado as the Board may from time to time fix. The annual meeting of the Board of Directors shall be held in the first fiscal quarter of each year at a time and place fixed by the Board. The Board shall hold at least one meeting in each fiscal quarter of the year. Other regular meetings of the Board may be held at a time and place fixed by the Board. Special meetings of the Board may be held whenever called by the President or any director upon written demand of not less than half of the Board. The person calling a special meeting shall indicate the time and place of the meeting.

Section 3.9 Notice of Meetings. Notice of the time and place of each annual, regular and special meeting, along with a written agenda stating all matters upon which action is proposed to be taken, shall be given to each director by hand delivery, mail, facsimile or electronic mail at least three business days before the day on which the meeting is to be held. Notice of special meetings to discuss matters requiring prompt action, however, may be given at least twenty-four hours before the time at which the meeting is to be held.

Notice of a meeting need not be given to any director who submits a signed waiver of notice before or after the meeting or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to him or her.

Section 3.10 Quorum and Voting. At all meetings of the Board, unless a greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business. Participation of one or more directors by telephone conference or other electronic means and similar equipment that allows all persons participating in the meeting to hear each other at the same time shall constitute presence at a meeting.

Except as otherwise required by law or these Bylaws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the directors present at the time of the vote shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the directors present may adjourn the meeting until a quorum is obtained.

Section 3.11 Action by the Board Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if the action is approved by the same number of Directors as would be required if the matter were voted on at a meeting. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 3.12 Compensation. No compensation of any kind shall be paid to any director for the performance of his or her duties as director. Board members may, however, be reimbursed for reasonable expenses incurred on behalf of the Corporation, including, but not limited to, expenses such as transportation, long distance phone calls, filing fees, and other expenses incident to meetings or other charitable events.

ARTICLE IV OFFICERS

Section 4.1 Number and Qualifications. The Officers of the Corporation (the "Officers") shall be an Executive Director, a President, a Secretary, a Treasurer and such other Officers, if any, including one or more Vice Presidents, as the Board may from time to time appoint. One person may hold more than one office in the Corporation. Any Officer may, but need not, be a member of the Board. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

Section 4.2 Election and Term of Office. The Officers of the Corporation shall be elected for a two year term at the annual meeting of the Board, and each shall continue in office until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal.

Section 4.3 Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board may from time to time determine.

Section 4.4 Removal. Any Officer, employee or agent of the Corporation may be removed with or without cause by a vote of the majority of the Board.

Section 4.5 Vacancies. The Board may elect a successor to fill a vacancy in any office, and the person elected shall serve until the next annual meeting of the Board and the election of his or her successor.

Section 4.6 Executive Director: Powers and Duties. The Executive Director shall implement, manage and maintain the goals and objectives of the Board of Directors, shall promote the functions of the Corporation through public appearances, publicity releases and strategic business and marketing plans, shall develop and implement a regional and potentially a national program to promote corporate, public and private funding activities, shall develop a marketing and business plan for the solicitation and generation of private funding and donations that will assist in enhancing the mission of the Corporation and shall serve as a liaison between other non-profit organizations and the Board of Directors. The Executive Director shall have the power to appoint or remove any or all subordinate agents or employees of the Corporation. In the event any subordinate officer is not appointed, the Executive Director shall have the power to take any action authorized to be taken by that Officer in accordance with these Bylaws. In the absence of the Executive Director or the Executive Director's inability to act, the duties and powers of the office shall be performed and exercised by any Officer designated in writing by the

Executive Director or, if the Executive Director is unavailable, the Board of Directors. The Executive Director shall perform all the duties usually incident to the office of the Executive Director and shall perform such other duties as from time to time may be assigned by the Board.

Section 4.7 President: Powers and Duties. The President shall preside at all meetings of the Board, shall monitor financial planning of the Corporation, shall perform the annual evaluation of the performance of the Corporation in achieving its mission. The President shall have general supervision of the affairs of the Corporation and shall keep the Board of Directors fully informed about the activities of the Corporation. The President shall perform all the duties usually incident to the office of the President and shall perform such other duties as from time to time may be assigned by the Board.

