

AMENDED BYLAWS OF COZY COATS FOR KIDS, INC.

ARTICLE I - NAME, OFFICES, AND PURPOSE

Section 1. Name. The name of the Corporation shall be Cozy Coats for Kids, Inc.

Section 2. Principal Office. The initial principal office of the Corporation shall be as stated in the Articles of Incorporation. The Corporation may at any time and from time to time change the location of its principal office. The Corporation may have such other offices, either within or outside Colorado, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

Section 3. Registered Office. The registered office required by the Colorado Revised Nonprofit Corporation Act (the "Act") to be maintained in Colorado may be changed from time to time by the Board of Directors or by the officers of the Corporation, provided that the street addresses of the registered office and of the business office or home of the registered agent of the Corporation are identical.

Section 4. Purposes. The purposes for which the Corporation is organized are exclusively for charitable, scientific, and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. These activities shall include but not be limited to acquiring by gifts and donations funds to be donated to other charitable entities as defined in Section 501(c)(3).

No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services tendered to or for the Corporation affecting one of more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

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

The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.

Upon dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or

corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Further, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II - BOARD OF DIRECTORS

Section 1. General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by, its Board of Directors, except as otherwise provided in the Act, the Articles of Incorporation or these Bylaws.

Section 2. Qualifications. Members of the Board of Directors of the Corporation shall be natural persons at least eighteen years of age or older. The directors, who need not be residents of the State of Colorado, shall manage the affairs of the Corporation. The minimum number of directors shall be one (1) and the maximum number shall be twenty five (25).

Section 3. Election; Tenure. The existing Board of Directors shall elect its successors. Directors shall be elected for a one year term and shall hold office until the next meeting of the Board of Directors occurring at the expiration of their terms and until their successors have been elected and qualified. Directors may be elected for successive terms. A director continues to serve until the director's successor is elected, appointed or designated and qualifies. A decrease in the number of directors or in the term of office does not shorten an incumbent director's term. The term of a director filling a vacancy expires at the end of the unexpired term that such director is filling.

Section 4. Annual Meeting. Annual meetings are not required but may be held at the discretion of the Board of Directors.

Section 5. Regular Meetings. Regular meetings of the Board of Directors shall be held from time to time. The Board of Directors may provide by resolution the time and place, either within or outside Colorado, for the holding of regular or annual meetings. Unless otherwise required by the Act, regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or by a number of directors constituting at least twenty percent (20%) of the total number of directors. Special meetings shall be held at such time and place, either within or outside Colorado, as may be designated by the authority calling such meeting; provided that no meeting shall be called outside the State of Colorado unless a majority of the Board of Directors has so authorized.

Section 7. Notice of Special Meeting. Notice of the date, time and place of any special meeting shall be given to each director at least two days prior to the meeting by written notice either personally delivered or mailed to each director at the director's business address, or by notice transmitted by private courier, telegraph, telex, electronically transmitted facsimile or other form of wire or wireless communication. Unless required by the Act, the notice of such special meeting need not specify the purpose of the meeting. If mailed, such notice shall be deemed to be given and to be effective on the earlier of: (i) five days after such notice is deposited in the United States mail properly addressed with first class postage prepaid or (ii) 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 by telex, electronically transmitted facsimile or other similar form of wire or wireless communication, such notice shall be deemed to be given and to be effective when sent, and with respect to a telegram, such notice shall be deemed to be given and effective when the telegram is delivered to the telegraph company. If a director has designated in writing one or more reasonable addresses or facsimile numbers for delivery of notice, notice sent by mail, telegraph, telex or electronically transmitted facsimile or other form of wire or wireless communication shall not be deemed to have been given or to be effective unless sent to such addresses or facsimile numbers as the case may be. A director may waive notice of a special 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 Corporation's Secretary for filing with the Corporation's records, but such delivery and filing shall not be conditions to the effectiveness of the waiver.

Section 8. Quorum; Voting. A quorum at all meetings of the Board of Directors shall consist of no fewer than one-third of the number of directors in office immediately before the meeting begins. Less than a quorum may adjourn a meeting from time to time without further notice until a quorum is secured. Except as provided otherwise by the Bylaws, 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. 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 9. Proxies. 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. 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 10. Vacancies. Any vacancy in the Board of Directors shall be filled by the board. 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 the directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill a vacancy by an affirmative vote of a majority of the directors remaining in office. Any position on the Board of Directors to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors as soon as practicable after the time such increase is authorized.

