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EXTENDED TO NOVEMBER 15, 2017

990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

Form

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2016 calendar year, or tax year beginning JAN 12, 2016 and ending DEC 31, 2016

B Check if applicable

- ☐ Address change
☒ Name change
☒ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization

CAREERWISE COLORADO

Doing business as

Number and street (or P.O. box if mail is not delivered to street address)

12850 E 40TH AVE

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

DENVER, CO 80239

F Name and address of principal officer NOEL GINSBURG

SAME AS C ABOVE

D Employer identification number

81-1415662

E Telephone number

303-921-2402

G Gross receipts \$ 3,089,309.

H(a) Is this a group return

for subordinates? ☐ Yes ☒ NoH(b) Are all subordinates included? ☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number

I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: HTTP://WWW.CAREERWISECOLORADO.ORG/

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation, 2016

M State of legal domicile, CO

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities	DEVELOP AND SUPPORT AN INNOVATIVE, SUSTAINABLE YOUTH APPRENTICESHIP PROGRAM IN COLORADO.	
	2	Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	9
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	9
	5	Total number of individuals employed in calendar year 2016 (Part V, line 2a)	5	13
	6	Total number of volunteers (estimate if necessary)	6	16
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)		3,089,309.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)		0.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		0.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		3,089,309.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)		29,125.
	14	Benefits paid to or for members (Part IX, column (A), line 4)		0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		488,971.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		16,394.
	16b	Total fundraising expenses (Part IX, column (D), line 25)		44,726.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		466,215.
	18	Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)		1,000,705.
19	Revenue less expenses - Subtract line 18 from line 12		2,088,604.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)		2,297,405.
	22	Net assets or fund balances - Subtract line 21 from line 20		208,801.
				2,088,604.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer

Date

8/8/2017

NOEL GINSBURG, CEO

Type or print name and title

Paid

Print preparer's name

Preparer's signature

Date

Check if self-employed

PTIN

DORIS J. EGGETT

8/3/2017

P00645252

Preparer

Firm's name

Firm's EIN

46-1497033

Use Only

Firm's address

Phone no. 303-740-9400

8181 E. TUFTS AVENUE, SUITE 600
DENVER, CO 80237-2521

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

632001 11-11-16

LHA For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2016)

SCANNED AUG 16 2017

Gleb

Gleb

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

☒ X**1** Briefly describe the organization's mission

CAREERWISE'S MISSION IS TO CREATE OPPORTUNITIES FOR YOUTH AND
BUSINESSES ACROSS COLORADO BY DEVELOPING AND SUPPORTING AN INNOVATIVE,
SUSTAINABLE YOUTH APPRENTICESHIP PROGRAM. THROUGH THIS BUSINESS-LED,
STUDENT-CENTERED MODEL, (SEE SCHEDULE O)

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported**4a** (Code) (Expenses \$ 821,790. including grants of \$ 29,125.) (Revenue \$)

WE ARE BUILDING A STATE-WIDE YOUTH APPRENTICESHIP SYSTEM THAT SUPPORTS
BUSINESSES TO HOST HIGH SCHOOL APPRENTICES FROM PARTICIPATING SCHOOL
DISTRICTS

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)**4c** (Code) (Expenses \$ including grants of \$) (Revenue \$)**4d** Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 821,790.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X

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Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	X	
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

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Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the sponsoring organization make any taxable distributions under section 4966?		
9b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13a	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13b	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13c	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13d	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions

Check if Schedule O contains a response or note to any line in this Part VI

☒**Section A. Governing Body and Management**

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	9	
1b Enter the number of voting members included in line 1a, above, who are independent	9	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?		X
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization	X	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **NONE**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records **NOEL GINSBURG - 303-371-4270**
12850 E 40TH AVE, DENVER, CO 80239

Check if Schedule O contains a response or note to any line in this Part VII

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e	158,852.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	2,930,457.				
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f			3,089,309.			
Program Service Revenue			Business Code				
	2 a						
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)						
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
	b Less rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	b Less cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss)						
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a					
	b Less direct expenses	b					
	c Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities See Part IV, line 19	a					
	b Less direct expenses	b					
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances	a					
	b Less cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a							
b							
c							
d All other revenue							
e Total. Add lines 11a-11d							
12 Total revenue. See instructions.			3,089,309.	0.	0.	0.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

☒ X

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	29,125.	29,125.		
2	Grants and other assistance to domestic individuals. See Part IV, line 22				
3	Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	175,089.	134,685.	30,252.	10,152.
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	262,509.	229,838.	20,638.	12,033.
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9	Other employee benefits	10,048.	8,370.	1,168.	510.
10	Payroll taxes	41,325.	34,424.	4,806.	2,095.
11	Fees for services (non-employees)				
a	Management				
b	Legal				
c	Accounting	15,234.		15,234.	
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17	16,394.			16,394.
f	Investment management fees				
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	319,226.	271,041.	48,185.	
12	Advertising and promotion	15,336.	12,930.	2,406.	
13	Office expenses				
14	Information technology	14,034.	11,768.	1,030.	1,236.
15	Royalties				
16	Occupancy	10,905.	9,145.	800.	960.
17	Travel	47,821.	40,852.	6,969.	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	1,250.	1,048.	92.	110.
23	Insurance	5,339.	4,477.	392.	470.
24	Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a	CURRICULUM DEVELOPMENT	20,484.	20,484.		
b	OTHER EVENTS	7,434.	5,934.	1,500.	
c	STAFF TRAINING AND DEVE	6,619.	5,550.	486.	583.
d	PAYROLL PROCESSING	1,067.	889.	124.	54.
e	All other expenses	1,466.	1,230.	107.	129.
25	Total functional expenses. Add lines 1 through 24e	1,000,705.	821,790.	134,189.	44,726.
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	2,155,015.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	73,971.
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	54,669.
	10a Land, buildings, and equipment - cost or other basis. Complete Part VI of Schedule D	10a 15,000.		
	b Less accumulated depreciation	10b 1,250.	0.	10c 13,750.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)		0.	16	2,297,405.
Liabilities	17 Accounts payable and accrued expenses		17	183,801.
	18 Grants payable		18	
	19 Deferred revenue		19	25,000.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25		0.	26
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	749,412.
	28 Temporarily restricted net assets		28	1,339,192.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances		0.	33
34 Total liabilities and net assets/fund balances		0.	34	2,297,405.

Form 990 (2016)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,089,309.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,000,705.
3	Revenue less expenses Subtract line 2 from line 1	3	2,088,604.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	0.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	2,088,604.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990. ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		X
2b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	X	
2c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		X
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form **990** (2016)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

**Open to Public
Inspection**

Name of the organization

CAREERWISE COLORADO

Employer identification number

81-1415662

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☐ An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 11 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
- a ☐ **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
- b ☐ **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
- c ☐ **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
- d ☐ **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
- e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
- f Enter the number of supported organizations:
- g Provide the following information about the supported organization(s):

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. 632021 09-21-16 Schedule A (Form 990 or 990-EZ) 2016

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")					3,089,309.	3,089,309.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3					3,089,309.	3,089,309.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						3,089,309.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
7 Amounts from line 4					3,089,309.	3,089,309.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						3,089,309.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ ☒						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2016 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2015 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2016. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ ☐		
b 33 1/3% support test - 2015. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ ☐		
17a 10% -facts-and-circumstances test - 2016. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐		
b 10% -facts-and-circumstances test - 2015. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐		

Schedule A (Form 990 or 990-EZ) 2016

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2015 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2015 Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2016.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2015.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI .		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI .		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI .		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer 10b below.		
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		

Part IV Supporting Organizations (continued)

11 Has the organization accepted a gift or contribution from any of the following persons?

a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?

b A family member of a person described in (a) above?

c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.