Section 4.8 Vice President: Powers and Duties. A Vice President shall have such powers and duties as may be assigned to him or her by the Board. In the absence of the President, the Vice President(s), in the order designated by the Board, shall perform the duties of the President.

Section 4.9 Secretary: Powers and Duties. The Secretary shall keep the minutes of the annual meeting and all meetings of the Board in books provided for that purpose. He or she shall be responsible for the giving and serving of all notices by the Corporation and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned by the Board.

Section 4.10 Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all funds of the Corporation in the name and to the credit of the Corporation in banks or other depositories.

At the annual meeting, he or she shall render or cause to be rendered a report of the Corporation's accounts, showing in appropriate detail:

- (a) the assets and liabilities of the Corporation as of a twelve-month fiscal period terminating not more than six months prior to the meeting;
- (b) the principal changes in assets and liabilities during that fiscal period;
- (c) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period; and
- (d) the expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal period.

Such report shall be filed with the minutes of the annual meeting of the Board. The report to the Board may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or the Secretary of State of the State of Colorado which includes the information specified above. The Treasurer shall, at all reasonable times, exhibit the Corporation's books and accounts to any Officer or director of the Corporation, render a statement of the Corporation's accounts whenever required by the Board, and perform all duties incident to the position of Treasurer, subject to the control of the Board, and shall, when

required, give such security for the faithful performance of his or her duties as the board may determine.

Section 4.11 Compensation. Any Officer, employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when, and only when, authorized by a majority of the Board.

ARTICLE V **COMMITTEES**

Section 5.1 Committees of the Board. The Board may, by resolution adopted by a majority of the Board, establish and appoint an executive committee and/or other standing committees. The Chairperson of the Board shall appoint the Chairperson of each committee. Each committee so appointed shall consist of the number of directors determined by the Board and, to the extent provided in the resolution establishing it, shall have the authority of the Board except as to the following matters:

- (a) the filling of vacancies on the Board or any committee;
- (b) the amendment or repeal of the Bylaws or the adoption of new Bylaws;
- (c) the amendment or repeal of any resolution of the Board;
- (d) the fixing of compensation of the directors for serving on the Board or any committee; and
- (e) the taking of any actions reserved for the Board under Colorado law.

The President may appoint special committees, as may be desired, with the consent of the Board. These committees shall have only the powers specifically delegated to them by the Board.

ARTICLE VI **ADVISORS**

Section 6.1 Powers. The Board may appoint from time to time any number of persons as advisors of the Corporation to act either singly or as a committee or committees. Each advisor shall hold office at the discretion of the Board and shall have only the authority or obligations as the Board may from time to time determine.

Section 6.2 No Compensation. No advisor to the Corporation shall receive, directly or indirectly, any salary or compensation for any service rendered to the Corporation, except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

ARTICLE VII
CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 7.1 Checks, Notes and Contracts. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation, and shall determine who shall be authorized on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section 7.2 Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable, subject to applicable law.

ARTICLE VIII
OFFICE AND BOOKS

Section 8.1 Office. The office of the Corporation shall be located at such place as the Board may from time to time determine.

Section 8.2 Books. There shall be kept at the office of the Corporation, or at another location chosen by the Board, correct records of the activities and transactions of the Corporation, including: a copy of the Articles of Incorporation; a copy of these Bylaws; all minutes of meetings of the Board; and all records maintained by or under the supervision of the Treasurer.

ARTICLE IX
FISCAL YEAR

Section 9.1 Fiscal Year. The fiscal year of the Corporation shall be determined by the Board and initially shall have a year-end of December 31. The Board may change the fiscal year from time to time by resolution.

ARTICLE X
INDEMNIFICATION AND INSURANCE

Section 10.1 Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal (a "proceeding") by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, against liability incurred in the proceeding if (a) the person's conduct was in good faith; (b) the person reasonably believed that the conduct was in the Corporation's best interests, in the case of conduct in an official capacity with the Corporation, and that the conduct was at least not opposed to the Corporation's best interests, in all other cases; and (c) in the case of any criminal proceeding, the person had no reasonable cause to believe the conduct was unlawful. No indemnification may be made to or on behalf of any such person: (x) in connection with a proceeding by or in the right of the Corporation in which the person was adjudged liable to the Corporation; or (y) in connection

with any other proceeding charging that the person derived an improper personal benefit, whether or not involving action in an official capacity, in which proceeding the person was adjudged liable on the basis that the person derived an improper personal benefit.