Section 11. Committees. The Board of Directors of the Corporation may designate from among its members, by a resolution adopted by a majority of the entire Board of Directors, an executive committee and one or more other committees, each of which shall have and may exercise such authority in the management of the Corporation as shall be provided in such resolution or in these Bylaws. No such committee 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; approve a sale, lease, exchange, or other disposition of all or substantially all of the property of the Corporation; or to take any other action prohibited by law.

Section 12. Advisory or National Boards. The Board of Directors may from time to time form one or more advisory or national boards composed of such members, having such rules of procedure, and having such Chair, as the Board of Directors shall designate. The name, objectives and responsibilities of each such advisory or national board, and the rules and procedures for the conduct of its activities, shall be determined by the Board of Directors. An advisory or national board may provide such advice, service, and assistance to the Corporation, and carry out such duties and responsibilities for the Corporation as may be specified by the Board of Directors; except that such advisory or national board may not exercise any power or authority reserved to the Board of Directors by the Act, the Articles of Incorporation or these Bylaws. Further, no advisory or national board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the Corporation without the express approval of the Board of Directors or the President of the Corporation.

Section 13. 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 Corporation unless the notice specifies a later effective date. A director who resigns may deliver a statement to that effect to the Colorado Secretary of State.

Section 14. Removal. Any member of the Board of Directors may be removed with or without cause by a majority of the directors of the Corporation present at a meeting at which a quorum is present.

Section 15. Action Without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors, or any committee thereof, or any other action which may be taken at a meeting of directors, or any committee thereof, may be taken without a meeting if a every member of the Board in writing either: (i) votes for such action or (ii) votes against such action or abstains

from voting and waives the right to demand that a meeting be held. Action is taken only if the affirmative votes for such action equals or exceeds 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. The action shall only be effective if there are writings which describe the action, signed by all directors, received by the Corporation and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the Corporation with a complete copy of the document including a copy of the signature. Actions taken shall be effective when the last writing necessary to effect the action is received by the Corporation unless the writings set forth a different date. Any director who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the Corporation before the last writing necessary to effect the action is received. All such actions shall have the same effect as action taken at a meeting.

Section 16. Compensation. No member of the Board of Directors shall receive any compensation for serving in such office, provided that the Corporation may reimburse any member of the Board of Directors for reasonable expenses incurred in connection with service on the Board.

Section 17. Telephonic Meetings. The Board of Directors may permit any director (or any member of any committee designated by the Board) to participate in a regular or special 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 18. General Standards for Conduct for Directors and Officers.

(a) Discharge of Duties. Each director and officer shall perform his or her duties as a director or officer, including without limitation his or her duties as a member of any committee of the Board, in good faith, in a manner the director or officer 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.

(b) Reliance on Information, Reports, etc. In the performance of his or her duties, a director or officer 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 or officer shall not be considered to be acting in good faith if the director or officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. The designated persons on whom a director or officer are entitled to rely are: (i) one or more officers or employees of the Corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the director or officer reasonably believes to be within such person's professional or expert competence; (iii) religious authorities or ministers, priests, rabbis or other persons whose position or duties in the Corporation or in a religious organization with which the Corporation is affiliated, the director or officer believes justify reliance and confidence and who the director or officer believes to be reliable and competent in the matters presented, or (iv) a committee of the Board of Directors on which the director or officer does not serve if the director reasonably believes the committee merits

confidence.

(c) Liability to Corporation. A director or officer shall not be liable to the Corporation for any action the director or officer takes or omits to take as a director or officer if, in connection with such action or omission; the director or officer performs his or her duties in compliance with this section 18.

(d) Director Not Deemed to be a Trustee. A director or officer, regardless of title, shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

ARTICLE III - OFFICERS

Section 1. General. The Corporation may, but shall not be, required to have any one or more of the following officers: Chair of the Board, Vice-Chairs, President, Executive Director, one or more Directors, Secretary and/or Treasurer. Any individual may hold more than one office. 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 from time to time may be determined by the Board of Directors. All officers shall be natural persons who are eighteen years or older. An officer need not be a director of the Corporation.

Section 2. Authority and Duties of Officers. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the President, the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) Chair of the Board. The Chair of the Board shall (i) preside at all meetings of the Board of Directors; (ii) see that all orders and resolutions of the Board of Directors are carried into effect; and (iii) perform all other duties incident to the office of Chair of the Board and as from time to time may be assigned to the Chair by the Board of Directors.