	Yes	No
11a		
11b		
11c		

Section B. Type I Supporting Organizations

1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.

2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.

	Yes	No
1		
2		

Section C. Type II Supporting Organizations

1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).

	Yes	No
1		

Section D. All Type III Supporting Organizations

1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?

2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).

3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.

	Yes	No
1		
2		
3		

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).

a ☐ The organization satisfied the Activities Test. Complete line 2 below.b ☐ The organization is the parent of each of its supported organizations. Complete line 3 below.c ☐ The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).

2 Activities Test. Answer (a) and (b) below.

a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.

b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.

3 Parent of Supported Organizations. Answer (a) and (b) below.

a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.

b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.

	Yes	No
2a		
2b		
3a		
3b		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI) **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI)		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	☐ Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions)		

Schedule A (Form 990 or 990-EZ) 2016

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions		Current Year	
1	Amounts paid to supported organizations to accomplish exempt purposes		
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity		
3	Administrative expenses paid to accomplish exempt purposes of supported organizations		
4	Amounts paid to acquire exempt-use assets		
5	Qualified set-aside amounts (prior IRS approval required)		
6	Other distributions (describe in Part VI) See instructions		
7	Total annual distributions. Add lines 1 through 6		
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions		
9	Distributable amount for 2016 from Section C, line 6		
10	Line 8 amount divided by Line 9 amount		

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2016	(iii) Distributable Amount for 2016
1 Distributable amount for 2016 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2016 (reasonable cause required- explain in Part VI) See instructions			
3 Excess distributions carryover, if any, to 2016			
a			
b			
c From 2013			
d From 2014			
e From 2015			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2016 distributable amount			
i Carryover from 2011 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2016 from Section D, line 7 \$			
a Applied to underdistributions of prior years			
b Applied to 2016 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2016, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI See instructions			
6 Remaining underdistributions for 2016. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI See instructions			
7 Excess distributions carryover to 2017. Add lines 3j and 4c			
8 Breakdown of line 7			
a			
b Excess from 2013			
c Excess from 2014			
d Excess from 2015			
e Excess from 2016			

Schedule A (Form 990 or 990-EZ) 2016

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10, Part II, line 17a or 17b; Part III, line 12, Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2, Part IV, Section C, line 1, Part IV, Section D, lines 2 and 3, Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b, Part V, line 1; Part V, Section B, line 1e, Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.
(See instructions.)

PART II, LINE 13

THE ORGANIZATION WAS FORMED ON JANUARY 12, 2016.

SCHEDULE D

(Form 990)

Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes" on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990.▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016Open to Public
Inspection

Name of the organization

CAREERWISE COLORADO

Employer identification number

81-1415662

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		☐ Yes ☐ No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e.g., recreation or education)	☐ Preservation of a historically important land area
☐ Protection of natural habitat	☐ Preservation of a certified historic structure
☐ Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue included on Form 990, Part VIII, line 1	▶ \$ _____
(ii) Assets included in Form 990, Part X	▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenue included on Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2016

632051 08-29-16

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a ☐ Public exhibitiond ☐ Loan or exchange programsb ☐ Scholarly researche ☐ Other _____c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes☐ No**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?

☐ Yes☐ Nob If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII ☐**Part V Endowment Funds.** Complete if the organization answered "Yes" on Form 990, Part IV, line 10

1a Beginning of year balance

b Contributions

c Net investment earnings, gains, and losses

d Grants or scholarships

e Other expenditures for facilities and programs

f Administrative expenses

g End of year balance

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a					
1b					
1c					
1d					
1e					
1f					
1g					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ☐ %b Permanent endowment ☐ %c Temporarily restricted endowment ☐ %

The percentages on lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

	Yes	No
3a(i)		
3a(ii)		
3b		

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
1b Buildings				
1c Leasehold improvements				
1d Equipment				
1e Other		15,000.	1,250.	13,750.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10c)				13,750.

Schedule D (Form 990) 2016

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☒

Schedule D (Form 990) 2016

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a

1	Total revenue, gains, and other support per audited financial statements		1	3,092,777.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b	3,468.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d	2e	3,468.	
3	Subtract line 2e from line 1	3	3,089,309.	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b	4c	0.	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	3,089,309.	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a

1	Total expenses and losses per audited financial statements		1	1,004,173.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a	3,468.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d	2e	3,468.	
3	Subtract line 2e from line 1	3	1,000,705.	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b	4c	0.	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	1,000,705.	

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4, Part IV, lines 1b and 2b; Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2:

THE FOUNDATION APPLIES A MORE-LIKELY-THAN-NOT MEASUREMENT METHODOLOGY TO

REFLECT THE FINANCIAL STATEMENT IMPACT OF UNCERTAIN TAX POSITIONS TAKEN OR

EXPECTED TO BE TAKEN IN A TAX RETURN. AFTER EVALUATING THE TAX POSITIONS

TAKEN, NONE ARE CONSIDERED TO BE UNCERTAIN; THEREFORE, NO AMOUNTS HAVE

BEEN RECOGNIZED AS OF DECEMBER 31, 2016.

IF INCURRED, INTEREST AND PENALTIES ASSOCIATED WITH TAX POSITIONS ARE

RECORDED IN THE PERIOD ASSESSED IN MANAGEMENT AND GENERAL EXPENSES. NO

INTEREST OR PENALTIES HAVE BEEN ASSESSED AS OF DECEMBER 31, 2016.

Part XIII Supplemental Information (continued)This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" on Form 990, Part IV, line 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

▶ Attach to Form 990 or Form 990-EZ.

► Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Open to Public Inspection

Name of the organization

CAREERWISE COLORADO

Employer identification number

81-1415662

Part I

Fundraising Activities. Complete if the organization answered "Yes" on Form 990, Part IV, line 17 Form 990-EZ filers are not required to complete this part

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply

- a ☐ Mail solicitations
- b ☐ Internet and email solicitations
- c ☐ Phone solicitations
- d ☐ In-person solicitations
- e ☒ Solicitation of non-government grants
- f ☒ Solicitation of government grants
- g ☐ Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☒ Yes☐ **No**

b If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
JESSICA BENJAMIN - 12850 E 40TH AVE, DENVER, CO 80239	CONTRACTOR GRANT WRITING - INTERIM DIRECTOR OF		X	0.	16,394.	-16,394.
Total					16,394.	-16,394.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

[illegible]

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule G (Form 990 or 990-EZ) 2016

SEE PART IV FOR CONTINUATIONS

632081 09-12-16

31

16040720 138837 7037-00

2016.04000 CAREERWISE COLORADO

7037-001

Part II Fundraising Events. Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts				
	2 Less: Contributions				
	3 Gross income (line 1 minus line 2)				
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary. Add lines 4 through 9 in column (d)				
	11 Net income summary. Subtract line 10 from line 3, column (d)				

Part III Gaming. Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

	(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue				
1 Gross revenue				
Direct Expenses	2 Cash prizes			
	3 Noncash prizes			
	4 Rent/facility costs			
	5 Other direct expenses			
6 Volunteer labor	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	
7 Direct expense summary. Add lines 2 through 5 in column (d)				
8 Net gaming income summary. Subtract line 7 from line 1, column (d)				

9 Enter the state(s) in which the organization conducts gaming activities. _____

a Is the organization licensed to conduct gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain _____

- 11 Does the organization conduct gaming activities with nonmembers? ☐ Yes ☐ No
- 12 Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13 Indicate the percentage of gaming activity conducted in
- | | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ► _____

Address ► _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

- b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____
- c If "Yes," enter name and address of the third party

Name ► _____

Address ► _____

16 Gaming manager information

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

☐ Director/officer
☐ Employee
☐ Independent contractor

17 Mandatory distributions

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions.