Section 10.2 Advancement of Expenses. The Corporation shall pay for or reimburse the reasonable expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of a proceeding if: (a) the person furnishes to the Corporation a written affirmation of the person's good faith belief that the person has met the standard of conduct described in Section 10.1 hereof; (b) the person furnishes to the Corporation a written undertaking, executed personally or on such person's behalf, to repay the advance if it is ultimately determined that the person did not meet the specified standard of conduct; and (c) a determination is made pursuant to Section 7-129-106 of Colorado Revised Statutes (the "CRS"), or any successor provision, that the facts then known to those making the determination would not preclude indemnification under Title 7, Article 129 of the CRS.

Section 10.3 Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors, Officers and employees pursuant to Section 10.1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 10.1 above.

ARTICLE XI **AMENDMENTS**

Section 11.1 Amendments. The power to amend or repeal these Bylaws, or to adopt new Bylaws, is vested in the Board. Exercise of such power shall require the assent of a two-thirds of the Board of Directors.

ARTICLE XII **NON-DISCRIMINATION**

Section 12.1 Non-Discrimination. In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, religion, national origin, marital status, sexual preference, or mental or physical handicap.

ARTICLE XIII **REFERENCE TO THE ARTICLES OF INCORPORATION**


Section 13.1 Reference to the Articles of Incorporation. References in these Bylaws to the Articles of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted.

CERTIFICATE OF SECRETARY

1. That I am the duly elected, qualified and acting Secretary of the Rocky Mountain Foundation of Hope, a Colorado nonprofit corporation; and

2. That the foregoing Bylaws of said corporation were duly adopted as the Bylaws thereof by Written Consent of the Board of Directors of said corporation on March 11, 2009 and that the same do now constitute the Bylaws of said corporation.

Executed this 11th day of March, 2009.



Alan Cox, Secretary

EXHIBIT 3

Rocky Mountain Foundation of Hope
Biographies

Shannon Cox – Executive Director and President

- Shannon Cox started the Rocky Mountain Foundation of Hope after her sister-in-law, Jewely Del Duca, was diagnosed with stage 4 colon cancer in early 2008. After witnessing the incredible support of Jewely from not only the people of Colorado, but the entire country, she was compelled to give back. It is her vision and dream to support cancer patients throughout the country as well as raise money for cancer patients whose care, surgeries, and treatments are denied by their insurance companies. Shannon has a degree in psychology from the University of California, Santa Barbara and also has an extensive background in sales. Shannon lives in _____ with her husband, Alan, and their daughter, Caitlyn. They are expecting their second child, a boy, in July.

Alan Cox – Director and Secretary

- Alan Cox shares his wife's vision -- that all cancer patients receive the care recommended by their oncologists regardless of the cost. Alan has a degree in Health Science Administration and has been in the healthcare industry for over 10 years. He brings a fresh perspective on healthcare and is dedicated to the mission of the Organization. Alan enjoys time with his family, running, snowboarding and golf.

Kelly Roosevelt – Director

- Kelly A. Roosevelt is an associate attorney in the Orange County office of Gibson, Dunn & Crutcher LLP, where she practices primarily in securities and other complex business litigation. Mrs. Roosevelt also dedicates a considerable amount of her time to pro bono legal matters and other community service activities, and is devoted to the mission of the Organization. Mrs. Roosevelt graduated *magna cum laude* in 2002 from the University of San Diego School of Law, where she was a member of the Order of the Coif and Editor-in-Chief of the *San Diego Law Review*. In 1997, Mrs. Roosevelt earned a Bachelor of Arts degree in Biological Sciences from the University of California, Santa Barbara.