(b) Vice-Chairs. The Vice-Chair or Vice-Chairs shall assist the Chair of the Board and shall perform such duties as may be assigned to them by the Chair or by the Board of Directors. The Vice-Chair (or if there is more than one, then the Vice-Chair designated by the Board of Directors, or if there be no such designation, then the Vice-Chairs in order of their election) shall, at the request of the Chair, or in the Chair's absence or inability or refusal to act, perform the duties of the Chair and when so acting shall have all the powers of and be subject to all the restrictions on the Chair.

(c) President. The President shall, subject to the direction and supervision of the Chair of the Board and the Board of Directors: (i) be the chief executive officer of the Corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) in the absence of the Chair of the Board, preside at all meetings of Board of Directors; (iii) see that all orders and resolutions of the Board of Directors are carried into effect; and (iv) perform all other duties incident to the office of

President and as from time to time may be assigned to such office by the Chair of the Board or by the Board of Directors.

(d) Executive Director. The Executive Director, if any, shall, subject to the direction and supervision of the Chair of the Board, the President and the Board of Directors, (i) be the chief operating officer of the Corporation with general responsibility for all day-to-day operations of the Corporation; (ii) propose, prepare and present to the President and the Board of Directors specific programs and activities that will further the Corporation's purposes; (iii) direct and supervise the implementation of the programs and activities approved by the President or the Board of Directors; and (iv) perform all other duties and responsibilities as from time to time may be assigned to the Executive Director by the President or the Board of Directors.

(e) Secretary. The Secretary shall keep, as permanent records, minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, a record of all actions taken by a committee of the Board of Directors in place of the board, a record of all waivers of notices of meetings of the Board of Directors or any committee of the Board of Directors and all other records required to be kept by the Act. In addition, the Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such office by the President or by the Board of Directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.

(f) Treasurer. The Treasurer shall (i) be the chief financial officer of the Corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the board of directors; (ii) receive and give receipts for moneys paid in on account of the Corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the Corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the Corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the Corporation and the results of its operations; (iv) upon request of the Board of Directors, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to such office by the President or the Board of Directors. Assistant Treasurers, if any, shall have the same powers and duties, subject to the supervision by Treasurer.

Section 3. Selection and Terms of Officers. All officers of the Corporation shall be elected by the Board of Directors and shall hold office until their successors shall have been elected and shall have qualified.

Section 4. Compensation. The compensation, if any, of each officer shall be as determined from time to time by the Board of Directors, or by an officer or a committee to which such authority has been delegated by the Board of Directors. To the extent reasonably feasible, the person or

persons determining compensation shall obtain data on the compensation of officers holding similar positions of authority within comparable organizations, shall set the compensation based on such data and an evaluation of the officer's performance and experience as related to the requirements of the position, and shall document the basis for the determination, including the comparison data used, the requirements of the position, and the evaluation of the officer's performance and experience. No officer shall be prevented from receiving a salary by reason of the fact that the officer is also a director of the Corporation.

Section 5. Surety Bonds. The Board of Directors may require any officer or agent of the Corporation to execute to the Corporation a bond in such sums and with such sureties as shall be satisfactory to the Board of Directors, conditioned upon the faithful performance of such person's duties and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Corporation.

Section 6. 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 or by an officer or officers authorized by the Board to do so. An officer who resigns or is removed or whose appointment has expired may deliver a statement to that effect to the Colorado Secretary of State. 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 7. 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 of Directors for the unexpired portion of the officer's term. 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 of Directors, may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date if the Board of Directors, or officer or officers authorized by the Board of Directors provide 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 officer at any time before the effective date and fill the resulting vacancy.

ARTICLE IV - RECORDS OF THE CORPORATION

Section 1. Minutes, Etc. The Corporation shall keep as permanent records minutes of all meetings of the Board of Directors, a record of all actions taken by the board of directors without a meeting, a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the Corporation, and a record of all waivers of notices of meetings of the board of directors or any committee of the board of directors.

Section 2. Accounting Records. The Corporation shall maintain appropriate accounting records.

Section 3. Records In Written Form. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 4. Records Maintained at Principal Office. The Corporation shall keep a copy of each of the following records at its principal office:

- (a) The Articles of Incorporation;
- (b) These Bylaws;
- (c) A list of the names and business or home addresses of the current directors and officers;
- (d) A copy of the most recent corporate report delivered to the Colorado Secretary of State;
- (e) All financial statements prepared for periods ending during the last three years;
- (f) The Corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- (g) All other documents or records required to be maintained by the Corporation at its principal office under applicable law or regulation.

