

**AMENDED AND RESTATED BYLAWS
OF
JEFFERSON ACADEMY**

These are the Bylaws of Jefferson Academy, a Colorado nonprofit corporation (the “corporation”) which shall operate under the Colorado Nonprofit Corporation Act, as amended from time to time (“Act”).

**ARTICLE I.
Offices**

Section 1.1. Principal office. The principal office of the corporation shall be located at 9955 Yarrow Street, Broomfield, Colorado 80021. The corporation may have such other offices within 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 required by the laws of the State of Colorado to be maintained in Colorado may be, but need not be, identical with the principal office and the address of the registered office may be changed from time to time by the board of directors.

**ARTICLE II.
Members**

Section 2.1. Members. Each parent or legal guardian of a child enrolled at Jefferson Academy shall be a member of the corporation. Such membership shall terminate when the child ceases to be enrolled at the school.

Section 2.2. Annual Meeting. There shall be regular membership meetings at least annually for the purpose of electing directors and transaction of other business as may properly come before the meeting. The annual meeting shall be held in May of each year, at the principal office of the corporation or at any other place within or without the State of Colorado, and at a time and date, as the board of directors, may direct by resolution.

Section 2.3 Special Meetings. Unless otherwise prescribed by statute, special meetings of the members may be called by (a) the president, (b) resolution of the board of directors, or (c) the holders of not less than twenty-five percent of all the votes entitled to be cast on any issue proposed to be considered at the meeting. Special meetings may be held at any place within or without the State of Colorado as is stated in the notice thereof.

Section 2.4. Notice. Written notice of every meeting of members stating the date, time, and place thereof shall be given, no less than 10 nor more than 60 days prior thereto to each member of record at his or her last-known post office address as the same appears on the books of the corporation. The notice shall be given personally, by mail, private carrier, telegraph, teletype, facsimile, electronic communication, email, or other form of wire or wireless communication to the members by the president, the secretary, or persons calling the meeting. All notices of such meetings shall additionally be posted at the location at the principal office specified by the directors from time to time. Members hereby agree that delivery to the child or children attending the school operated by the corporation shall be deemed personal delivery, without further evidence required as to actual receipt by the

member. In addition, all notices of meetings shall comply with the Colorado Open Meetings Law and any other laws applicable to the corporation.

Section 2.5. Voting. Voting at a members' meeting may be voice or by written ballot; provided, however, that all elections for directors shall be by written ballot. Every member entitled to vote at any election shall have one vote. Cumulative voting shall not be permitted in the election of directors or for any other purpose. Voting by proxy is prohibited.

Section 2.6. Members Entitled to Vote. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, those persons that are members on the records of the corporation on the earlier of the date on which the notice or particular action requiring such determination of members is to be taken shall be entitled to vote on such matter.

Section 2.7. Quorum and Manner of Acting. Five percent of the members shall constitute a quorum at any meeting of the members. At any meeting at which a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the affirmative act of the members, unless the vote of the greater proportion or number is required by these bylaws or the Act. If a quorum is not present at a meeting of the members, a majority vote of the members present may adjourn the meeting from time to time without further notice, for a period not to exceed 120 days for any one adjournment.

ARTICLE III. Board of Directors

Section 3.1. General Powers. 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 3.2. Number, Tenure and Qualifications.

(a) Voting Directors. The number of directors of the corporation shall be not less than one (1). The exact numbers of directors shall be determined from time to time by resolution adopted by a majority of all directors then in office, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Directors shall be elected at the annual meeting of the members by a majority of the expressed votes. Each director shall hold office for a term as designated by the board of directors from time to time in its policies or by resolution, and until his or her successor is duly elected and qualified. A director having three (3) or more un-approved absences from the meetings of the board of directors shall be deemed to have resigned as a director. Only one member of a family may serve as a Director at any given time. Only a member of the corporation may be nominated for election or hold the office of director. A Director who ceases to be a member of the corporation for any reason (e.g. his child graduates or transfers to another school) may continue in office for the remainder of his term of office but may not run for re-election. No person who is an employee of the school (or the spouse of such person) shall be eligible to serve as a parent-elected member of the board of directors.

(b) Non-Voting Directors. A member of administration, as determined from time to time in policy or by resolution of the board, shall serve as an ex officio, non-voting member of the board.

Section 3.3. Chairperson and Vice Chairperson. The board of directors shall elect a chairperson and vice chairperson of the board of directors from among the directors. The term of such chairperson and vice chairperson shall be for a period of one (1) year or until such time as their respective successors are duly elected and qualified. The chairperson of the board of directors shall preside over all meetings of the board of directors, and, in the absence of the chairperson of the board of directors, the vice chairperson of the board of directors shall preside over the meeting.