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: JESSICA BENJAMIN

(I) ADDRESS OF FUNDRAISER: 12850 E 40TH AVE, DENVER, CO 80239

(II) ACTIVITY: CONTRACTOR GRANT WRITING - INTERIM DIRECTOR OF DEVELOPMENT

Part IV Supplemental Information (continued)

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States
Complete if the organization answered "yes" on Form 990, Part IV, line 21 or 22.

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

► **Attach to Form 990.**

► Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

2016

Open to Public Inspection

Name of the organization

CAREERWISE COLORADO

Employer identification number
81-1415662

Part I	General Information on Grants and Assistance
--------	--

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.**

Part II **Grants and Other Assistance to Domestic Organizations and Domestic Governments.** Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any

recipient that received more than \$5,000. Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
COLORADO TECHNOLOGY FOUNDATION 600 S. CHERRY ST., SUITE 1200 DENVER, CO 80246	84-0920862	501(C)(3)	28,125.	0.			FOR HIRING OF EMPLOYEE TO SUPPORT BUSINESS RECRUITMENT IN TECHNOLOGY SECTOR FOR YOUTH

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
- 3** Enter total number of other organizations listed in the line 1 table

1.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

Schedule I (Form 990) (2016)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance

Part IV

Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART I, LINE 2:

WHEN AWARDING FUNDS, CAREERWISE COLORADO ENTERS INTO A GRANT AGREEMENT VIA

A MEMORANDUM OF UNDERSTANDING (MOU) WITH THE ELIGIBLE ORGANIZATION. THE MOU

OUTLINES THE EXPECTED SCOPE OF THE FUNDED PROJECT AS WELL AS THE APPROVED

USE OF FUNDS. THE GRANTEE IS EXPECTED TO KEEP A RECORD OF ALL EXPENDITURES

RELATED TO THE GRANT AND TO PROVIDE CAREERWISE COLORADO WITH SEMI-ANNUAL

REPORTS SUMMARIZING FINANCIAL INFORMATION AND MEASUREMENT AGAINST AGREED

UPON KEY OUTCOMES. TERMS OF THE MOU WILL BE REVIEWED, RENEGOTIATED AND

RENEWED ON AN ANNUAL BASIS.

Part IV Supplemental Information

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: COLORADO TECHNOLOGY FOUNDATION

(H) PURPOSE OF GRANT OR ASSISTANCE: FOR HIRING OF EMPLOYEE TO SUPPORT

BUSINESS RECRUITMENT IN TECHNOLOGY SECTOR FOR YOUTH APPRENTICESHIP

PROGRAM

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Open to Public
Inspection

Name of the organization

CAREERWISE COLORADO

Employer identification number

81-1415662

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

CAREERWISE BRINGS TOGETHER PUBLIC AND PRIVATE STAKEHOLDERS TO ENSURE

THAT STUDENTS HAVE ACCESS TO THE SKILLS AND KNOWLEDGE THEY NEED FOR

FINANCIAL AND ACADEMIC SUCCESS, AND THAT BUSINESSES HAVE ACCESS TO

HIGHLY-TRAINED TALENT.

FORM 990, PART VI, SECTION B, LINE 11B:

THE 990 IS REVIEWED BY THE COO AND CONTROLLER, THEN DISTRIBUTED TO THE

BOARD OF DIRECTORS FOR REVIEW BEFORE FILING.

FORM 990, PART VI, SECTION B, LINE 12C:

EACH BOARD MEMBER SIGNS A CONFLICT OF INTEREST STATEMENT ANNUALLY. THE

GOVERNANCE COMMITTEE REGULARLY AND CONSISTENTLY MONITORS AND ENFORCES

COMPLIANCE WITH THIS POLICY. IN CONNECTION WITH ANY ACTUAL OR POSSIBLE

CONFLICT OF INTEREST, AN INTERESTED PERSON MUST DISCLOSE THE EXISTENCE OF

THE INTEREST AND BE GIVEN THE OPPORTUNITY TO DISCLOSE ALL MATERIAL FACTS TO

THE BOARD. ANY BOARD MEMBER MAY RECUSE HIM OR HERSELF AT ANY TIME FROM

INVOLVEMENT IN ANY DECISION OR DISCUSSION IN WHICH THE BOARD MEMBER

BELIEVES HE OR SHE HAS OR MAY HAVE A CONFLICT OF INTEREST.

FORM 990, PART VI, SECTION B, LINE 15:

EXECUTIVE COMPENSATION IS ESTABLISHED BY RESEARCHING SIMILAR ORGANIZATIONS

AND DETERMINING THE APPROPRIATE COMPENSATION RELATIVE TO THESE SIMILAR

ORGANIZATIONS. SUCH COMPENSATION IS APPROVED BY THE BOARD AND DOCUMENTED IN

THE BOOKS OF THE ORGANIZATION.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2016)

632211 08-25-16

Name of the organization

CAREERWISE COLORADO

Employer identification number

81-1415662

FORM 990, PART VI, SECTION C, LINE 19.

AN INDIVIDUAL CAN SUBMIT A WRITTEN REQUEST TO THE OFFICES OF THE

ORGANIZATION AND THEY WILL BE PROVIDED WITH A COPY OF THE DOCUMENTS.

FORM 990, PART IX, LINE 11G, OTHER FEES:

CONSULTING FEES - PROJECT BASED:

PROGRAM SERVICE EXPENSES 181,813.

MANAGEMENT AND GENERAL EXPENSES 0.

FUNDRAISING EXPENSES 0.

TOTAL EXPENSES 181,813.

TEMPORARY SERVICES:

PROGRAM SERVICE EXPENSES 669.

MANAGEMENT AND GENERAL EXPENSES 0.

FUNDRAISING EXPENSES 0.

TOTAL EXPENSES 669.

PROFESSIONAL FEES - ON GOING:

PROGRAM SERVICE EXPENSES 88,559.

MANAGEMENT AND GENERAL EXPENSES 48,185.

FUNDRAISING EXPENSES 0.

TOTAL EXPENSES 136,744.

TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A 319,226.

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Wayne W. Williams, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Articles of Amendment

with Document # 20161838919 of
CareerWise Colorado

Colorado Nonprofit Corporation

(Entity ID # 20161025576)

consisting of 26 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 12/14/2016 that have been posted, and by documents delivered to this office electronically through 12/16/2016@ 14:57:49.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 12/16/2016 @ 14:57:49 in accordance with applicable law. This certificate is assigned Confirmation Number 9978311



Secretary of State of the State of Colorado

*****End of Certificate*****

Notice A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria> do entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions"

Document must be filed electronically.
Paper documents are not accepted.
Fees & forms are subject to change.
For more information or to print copies
of filed documents, visit www.sos.state.co.us.

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Amendment

filed pursuant to §7-90-301, et seq. and §7-130-105 of the Colorado Revised Statutes (C.R.S.)

- ID number 20161025576
1. Entity name Business and Schools in Collaboration
(If changing the name of the corporation, indicate name before the name change)
2. New Entity name
(if applicable) CareerWise Colorado
3. *(If the following statement applies, adopt the statement by marking the box and include an attachment)*
☒ Other amendments are attached.
4. If the nonprofit corporation's period
of duration as amended is less than
perpetual, state the date on which the
period of duration expires _____
(mm/dd/yyyy)
- or
- If the nonprofit corporation's period of duration as amended is perpetual, mark this box ☐
5. *(Optional)* Delayed effective date _____
(mm/dd/yyyy)
6. Additional information may be included pursuant to other organic statutes such as title 12, C.R.S. If
applicable, mark this box ☐ and include an attachment stating the additional information.

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.

7. Name(s) and address(es) of the
individual(s) causing the document
to be delivered for filing

Jacobs Jennifer _____
(Last) (First) (Middle) (Suffix)
12850 E 40TH AVE
(Street name and number or Post Office Box information)

Denver

(City)

CO

(State)

80239

(Postal/Zip Code)

United States

(Country – if not US)

(Province – if applicable)

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box ☐ and include an attachment stating the name and address of such individuals.)