ARTICLE V- CONTRACTS, LOANS, AND DEPOSITS

Section 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 2. Loans. No loans shall be contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by resolution of the Board of Directors. Such authority may be general if confined to a specific dollar limit and shall otherwise be confined to specific instances.

Section 3. Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

Section 4. Checks. All checks shall be signed by either the CEO or CFO or such other officer as the Board of Directors shall designate.

Section 5. 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. 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 7. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE VI - INDEMNIFICATION

Section I. Definitions. For purposes of this Article:

[a] The terms "director or officer" shall include a person who, "while serving as a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, member, manager, trustee, employee, fiduciary or agent of another foreign or domestic corporation, nonprofit corporation or other person or employee benefit plan. A director or officer shall be considered to be serving an employee benefit plan at the request of the Corporation if the director's or officer's duties to the Corporation also impose duties on or otherwise involve services to the plan or to participants in or beneficiaries of the plan. The term "director or officer" shall also include the estate or personal representative of a director or officer, unless the context otherwise requires.

[b] The term "proceeding" shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

[c] The term "party" includes an individual who is, was, or is threatened to be made a named defendant or respondent in a proceeding.

[d] The term "liability" shall mean any obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense incurred with respect to a proceeding.

[e] When used with respect to a director, the phrase "official capacity" shall mean the office of director in the Corporation, and, when used with respect to a person other than a director, shall mean the office in the Corporation held by the officer or the employment, fiduciary or agency relationship undertaken by the employee or agent on behalf of the Corporation, but in neither case shall include service for any foreign or domestic corporation or for any other person, employee benefit plan, or other enterprise.

Section 2. General Provisions. The Corporation shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation, against expenses (including attorneys' fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person: (i) acted in good faith, (ii) reasonably believed, in the case of conduct in an official capacity with the Corporation, that the conduct was in the best interests of the Corporation, and, in all other cases, that the conduct was at least not opposed to the best interests of the Corporation, and (iii) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful. However, no person shall be entitled to indemnification under this Section 2 either: (i) in connection with a proceeding brought by or in the right of the Corporation in which the director or officer was adjudged liable to the Corporation; or (ii) in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in that person's official capacity, in which the officer or director is ultimately adjudged liable on the basis that the director or officer improperly received personal benefit. Indemnification under this Section 2 in connection with a proceeding brought by or

in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of solo contender or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in this Section 2.

Section 3. Successful Defense on the Merits: Expenses. To the extent that a director or officer of the Corporation has been wholly successful on the merits in defense of any proceeding to which he was a party, such person shall be indemnified against reasonable expenses (including attorneys' fees) actually and reasonably incurred in connection with such proceeding.

Section 4. Determination of Right to Indemnification. Any indemnification under Section 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in each specific case upon a determination that indemnification of the director or officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in Section 2. Such determination shall be made: (i) by the Board of Directors by a majority vote of a quorum of disinterested directors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding; or (ii) if such a quorum cannot be obtained, by the vote of a majority of the members of a committee of the Board of Directors designated the Board of Directors, which committee shall consist of two or more directors who are not parties to the proceeding (directors who are parties to the proceeding may participate in the designation of directors to serve on such committee); or (iii) if such a quorum of the Board of Directors cannot be obtained or such a committee cannot be established, or even if such a quorum is obtained or such a committee is so designated but such quorum or committee so directs, then by independent legal counsel selected by the Board of Directors in accordance with the preceding procedures. Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

Section 5. Advance Payment of Expenses: Undertaking to Repay. The Corporation shall pay for or reimburse the reasonable expenses (including attorneys' fees) incurred by a director or officer who is a party to proceeding in advance of the final disposition of the proceeding if: (i) the director or officer furnishes the Corporation a written affirmation of the director's or officer's good faith belief that the person has met the standard of conduct set forth in Section 2; (ii) the director, or officer furnishes the Corporation with a written undertaking; executed personally or on the director's or officer's behalf, to repay the advance if it is determined that the person did not meet the standard of conduct set forth in Section 2, which undertaking shall be an unlimited general obligation of the director or officer but which need not be secured and which may be accepted without reference to financial ability to make repayment; and (iii) a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.

Section 6. Other Employees and Agents. The Corporation shall indemnify such other employees and agents of the Corporation to the same extent and in the same manner as is provided above in Section 2 with respect to directors and officers, by adopting a resolution by a majority of the members of the Board of Directors specifically identifying by name or by position the employees or agents entitled to indemnification.