Theodore Kevin Roosevelt – Director

- T. Kevin Roosevelt, an associate attorney in the Orange County office of Gibson, Dunn & Crutcher, joined the firm in 1999. Mr. Roosevelt practices in the areas of securities, patent, trade secret and general commercial litigation. Mr. Roosevelt received a bachelor of arts degree in economics and political science from the University of California at Los Angeles in 1995. He graduated in 1999 with a law degree from the University of Southern California Law School, where he served as Senior Editor of the *Southern California Law Review* and graduated Order of the Coif. Mr. Roosevelt is a member of

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the Board of Directors of the UCLA Club of Orange County and volunteers much of his time to the Juvenile Diabetes Research Foundation and other pro bono and community service activities, and is dedicated to the vision of the Organization.

Angela Egan – Treasurer

- Angela Egan works for Denver-based Molson Coors Brewing Company in their Corporate Global Strategic Finance group. In this position, she manages P&L, Cash and Capital Planning, Forecasting and Analysis functions (over \$600M+ annual pretax earnings, \$550M Free Cash Flow and \$200M in Capital Expenditure). In addition to her Corporate Finance role, she also works closely with operating business unit/SAB Miller Joint Venture finance teams in Burton (UK), Toronto, Montreal, Golden, Milwaukee and Chicago. Prior work experience includes financial/business risk consulting with Arthur Andersen LLP and Ernst and Young LLP as well as International Audit roles with Wal-Mart Inc. She holds a dual degree in Business and Public Communications from Syracuse University and an MBA with a concentration in Business Ethics and Corporate Responsibility from the University of Denver. Angela currently lives in with her husband Matt, and her son, Connor.

EXHIBIT 4

CONFLICT OF INTEREST POLICY
OF THE
ROCKY MOUNTAIN FOUNDATION OF HOPE

ARTICLE I
PURPOSE

The purpose of this Conflict of Interest Policy (the "Policy") is to protect the interests of the Rocky Mountain Foundation of Hope (the "Organization") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interests applicable to nonprofit and charitable organizations.

ARTICLE II
DEFINITIONS

Section 2.1 Interested Person. Any director, principal officer, or member of a committee with Board delegated powers, who has a direct or indirect Financial Interest, as defined below.

Section 2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- (b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 3.2, a person who has a financial interest may have a conflict of interest only if the Board of Directors or appropriate committee decides that a conflict of interest exists.

ARTICLE III
PROCEDURES

Section 3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Board of Directors or to the members of a committee with Board delegated powers to consider the proposed transaction or arrangement.

Section 3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide whether a conflict of interest exists.

Section 3.3 Procedures for Addressing the Conflict of Interest.

(a) An Interested Person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 3.4 Violations of the Conflicts of Interest Policy.

(a) If the Board or committee has reasonable cause to believe a director or principal officer has failed to disclose actual or possible conflicts of interest, it shall inform the director or principal officer of the basis for such belief and afford the director or principal officer an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the director or principal officer's response and after making further investigation as warranted by the circumstances, the Board or committee determines the director or principal officer has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**ARTICLE IV
RECORDS OF PROCEEDINGS**

Section 4.1 Board Meeting Minutes. The minutes of the Board and all committees with Board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**ARTICLE V
COMPENSATION**

Section 5.1 Preclusion from Voting.

(a) A director who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to his or her compensation.

(b) A member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to his or her compensation.

(c) No director or member of any committee whose duties include compensation matters and who receives compensation, directly or indirectly, from the Organization is prohibited from providing information to any committee regarding compensation.

**ARTICLE VI
ANNUAL STATEMENTS**

6.1 Content of Statement. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- (a) has received a copy of the conflict of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII
PERIODIC REVIEWS

Section 7.1 Subject of Periodic Review. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, reviews shall be conducted by the Board. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement/private benefit, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII
USE OF OUTSIDE EXPERTS

Section 8.1 Use of Outside Experts. When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX
AMENDMENTS

Section 9.1 Amendments. This policy may be amended or repealed by the affirmative vote of a majority of the Board present at any meeting of the Board at which a quorum is present, or by unanimous written consent of the Board in lieu thereof.