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.

WRITTEN ACTION WITHOUT A MEETING
OF THE SOLE
INCORPORATOR OF
CAREERWISE COLORADO

The undersigned, being the sole incorporator of CareerWise Colorado, a Colorado nonprofit corporation (the "Corporation"), hereby adopts the following resolutions pursuant to Section 7-122-105 and Section 7-128-202 of the Colorado Revised Nonprofit Corporation Act.

BE IT RESOLVED, that the Corporation's Articles of Incorporation as filed with the Colorado Secretary of State be placed in the Corporation's permanent corporate records; and it is

FURTHER RESOLVED, that the Bylaws attached hereto as Exhibit B be and hereby are adopted as the Bylaws of the Corporation and that a copy of such Bylaws be placed in the Corporation's permanent corporate records; and it is

FURTHER RESOLVED, that the Conflict of Interest Policy attached to the Bylaws as Appendix A be and hereby is adopted as the Conflict of Interest Policy of the Corporation and that a copy of such Conflict of Interest Policy be placed in the Corporation's permanent corporate records; and it is

FURTHER RESOLVED, that the Records Retention Policy attached to the Bylaws as Appendix B be and hereby is adopted as the Records Retention Policy of the Corporation and that a copy of such Records Retention Policy be placed in the Corporation's permanent corporate records; and it is

FURTHER RESOLVED, that the following persons be and hereby are appointed to serve as the initial directors of the Corporation, each to serve as a member of the class indicated for the term set forth in the Bylaws:

Name	Class
Noel Ginsbur	First Class
R an Gensler	Second Class
Erin Silver	Third Class

And it is

FURTHER RESOLVED, that the following persons be and hereby are appointed to serve as the initial officers of the Corporation, each to serve in the office(s) set forth opposite his or her name for the term set forth in the Bylaws:

Name	Office
Noel Ginsbur	President
R an Gensler	Secreta
Erin Silver	Treasurer

And it is

FURTHER RESOLVED, that the officers of the Corporation be and hereby are authorized to register the Corporation to do business in any state where the Corporation is determined to be doing business; and it is

FURTHER RESOLVED, that the officers of the Corporation be and hereby are authorized to apply or to designate a third party designee to apply to the Internal Revenue Service ("IRS") for an Employer Identification Number (EIN) for the Corporation; and it is

FURTHER RESOLVED, that the officers of the Corporation are authorized to submit a completed Form 1023 to the IRS for recognition of the Corporation as a tax exempt organization and to execute and deliver all such applications, certificates, powers of attorney and other instruments and perform all such other acts as any of them may deem necessary or appropriate to obtain such recognition; and it is

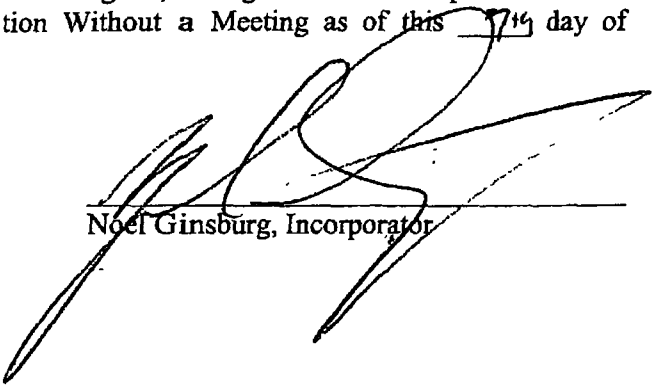
FURTHER RESOLVED, that the Board of Directors of the Corporation is authorized to designate one or more bank or other financial institutions as a depository for the Corporation, that the customary forms of resolution of said bank or institution conferring authority upon certain officers of the Corporation be, and hereby are, adopted and approved; and it is

FURTHER RESOLVED, that the fiscal year of the Corporation shall commence on January 1 and end on December 31 of each year; and it is

FURTHER RESOLVED, that in order to fully carry out the intent and effectuate the purpose of the foregoing resolution, the officers of the Corporation be, and hereby are, authorized and directed (i) to take all such further actions contemplated by the documents and agreements authorized in the foregoing resolution, (ii) to execute and deliver all such further agreements, instruments, certificates, documents and amendments relating thereto or contemplated therein or deemed necessary or advisable by such officers in order to carry out the transactions contemplated by the foregoing resolutions in the name and on behalf of the Corporation, and under its corporate seal or otherwise, including, but not limited to, any required federal, state or governmental agency filings, and (iii) to pay all such fees and expenses, which shall in their judgment be necessary, proper or advisable; and it is

FURTHER RESOLVED, that all actions taken on behalf of the Corporation prior to the date of this action without a meeting by any of the persons elected herein as officers are approved and ratified in all respects.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the undersigned, being the sole incorporator of the Corporation, has executed this Written Action Without a Meeting as of this 17th day of December 2016.



Noel Ginsburg, Incorporator

EXHIBIT A

CAREERWISE COLORADO

CONFLICT OF INTEREST POLICY

ARTICLE 1

PURPOSE

The Board of Directors acknowledges that conflicts of interest may occasionally arise and that neither the elimination from the Board of all persons who might potentially have any such conflict nor the avoidance of all transactions involving a conflict of interest would necessarily serve the best interests of the Corporation. Nonetheless, each member of the Board of Directors is encouraged to avoid undisclosed conflicts of interest and to refrain from influencing the Board's action on a matter in which such Director is financially interested. It is therefore the policy of the Corporation to avoid the participation of any Director in the Board of Directors' consideration of a matter which poses a conflict of interest for that Director.

The purpose of this conflict of interest policy is to protect the interests of CareerWise Colorado (the "Corporation") when the Board of Directors is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation 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 interest applicable to nonprofit and charitable organizations.

ARTICLE 11

DEFINITIONS

Section 2.1 Interested Person. Interested Person means any director, principal officer, Trustee or member of a committee with powers delegated by the Board of Directors who has a direct or indirect Financial Interest.

Section 2.2 Financial Interest. Financial Interest means any of the following interests or arrangements, either direct or indirect (through business, investment, or family):

(a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

(b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation 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 Corporation 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. A person who has a Financial Interest may have a conflict of interest only if the Board of Directors decides under Section 3.2 of this policy that a conflict of interest exists.

ARTICLE 111 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 regarding 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, the Interested Person shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Board of Directors shall decide if a conflict of interest exists.

Section 3.3 Procedures for Addressing the Conflict of Interest. After the Board of Directors determines that there is a conflict of interest, the Board of Directors shall comply with the following procedures.

(a) The Interested Person may make a presentation at the Board of Directors meeting regarding the conflict of interest, but after the presentation, the Interested Person shall leave the meeting. After the Interested Person leaves the meeting, the remaining members of the Board of Directors will discuss and vote on the transaction or arrangement involving the conflict of interest.

(b) The individual presiding at the Board of Directors meeting 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 of Directors shall determine whether the Corporation 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 that would not produce a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for the Corporation's benefit, and whether it is fair and reasonable. In conformity with the above determination the Board of Directors shall make its decision regarding the transaction or arrangement.

Section 3.4 Violations of the Conflicts of Interest Policy.

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

(b) If the Board of Directors determines the Interested Person has failed to disclose an actual or possible conflict of interest, after hearing the Interested Person's response and

performing a further investigation as warranted by the circumstances, it shall take appropriate disciplinary and corrective action.

ARTICLE IV RECORDS OF PROCEEDINGS

The minutes of the Board of Directors meeting 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 of Directors' 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 such transaction or arrangement, the content of the discussion, any proposed alternatives to the proposed transaction or arrangement and records of any votes taken in connection with the proceedings.

