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## Carousel of Happiness, Inc.

### Articles of Incorporation

Filed pursuant to 7-90-301, et seq. and 7-122-101 of the Colorado Revised Statutes (C.R.S.)

1. Entity Name: Carousel of Happiness, Inc.
2. Principal Office Street Address: 96 Tejas Lane  
Nederland, CO 80466  
USA
3. Principal Office Mailing Address: PO Box 1270  
Nederland CO 80466  
USA
4. Registered Agent: National Registered Agents, Inc.
5. The person appointed as registered agent in the document has consented to being so appointed.
6. Registered Agent Street Address: 1535 Grant Street, Suite 140  
Denver CO 80203  
USA
7. Registered Agent Mailing Address: as above
8. Name and Address of Incorporators: Harrison, Edward Scott  
PO Box 1270  
Nederland, CO 80466  
USA  
  
Blevins, George  
PO Box 512  
Nederland CO 80466  
USA
9. The nonprofit corporation is formed under the Colorado Revised Nonprofit Corporation Act. See Attachment A, Paragraph 1.
10. The corporation will not have voting members.
11. A description of the distribution of assets upon dissolution is attached. See Attachment A, Paragraph 2.
12. Additional information may be included pursuant to 7-122-102, C.R.S. and other organic statutes.
13. Name and address of the individual causing the document to be delivered for filing:  
Ly, Cindy  
7083 Hollywood Blvd Ste. 180  
Los Angeles, CA 90028  
USA

**Disclaimer:**

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form 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. Questions should be addressed to the user's attorney.

Attachment A:  
Articles of Incorporation of Carousel of Happiness, Inc.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501

(c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code. This Corporation shall be a nonprofit corporation. The specific purposes for which this corporation is organized are: **the Carousel of Happiness is a working carousel operating for the purpose of providing the public with joy and historical knowledge of the continuing existence of carousels in the United States.**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

All references to sections of the Internal Revenue Code shall include such sections as of the date hereof and the corresponding section of any future federal tax code.