Section 7. Insurance. The Board of Directors may exercise the Corporation's power to purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the Corporation.

Section 8. Nonexclusivity of Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Articles of Incorporation, any bylaw, agreement, resolution of disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of such person's heirs, executors, and administrators.

ARTICLE VII - AMENDMENTS

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board of Directors of the Corporation by a vote of a majority of the directors present at any meeting of the Board of Directors at which a quorum is present.

ARTICLE VIII - CONFLICTING INTEREST TRANSACTIONS

Section 1. Definition. A conflict of interest arises when any "responsible person" or any "party related to a responsible person" has an "interest adverse to the Corporation." A "responsible person" is any individual in a position to exercise substantial influence over the affairs of the Corporation, and specifically includes, without limitation, directors and officers of the Corporation. A "party related to a responsible person" includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director or officer or has a financial interest. "An interest adverse to the Corporation" includes any interest in any contract, transaction or other financial relationship with the Corporation, and any interest in an entity whose best interests may be impaired by the best interests of the Corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services from the Corporation, an entity in which the Corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the Corporation.

Section 2. Disclosure. If a responsible person is aware that the Corporation is about to enter into any transaction or make any decision involving a conflict of interest, (a "conflicting interest transaction"), such person shall: (i) immediately inform those charged with approving the conflicting interest transaction on behalf of the Corporation of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person's knowledge that bear on the advisability of the Corporation entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

Section 3. Approval of Conflicting Interest Transactions. The Corporation may enter into a conflicting interest transaction provided either:

(a) The material facts as to the responsible person's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or to a committee of the Board of Directors that authorizes, approves or ratifies the conflicting interest transaction, and the Board of Directors or committee of the Board of Directors in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors on the Board of Directors or committee of the Board of Directors, even though the disinterested directors are less than a quorum; or

- (b) The conflicting interest transaction is fair as to the Corporation.

ARTICLE IX - DISTRIBUTIONS

Section 1. Liability to Corporation. A director who votes for or assents to a distribution made in violation of the Act or the Articles of Incorporation of the Corporation shall be personally liable to the Corporation for the amount of the distribution that exceeds what could have been distributed without violating the Act or the Articles of Incorporation if it is established that the director did not perform the director's duties in compliance with the general standards of conduct for directors set forth in Article II, Section 19.

Section 2. Contribution. A director who is liable under Article IX, Section 1 for an unlawful distribution is entitled to contribution: (i) from every other director who could be liable under Article IX, Section 1 for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of the Act or the Articles of Incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the Articles of Incorporation.

ARTICLE X MISCELLANEOUS

Section 1. Seal. The Board of Directors may adopt a corporate seal, which may be circular in form and shall contain the name of the Corporation and the words, "Seal, Colorado".

Section 2. Gender. Any use of the masculine gender in these Bylaws is done as a matter of convenience only and shall be interpreted to include the feminine and neuter genders as the circumstances indicate.

Section 3. Conflicts. In the event of any irreconcilable conflict between these Bylaws and either the Corporation's Articles of Incorporation or applicable law, the latter shall control.

Section 4. Definitions. Except as otherwise specifically provided in these Bylaws, all Terms used in these Bylaws shall have the same definition as in the Act.

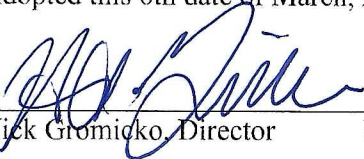
Section 5. Receipt of Notices by the Corporation. Notices and other documents or writings shall be deemed to have been received by the Corporation when they are actually received: (i) at the registered office of the Corporation in Colorado; (ii) at the principal office of the Corporation (as that office is designated in the most recent document filed by the Corporation with the Secretary of State for Colorado designating a principal office) addressed to the attention of the Secretary of the Corporation; (iii) by the Secretary of the Corporation wherever the Secretary may be found; or (iv) by any other person authorized from time to time by the Board of Directors or the President to receive such writings wherever such person is found.

Section 6. Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed or encumbered by such officers of the Corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.

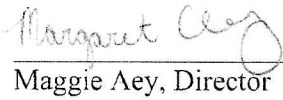
Section 7. Designated Contributions. The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the Corporation's tax-exempt purposes.

Section 8. Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Adopted this 6th date of March, 2024



Nick Gromicko, Director DATE



Maggie Aey, Director 03/06/2024
DATE



Mark Cohen, Director 3/6/24
DATE