ARTICLE V STATEMENTS OF UNDERSTANDING

Each Director, officer and committee member shall sign a statement upon the adoption of this conflict of interest policy or, if later, his or her appointment to such position. The statement shall affirm that he or she:

- (a) Has received a copy of this conflicts of interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and
- (d) Understands the Corporation 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 VI PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with charitable purposes and' does not engage in activities that could jeopardize its tax exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include a review of whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or an excess benefit fransaction.

ARTICLE VII USE OF OUTSIDE EXPERTS

When conducting the periodic reviews, as provided for in Article VI, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

EXHIBIT B
BYLAWS
OF
CAREERWISE COLORADO

ARTICLE 1
OFFICES

Section Principal Office. The principal office and place of business of CareerWise Colorado (the "Corporation") in the State of Colorado shall be designated from time to time by the Corporation. The Corporation may have such other offices, either within or outside Colorado, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 1.2 Registered Office. The registered office of the Corporation in Colorado may be, but need not be, the same as the principal office. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2
BOARD OF DIRECTORS

Section 2.1 Qualifications. Directors shall be natural persons at least eighteen years of age or older. Directors need not be residents of the State of Colorado.

Section 2.2 Number. The size of the Board of Directors shall at all times be at least 3 but no more than 10 directors. Any action of the Board of Directors to increase or decrease the size of the Board of Directors to a number outside the range specified in the preceding sentence shall constitute an amendment to these Bylaws, provided such action otherwise satisfies the requirements for amending these Bylaws as set forth in the Colorado Revised Nonprofit Corporation Act (the "Act") and these Bylaws.

Section 2.3 Election of Directors; Staggered Terms.

(a) At the organizational meeting of the incorporator, or if not completed by the incorporator, at a meeting of the Board of Directors as soon as possible after incorporation, the directors shall be divided into three classes. The term of office of the directors of the first class shall expire at the end of the first annual meeting of the Board of Directors thereafter; the term of office of the directors of the second class shall expire at the end of the second annual meeting of the Board of Directors thereafter; and the term of office of the directors of the third class shall expire at the end of the third annual meeting of the Board of Directors thereafter.

(b) At each annual meeting of the Board of Directors following the division into classes, the Board of Directors may elect the same number of directors as the number of directors in the class whose term expires at the end of such annual meeting, unless the Board of Directors determines to elect a smaller or greater number of directors. Each successor director so elected shall serve until the end of the third annual meeting of the Board of Directors after such election and until such director's successor is duly elected and shall have qualified.

- (c) Directors may be elected for one or more successive terms.

Section 2.4 Vacancies. Any vacancy in the office of a director may be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of such person's predecessor in office and until such person's successor is duly elected and shall have qualified. If a vacancy occurs in the office of a director, including a vacancy resulting from an increase in the number of directors, the Board of Directors may fill the vacancy even though the

directors remaining in office constitute less than a quorum of the Board of Directors.

Section 2.5 Resignation. A director may resign at any time by giving written notice of resignation to the Corporation. The resignation is effective when the notice is received by the Board of Directors unless the notice specifies a later effective date. Notwithstanding the foregoing, a director shall be deemed to have resigned upon such director's death or incapacity.

Section 2.6 Removal. Any director may be removed, with or without cause, by the Board of Directors.

Section 2.7 Annual and Other Regular Meetings. An annual meeting of the Board of Directors shall be held each calendar year, on such date and at such time and place as the Board of Directors may determine. The annual meeting of the Board of Directors shall be for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. Failure to hold an annual meeting does not affect the validity of any corporate action. The Board of Directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings without other notice.

Section 2.8 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or by a petition signed by at least three directors then in office. Special meetings shall be held at such time and place, either within or outside Colorado, as may be designated by the individual or individuals calling such meeting; provided, however, that no meeting shall be called outside the State of Colorado unless a majority of the Board has so authorized.

Section 2.9 Quorum: Voting.

(a) Quorum and Action of the Board. A quorum at all meetings of the Board of Directors shall consist of a majority of the directors in office immediately before the meeting begins. Less than a quorum may adjourn from time to time without further notice until a quorum is secured. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

(b) Proxy. For purposes of determining a quorum and for purposes of casting a vote, a director may be deemed to be present and to vote if the director grants a signed, written proxy to another director who is present at the meeting. The proxy must direct a vote to be cast with

respect to a particular proposal that is described with reasonable specificity in the proxy. No other proxies are allowed.

Section 2.10 Deemed Assent. A director who is present at a meeting of the Board of Directors is deemed to have assented to all action taken unless: (i) the director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken; (ii) the director contemporaneously requests that the director's dissent or abstention as to any specific action taken be entered in the minutes; or (iii) the director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment, or by the Corporation promptly after adjournment. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 2.11 Committees.

(a) General. The Board of Directors may designate from among its members one or more committees, each of which shall have and may exercise such authority in the management of the Corporation as shall be provided in such resolution. At a minimum, the Board will constitute an Executive Committee, a Finance Committee and a Governance Committee. No committee constituted by the Board shall have the power or authority to authorize distributions; elect, appoint or remove any director; amend, restate, alter, or repeal the Articles of Incorporation; amend, alter, or repeal these or any other Bylaws of the Corporation; approve a plan of merger or conversion; approve a sale, lease, exchange, or other disposition of all or substantially all of the property of the Corporation, other than in the usual and regular course of business; or take any other action prohibited by law. Each committee, overseen by its chair, shall keep regular minutes. The Board shall select committee chairs.

(b) Other Committees. The Board of Directors may establish by resolution one or more additional committees, advisory boards, auxiliaries, or other bodies of any kind with such rules of procedure as the Board may provide. Such committees may provide such advice, service and assistance as requested, but may not exercise any power or authority reserved to the Board of Directors.

(c) Minutes of Committee Meetings: Report to Board. Each committee of the Board of Directors shall keep regular minutes of its actions and shall report its actions at the meeting of the Board next following such actions.

Section 2.12 Action Without a Meeting.

(a) Any action required or permitted to be taken at a meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if:

(i) Notice is given to each member of the Board or committee stating the action to be taken, the reasonable amount of time by which the director must respond, and that failure

to respond will have the same effect as abstaining in writing and failing to demand in writing that the action not be taken without a meeting; and

(ii) By the time stated in the notice, the following must take place for the Board to act Outside a meeting: (I) a requisite number of the members vote so as to constitute a quorum of the Board or committee; (II) no Board member or committee member demands in writing that such action not be taken outside a meeting; and (III) the Board members "or committee members vote unanimously for the action or actions that are to be taken.

A director may revoke any vote, abstention, or demand given under this Section 2.12 by delivering such revocation in writing to the Corporation prior to the end of the time stated in the notice.

(b) Action is taken under this Section 2.12 only if at the end of the time stated in the notice:

(i) The affirmative votes for such action equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted, and

(ii) The Corporation has not received an unrevoked demand from a director demanding that the proposed action not be taken without a meeting.

(c) Any communications transmitted pursuant to this Section 2.12 shall be filed with the minutes of the meetings of the Board and identify the director, the director's vote, abstention, demand, or revocation, and the proposed action to which the director's vote, abstention, demand, or revocation relates. Any such communication may be transmitted by electronically transmitted facsimile, e-mail, or other form of wire or wireless communication.

(d) Actions taken under this Section 2.12 shall be effective at the end of the time stated in the notice if the requirements set forth in (a), (b), and (c) above are satisfied.

(e) All actions taken under this Section 2.12 shall have the same effect as action taken at a meeting.

