

RESOLUTION

BOARD COUNTY COMMISSIONERS  
OURAY COUNTY

**RE: Dissolution of Friends of the Ouray County Fairground 501(c)(3)  
Organization**

**WHEREAS**, the Board of County Commissioners of Ouray County, Colorado (“Board”) initiated the incorporation and formation of The Friends of the Ouray County Fairground (“FOF”) with the purpose to fundraise for capital purchases and improvements for the fairgrounds as determined by the Board and as set forth in Resolution #2006-074; and

**WHEREAS**, the incorporation of FOF, a 501 (c)(3) non-profit corporation was accepted by the Office of the Colorado Secretary of State on January 11, 2005; and

**WHEREAS**, on July 31, 2007, discussion occurred concerning the status of the FOF, with discussion centering on the lack of board of director members so as not to constitute a quorum and the unsuccessfulness of the FOF to fundraise for the capital purchases and improvements set forth by the Board; and

**WHEREAS**, Ouray County has management in place that is able to write and receive grants on behalf of the County to help fund fairgrounds capital purchases and improvements; and

**WHEREAS**, Colorado Revised Statutes 7-134-101(l) states that “if a nonprofit corporation has no members, a majority of its directors or, if there are no directors, a majority of its incorporators may authorize the dissolution of the nonprofit corporation; and

**WHEREAS**, Colorado Revised Statutes 7-134-101(2) further states that “the incorporators or directors in approving dissolution shall adopt a plan of dissolution indicating to whom the assets owned or held by the nonprofit corporation will be distributed after all creditors have been paid; and

**WHEREAS**, the fundraising effort was being undertaken in accordance with the purpose set forth in the Articles of Incorporation and FOF Bylaws which states that “The Friends of the Ouray County Fairground was organized to operate exclusively for charitable purposes, limited to raising the funds necessary to implement the various phases of capital improvement projects specifically related to the Ouray County Fairground Master Plan.”

**NOW, THEREFORE, BE IT RESOLVED** by the Board of County Commissioners of Ouray County that The Friends of the Ouray County Fairground 501(c)(3) be dissolved and that through adoption of this resolution a plan of dissolution shall be approved to

distribute assets owned or held by the FOF after all creditors have been paid, to Ouray County Government to be utilized for the Ouray County Fairgrounds.

Adopted this 10<sup>th</sup> day of September 2007.

BOARD OF COUNTY  
COMMISSIONERS  
OF OURAY COUNTY, COLORADO

Attest:

\_\_\_\_\_  
Don Batchelder, Chair

\_\_\_\_\_  
Michelle Nauer, Clerk and Recorder

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Heidi M. Albritton, Vice-Chair

By:

\_\_\_\_\_  
Linda Munson-Haley,  
Clerk of the Board

\_\_\_\_\_  
Keith Meinert, Commissioner Member