Section 2.13 Notice. Notice of the date, time, place and purpose of any special meeting or any other meeting for which notice is required shall be given to each director at least two days prior to the meeting. Notice may be given orally in person or by telephone or may be given in writing by U.S. Mail, electronic mail, electronically transmitted facsimile, or other form of wire or wireless communication. If mailed, such notice shall be deemed received and to be effective on the earlier of (a) five days after such notice is deposited in the United States mail, properly addressed, with first class postage prepaid; or (b) the date shown on the return receipt, if mailed by registered or certified mail return receipt requested, provided that the return receipt is signed by the director to whom the notice is addressed. If notice is given orally in person or by telephone, it is effective when communicated. If notice is given by electronic mail, electronically transmitted facsimile, or other similar form of wire or wireless communication, such notice shall be deemed to be given and to be effective as of the date and

time of machine confirmation of delivery. Notice may be mailed to the last address known to the Corporation.

Section 2.14 Waiver of Notice. A director may waive notice of a meeting before or after the time and date of the meeting by a writing signed by the director. Such waiver shall be delivered to the Secretary for filing with the corporate records, but such delivery and filing shall not be conditions to the effectiveness of the waiver. Further, a director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless at the beginning of the meeting, or promptly upon the director's later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.

Section 2.15 Telephonic Meetings. The Board of Directors may permit any director (or any member of any committee created by the Board) to participate in a meeting of the Board of Directors or a committee thereof through the use of any means of communication by which all directors participating in the meeting can hear each other during the meeting. A director participating in a meeting in this manner is deemed to be present in person at the meeting.

Section 2.16 Standard of Conduct for Directors. Each director shall perform his or her duties as a director, including without limitation his or her duties as a member of any committee of the Board, in good faith, in a manner the director reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of his or her duties, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A director shall not be liable to the Corporation or its members for any action the director takes or omits to take as a director if, in connection with such action or omission, the director performs such duties in compliance with this Section 2.16.

The designated persons on whom a director is entitled to rely are: (a) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, a public accountant, or other person as to matters which the director reasonably believes to be within such person's professional or expert competence; or (c) a committee of the Board of Directors on which the director does not serve if the director reasonably believes the committee merits confidence.

Section 2.17 Conflicts of Interest. The Conflict of Interest Policy attached as Appendix A to these Bylaws shall be the Conflict of Interest Policy of the Corporation.

Section 2.18 Compensation. Members of the Board of Directors may receive reasonable compensation for serving as directors. In addition, the Corporation may reimburse and/or provide a stipend to any

member of the Board of Directors for reasonable expenses incurred in connection with service on the Board.

ARTICLE 3 OFFICERS

Section 3.1 General. The officers of the Corporation shall be a Chair, a Secretary, and a Treasurer. The Board of Directors may appoint such other officers as it may deem advisable, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as set forth in these Bylaws or as from time to time may be determined by the Board of Directors. Except as expressly prescribed by these Bylaws, the Board of Directors, or the officer or officers authorized by the Board shall from time to time determine the procedure for the appointment of officers, their authority and duties, provided that the Board of Directors may change the authority and duties of any officer who is not appointed by the Board. Any individual may hold more than one office. All officers shall be natural persons who are eighteen years of age or older. An officer need not be a director of the Corporation.

Section 3.2 Powers and Duties. The officers of the Corporation shall exercise and perform the respective powers, duties, and functions as are stated below and as may be assigned to them by the Board of Directors.

(a) Chair. The Chair shall preside at all meetings of the Board. The Chair shall oversee the performance of Chief Executive Officer of the Corporation. The Chief Executive Officer shall, subject to the general direction and control of the Board of Directors, have the general supervision, direction, and control over the business and affairs of the Corporation and its officers, agents, and employees. The Chair shall also perform all duties incident to the office of Chair and such other duties as may be assigned by the Board of Directors from time to time.

(b) Secretary. The Secretary shall keep accurate minutes of the proceedings of the Board of Directors; shall ensure that all notices are duly given in accordance with the provisions of these Bylaws; shall be custodian of the records of the Corporation; and shall perform such additional duties as are incident to such office and as may be assigned to such person by the Board of Directors or the Chair. Assistant Secretaries, if any, shall have the same duties and powers subject to the supervision of the Secretary.

(c) Treasurer. The Treasurer shall be the chief financial officer of the Corporation; shall have the charge and custody of and be responsible for all funds and securities of the Corporation; shall deposit such funds in the name of the Corporation in such depositories as shall be designated by the Board of Directors; shall keep accurate books of account and records of financial transactions and the condition of the Corporation and shall submit such reports thereof as the Board of Directors may from time to time require; and in general, perform all duties incident to such office and such other duties as may from time to time be assigned to such person by the Chair or by the Board of Directors. The Treasurer shall make an annual financial report to the Corporation at the annual meeting of the Board of Directors.

With the approval of the Board of Directors, the Treasurer shall be authorized to engage any firm of certified public accountants' to assist in the performance of any of the duties incident to the Treasurer's office. Assistant Treasurers, if any, shall have the same duties and powers subject to the supervision of the Treasurer.

Section 3.3 Appointment and Term of Office. All officers of the Corporation shall be appointed by the Board of Directors and shall hold office until a successor to such office shall have been duly appointed and qualified or until such officer's earlier death, resignation, or removal.

Section 3.4 Resignation and Removal. An officer may resign at any time by giving written notice of resignation to the Corporation. The resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date. Any officer or agent may be

removed at any time with or without cause by the Board of Directors. Such removal does not affect the contract rights, if any, of the Corporation or of the person so removed. The appointment of an officer or agent shall not in itself create contract rights.

Section 3.5 Vacancies. A vacancy in any office, however occurring, may be filled by the Board of Directors, or by the officer or officers authorized by the Board. If an officer resigns and the resignation is made effective at a later date, the Board of Directors, or officer or officers authorized by the Board, may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date, provided, however, that the successor shall not take office until the effective date. In the alternative, the Board of Directors, or officer or officers authorized by the Board of Directors, may remove the resigning officer at any time before the effective date and fill the resulting vacancy.

Section 3.6 Compensation. Officers may receive reasonable compensation for acting as officers. In addition, the Corporation shall reimburse any officer for reasonable expenses incurred in connection with service as an officer.

Section 3.7 Standards of Conduct. Officers shall observe the standards of conduct that apply to the Board of Directors.

ARTICLE 4 INDEMNIFICATION

Section 4.1 Directors and Officers. Subject to the provisions of these Bylaws, the Corporation will indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she is or was a Director or officer of the Corporation, or as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust, association or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, including any action, suit or proceeding by or in the right of the Corporation (a "Proceeding"), if such person conducted himself or herself in good faith, such person reasonably believed that, in the case of conduct in an official capacity with the Corporation, that his or her conduct was in the best interests of the Corporation, and that in all other cases his or her conduct was at least not opposed to the best interests of the Corporation, and in the case of any criminal proceeding, the person had no reasonable cause to believe that his or her conduct was unlawful. the Corporation will advance all reasonable expenses incurred by or on behalf of any such person in connection with any Proceeding within ten days after the receipt by the Corporation of a statement or statements from such person requesting such advance or advances from time to time, whether prior to or after final disposition of such Proceeding. Such statement or statements will reasonably evidence the expenses incurred by such person and, if such person is an officer or Director of the Corporation, will include or be preceded or accompanied by an undertaking by or on behalf of such person to repay any expenses advanced if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Costs, charges or expenses of investigating or defending a Proceeding for which indemnity will be sought hereunder may be incurred without the Corporation's consent provided that no settlement of any such Proceeding may be made without the Corporation's consent, which consent will not be unreasonably withheld.

Section 4.2 Determination of Right to Indemnification

4.2. I Any indemnification requested by any person under Section 4. I will be provided no later than forty-five days after receipt of the written request of such person unless a determination is made within said forty-five day period: (i) by a majority vote of Directors who are not parties to such Proceeding, or (ii) in the event a quorum of non-involved Directors is not obtainable, by a majority vote of a committee of the Board designated by the Board, which committee shall consist of two or more Directors not parties to such Proceeding (except that Directors who are parties to such Proceeding may participate in the designation of Directors for the committee), or (iii) in the event a quorum of non-involved Directors is not obtainable or the committee of non-involved Directors cannot be established, or even if a quorum or committee is established, if such quorum or committee so directs: by independent legal counsel selected by a vote of the Board or the committee in the manner specified in subsections (i) and (ii) above, or if a quorum cannot be obtained or a committee established pursuant to such subsections, by independent counsel selected by a majority vote of the full Board, that such person is not entitled to indemnification hereunder.

4.2.2 Notwithstanding a determination under Section 4.3.1 above that any person is not entitled to indemnification with respect to a Proceeding, such person will have the right to apply to any court of competent jurisdiction for the purpose of enforcing such person's right to indemnification pursuant to these Bylaws. In any such action, the court shall make an independent determination about whether indemnification is warranted.

Section 4.3 Subrogation. In the event of payment under these Bylaws, the indemnifying party or parties will be subrogated to the extent of such payment to all of the rights of recovery of the indemnified person therefor and such indemnified person will execute all papers required and will do everything that may be necessary to secure such rights, including the execution of such documents necessary to enable the indemnifying party or parties to effectively bring suit to enforce such rights.

Section 4.4 Presumptions and Effect of Certain Proceedings. In making a determination with respect to entitlement to indemnification hereunder, the board (or the relevant decision maker) shall presume that such person is entitled to indemnification. The termination of any Proceeding or of any claim, issue or matter therein, by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, will not (except as otherwise expressly provided in these Bylaws) of itself adversely affect the right of any person to indemnification or create a presumption that such person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal Proceeding, that such person had reasonable cause to believe that his or her conduct was unlawful.

Section 4.5 Exception to Right of Indemnification or Advancement of Expenses. Notwithstanding any other provision of these Bylaws, no person will be entitled to indemnification or advancement of expenses under these Bylaws with respect to any Proceeding brought by such person, unless the bringing of such Proceeding or making of such claim will have been approved by the Board in advance of any such proceeding.

Section 4.6 Contract. The foregoing provisions of this Article IV will be deemed to be a contract between the Corporation and each Director and officer who serves in such capacity at any time while this Bylaw is in effect, and any repeal or modification thereof will not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any Proceeding theretofore or thereafter brought based in whole or in part upon any such state of facts. The foregoing rights of indemnification will not be deemed exclusive of any other rights to which any Director or officer may be entitled apart from the provisions of this Article IV.

Section 4.7 Inurement. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article IV will continue as to a person who has ceased to be a Director or officer and will inure to the benefit of the heirs, executors and administrators of such person.

Section 4.8 Employees and Agents. To the same extent as it may do for a Director or officer, the Corporation may indemnify and advance expenses to a person who is not and was not a Director or officer of the Corporation but who is or was an employee or agent of the Corporation.

ARTICLE 5 LIABILITY FOR BREACH OF FIDUCIARY DUTY

Section 5 Exoneration: No Director or officer of the Corporation shall have any personal liability for monetary damages to the Corporation, or to any holder of an insurance policy of the Corporation or to any claimant thereunder, for breach of his or her fiduciary duty as a Director or officer, except that this provision shall not eliminate or limit the personal liability of a Director or officer to the Corporation for monetary damages for: (i) any breach of the Director's duty of loyalty to the Corporation; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) any transaction from which the Director or officer directly or indirectly derives an improper personal benefit. Nothing contained herein will be construed to eliminate or diminish the defenses ordinarily available to a Director or to deprive any Director or officer of any right he or she may have for contribution from any other Director or officer or other person. Any repeal or modification of this Article V shall not adversely affect any right or protection of a Director or officer of the Corporation under this Article V, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article V, prior to such repeal or modification.

ARTICLE 6 CONTRACTS, LOAN, AND DEPOSITS

Section 6.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.2 Loans. No loans shall be contracted for or on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board of Directors. Such authority may be general if confined to a specific dollar limit determined from time to time by resolution of the Board of Directors and shall otherwise be confined to specific instances. No loan shall be made to any officer or director of the Corporation.

Section 6.3 Checks Drafts and Notes. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. No officer or agent may sign a check that is payable to such officer or agent or a member of his or her immediate family. Any checks written to family, business entities, or non-profit organizations with a direct connection to a Board member must be disclosed specifically and voted on by the Board without the Board member present.

Section 6.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, financial institutions, or other custodians as the Board of Directors may select.

Section 6.5 Investment Managers. The Board of Directors shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage the assets and investment of the assets of the Corporation.

Section 6.6 Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE 7 AMENDMENTS

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board of Directors.

ARTICLE 8 DISSOLUTION

The Corporation may be dissolved as set forth in the Act. Upon dissolution, the remaining directors shall adopt a plan of dissolution that is consistent with the Corporation's Articles of Incorporation and will take such other action as is necessary or helpful to wind up the Corporation's affairs.

ARTICLE 9 MISCELLANEOUS

Section 9.1 Corporate Documents. The Records Retention Policy attached as Appendix B to these Bylaws shall be the Records Retention Policy of the Corporation.

Section 9.2 Definitions. Except as otherwise specifically provided in these Bylaws, all terms used in these Bylaws shall have the same definition as in the Act.

APPENDIX A
CAREERWISE COLORADO
CONFLICT OF INTEREST POLICY

ARTICLE 1
PURPOSE

The Board of Directors acknowledges that conflicts of interest may occasionally arise and that neither the elimination from the Board of all persons who might potentially have any such conflict nor the avoidance of all transactions involving a conflict of interest would necessarily serve the best interests of the Corporation. Nonetheless, each member of the Board of Directors is encouraged to avoid undisclosed conflicts of interest and to refrain from influencing the Board's action on a matter in which such Director is financially interested. It is therefore the policy of the Corporation to avoid the participation of any Director in the Board of Directors' consideration of a matter which poses a conflict of interest for that Director.

The purpose of this conflict of interest policy is to protect the interests of CareerWise Colorado (the "Corporation") when the Board of Directors is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation 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 interest applicable to nonprofit and charitable organizations.

ARTICLE 11
DEFINITIONS

Section 2. I Interested Person. Interested Person means any director, principal officer, Trustee or member of a committee with powers delegated by the Board of Directors who has a direct or indirect Financial Interest.

Section 2.2 Financial Interest. Financial Interest means any of the following interests or arrangements, either direct or indirect (through business, investment, or family):

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

Exhibit A

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. A person who has a Financial Interest may have a conflict of interest only if the Board of Directors decides under Section 3.2 of this policy that a conflict of interest exists.

ARTICLE 111 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 regarding 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, the Interested Person shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Board of Directors shall decide if a conflict of interest exists.

Section 3.3 Procedures for Addressing the Conflict of Interest. After the Board of Directors determines that there is a conflict of interest, the Board of Directors shall comply with the following procedures.

(a) The Interested Person may make a presentation at the Board of Directors meeting regarding the conflict of interest, but after the presentation, the Interested Person shall leave the meeting. After the Interested Person leaves the meeting, the remaining members of the Board of Directors will discuss and vote on the transaction or arrangement involving the conflict of interest.

(b) The individual presiding at the Board of Directors meeting 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 of Directors shall determine whether the Corporation 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 that would not produce a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for the Corporation's benefit, and whether it is fair and reasonable. In conformity with the above determination the Board of Directors shall make its decision regarding the transaction or arrangement.

Section 3.4 Violations of the Conflicts of Interest Policy.

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

(b) If the Board of Directors determines the Interested Person has failed to disclose an actual or possible conflict of interest, after hearing the Interested Person's response and performing a further investigation as warranted by the circumstances, it shall take appropriate disciplinary and corrective action.

ARTICLE IV RECORDS OF PROCEEDINGS

The minutes of the Board of Directors meeting 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 of Directors' 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 such transaction or arrangement, the content of the discussion, any proposed alternatives to the proposed transaction or arrangement and records of any votes taken in connection with the proceedings.

ARTICLE V STATEMENTS OF UNDERSTANDING

Each Director, officer and committee member shall sign a statement upon the adoption of this conflict of interest policy or, if later, his or her appointment to such position. The statement shall affirm that he or she:

(a) Has received a copy of this conflicts of interest policy;

(b) Has read and understands the policy;

(c) Has agreed to comply with the policy; and

(d) Understands the Corporation 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 VI PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include a review of whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or an excess benefit transaction.

ARTICLE VII USE OF OUTSIDE EXPERTS

When conducting the periodic reviews, as provided for in Article VI, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

APPENDIX B

CAREERWISE COLORADO

RECORDS RETENTION POLICY

<u>Type of Record</u>	Retention Period (years)	<u>Type of Record</u>	Retention Period (years)
<u>ACCOUNTING</u>		<u>CORPORATE RECORDS (Continued)</u>	
Auditor's reports	Permanent	IRS 501 (c)(3) determination letter	Permanent
Bank deposit slips	7	Legal correspondence	Permanent
Bank statements & reconciliations	7	Minutes	Permanent
Budgets	7	Sales tax exemption (city and state)	Permanent
Campaign information	7	Personal property tax exemption	Permanent
(pledge cards, check copies, donor correspondence, etc.)			
Canceled checks		<u>INSURANCE</u>	
General/payroll	3	Group disability records	7
Taxes (payroll related)	7	Insurance policies	Permanent
Taxes (income)	Permanent	Safety records	7
Cash disbursements journal	Permanent	Settled insurance claims	7
Cash projections	7		
Cash receipts journal	Permanent	<u>PERSONNEL</u>	
Contracts - purchase & sales	7+	Employment applications	7
Depreciation schedules	Permanent	Personnel files (terminated)	7
Employee/director expense reports	7	Timecards and time reports	7
Employee payroll records	7		
Financial statements		<u>TAXES</u>	
Annual	Permanent	990 tax returns	Permanent
Interim	3	Payroll tax returns	Permanent
General journal	Permanent		
General ledger	Permanent	<u>OTHER</u>	
Invoices	7	Individual grant records	Permanent
Purchases			
Payroll journal	7		
Employee benefit plans and frustr agreements	Permanent		
Petty cash vouchers	7		
Subsidiary ledgers	7		
<u>CORPORATE RECORDS</u>			

Articles of Incorporation Permanent

Bylaws Permanent

Contracts & agreements Permanent
(government, construction,
partnership, employment etc)

Note: Unless otherwise noted, all retention periods begin with filing the tax return to which the document applies. if the statute of limitations concerning a tax year is extended, retention should be extended accordingly.
Retention periods begin after termination, expiration, disposal, etc.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CAREERWISE COLORADO
(A Colorado Nonprofit Corporation)**

These Amended and Restated Articles of Incorporation (the "Articles") constitute the Amended and Restated Articles of Incorporation of CareerWise Colorado (the "Corporation").

**ARTICLE I
CORPORATE NAME**

The name of the nonprofit corporation is CareerWise Colorado.

**ARTICLE II
PERIOD OF DURATION**

The Corporation shall exist in perpetuity from the date of filing of the articles of incorporation with the Secretary of State for the State of Colorado, unless dissolved according to law.

**ARTICLE III
PURPOSES AND POWERS OF CORPORATION**

3.1 Purposes. The Corporation is organized pursuant to the Colorado Revised Nonprofit Corporation Act (the "Act"). The Corporation is organized and shall at all times be operated exclusively for religious, charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Subject to the foregoing, the specific purposes of the Corporation include but are not limited to engaging in all lawful activities that further or are consistent with the preceding purposes of the Corporation.

In furtherance of such purposes, the Corporation may promote, establish, conduct, and maintain activities on its own behalf, or it may contribute to or otherwise assist other corporations, organizations, and institutions carrying on such activities.

3.2 Powers. In furtherance of the preceding purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado.

3.3 Restrictions on Powers. Notwithstanding any other provision of these Articles, the powers of the Corporation are restricted as follows:

(a) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from federal income taxation under Code Section 501(c)(3) or (ii) by an organization the contributions to which are deductible under Code Sections 170, 642, 2055, or 2522.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any other private shareholder or individual whatsoever (except that reasonable compensation may be paid for, and reimbursement may be made for reasonable expenses incurred in connection with, services rendered to or for the Corporation affecting one or more of its exempt purposes and except that payments may be made to a private individual other than a director or officer of the Corporation in furtherance of the purposes set forth in Section 3.1), and no director or officer of the Corporation or any other private shareholder or individual whatsoever shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.

(c) No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including by publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

(d) No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that in the opinion of the Corporation may cause the Corporation to lose its federal income tax exemption.

3.4 Prohibited Acts If the Corporation is Deemed a "Private Foundation." Notwithstanding any other provisions of these Articles, if at any time or times the Corporation is a "private foundation" within the meaning of Code Section 509, then during such time or times:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942;

(b) The Corporation shall not engage in any act of self-dealing, as defined in Code Section 4941;

(c) The Corporation shall not retain any excess business holdings, as defined in Code Section 4943(c);

(d) The Corporation shall not make any investments in such manner as to subject the Corporation to the tax imposed under Code Section 4944; and

(e) The Corporation shall not make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE IV MEMBERSHIP

The Corporation shall not have voting members.

ARTICLE V DIRECTORS

The affairs of the Corporation shall be managed by or under the authority of the Board of Directors in accordance with the Bylaws of the Corporation. The number of directors and their terms of office shall be established by the Bylaws.

ARTICLE VI LIABILITY AND INDEMNIFICATION

6.1 Limitation of Personal Liability. The personal liability of each director of the Corporation for breach of fiduciary duty as a director is eliminated to the fullest extent permissible under the Act, including, without limitation, Section 7-128-402 of the Colorado Revised Statutes.

6.2 Scope of Indemnification. The Corporation is authorized to provide indemnification of, and advance expenses to, directors, officers, employees, fiduciaries, and other agents to the fullest extent permissible under the Act, provided such indemnification or advance of expenses is also permitted to be made by an organization exempt from federal income taxation under Code Section 501(c)(3), contributions to which are deductible under Code Sections 170, 642, 2055, and 2522.

6.3 Amendment, Modification, or Repeal. Any amendment, modification, or repeal of all or part of this Article VI shall not adversely affect any right or protection of a director, officer, employee, fiduciary, or other agent under this Article VI in respect of any action or omission occurring prior to the time of such amendment, modification, or repeal.

ARTICLE VII BYLAWS

The Board of Directors shall have the power to make such Bylaws as it may deem proper for the management of the affairs of the Corporation. Such Bylaws may prescribe the authority under which conveyance or encumbrance of all or any part of the Corporation's property may be made, and the persons who shall be authorized to execute the instruments of conveyance or encumbrance.

ARTICLE VIII AMENDMENTS

The Board of Directors shall have the power to amend, alter or repeal these Articles, and new Articles may be adopted, by the affirmative vote of a majority of the directors then in office.

ARTICLE IX DISSOLUTION

Upon any dissolution or winding up of the Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to or for the benefit of such organization or organizations as shall at that time qualify under Code Section 501(c)(3), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court for Denver County, Colorado, exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such Court shall determine.

ARTICLE X FILING OF DOCUMENT

The name and mailing address of the individual who caused this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, is: John R. Valentine, Davis Graham & Stubbs LLP, 1550 17th Street, Suite 500, Denver, Colorado 80202.