Section 3.4. Vacancies. Any director may resign at any time by giving written notice to the president or to the secretary of the corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the board of directors shall be filled by the affirmative vote of the majority of directors then in office, even if less than a quorum. Such appointment shall occur at the next regularly scheduled board meeting or at a special meeting called for such purpose, following a candidacy period designated by the board of directors from time to time by established policies or resolutions. A director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office. If there is less than a year remaining of the unexpired term of a vacant director position, the board for any reason, by a majority vote, may leave the position open until the next annual election of directors. Additionally, if no applications are received, or no nominations are made from the received applications to fill a vacancy, the board may re-open the process to fill such vacancy in accordance with the procedures and time frames set forth in policy, from time to time.

Section 3.5. Regular Meetings. A regular meeting of the board of directors shall be held without other notice than this bylaw provision, once a year immediately following the annual members meeting, and shall constitute its annual meeting. The board of directors may provide by resolution or policies established from time to time, the time and place, either within or outside Colorado, for the holding of additional regular meetings without other notice than such resolution. Such additional regular meetings shall be held at least monthly.

Section 3.6. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board of directors may fix any time and place, either within or outside Colorado, as the place for holding any special meeting of the board of directors called by them.

Section 3.7. Executive Session. All regular and special meetings of the board of directors shall be open to the public in accordance with the Colorado Open Meetings Law. However, upon a vote of a majority of the members of the board present at a meeting, an executive session may be called to discuss one or more of the following: (a) legal matters; (b) acquisitions or sales of property; (c) contract proposals or negotiations; (d) personnel matters; (e) student disciplinary matters; or (f) any other matters permitted by law. The motion requesting the executive session shall state the nature of the matter to be discussed. Only persons invited by the board may be present during the executive session. The board shall not make any final policy decisions, nor shall any resolution, rule, regulation or formal action or any action approving a contract requiring the payment of money be adopted at any session that is closed to the public; provided, however, the board may approve minutes from a prior

executive session. Matters discussed during an executive session shall remain confidential among those attending. The secretary of the board shall maintain topical minutes of all executive sessions in accordance with law

Section 3.8. Notice. Notice of any special meeting shall be given at least two (2) days prior to the meeting by written notice delivered to each director at his designated address. Notices shall be given personally, by mail, private carrier, telegraph, teletype, facsimile, electronic communication, email, or other form of wire or wireless communication. A director waives notice of a regular or special meeting by attending or participating in the meeting unless, at the beginning of the meeting, he objects to the holding of the meeting or the transaction of business at the meeting. To the extent possible, the business to be transacted at and the purpose of, any regular or special meeting of the board of directors shall be specified in the notice or waiver of notice of such meeting.

Section 3.9. Quorum. A majority of the number of directors fixed by Section 3.2 of these bylaws shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice, for a period not to exceed sixty (60) days at any one adjournment, but in the absence of a quorum no other business may be conducted.

Section 3.10. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless otherwise provided in these bylaws or applicable law.

Section 3.11. Compensation. Board members shall serve without compensation. However, a director may be: reimbursed his expenses, if any, of attendance at meetings and performance of his or her duties as a member of the board

Section 3.12. Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors or committee of the board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (i) he objects at the beginning of the meeting to the holding of the meeting or the transaction of business at the meeting; (ii) he contemporaneously requests that his dissent be entered in the minutes of the meeting; or (iii) he gives written notice of his dissent to the presiding officer of the meeting before its adjournment or delivers such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. , Such right to dissent as to a specific action taken at a meeting of the board of directors or a committee of the board shall not be available to a director who voted in favor of such action.

Section 3.13. Committees. The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among the board members an executive committee and one or more other committees, each of which, to the extent provided in the resolution, shall have the authority of the board of directors; except that no such committee shall have the authority to: (i) fill vacancies on the board of directors or any committee thereof; (ii) amend the bylaws; (iii) approve a plan of merger; or (iv) any other matter prohibited by the Act or applicable law.

Section 3.14. Advisory Committees. The board of directors, by resolution adopted by a majority of the full board of directors, may appoint advisory committees to the board of directors who, by such appointment, shall not be deemed to be directors, officers or employees of the corporation and whose functions shall not include participation in the

operating management of the corporation. Members of the board of directors shall be entitled to serve on advisory committees. The advisory committees shall meet at such times as the board of directors or such committee shall determine. The advisory committee shall consider, advise upon and make recommendations to the board of directors and to the chairman of the board with respect to matters of policy relating to the general conduct of the business of the corporation and with respect to such questions relating to the conduct of the business of the corporation as may be submitted to it by the board of directors or the executive committee. By way of example and not of limitation, the board of directors may appoint a policy and planning committee to advise on fund raising and an investment management committee to advise the corporation on its investment portfolio. The members of the advisory committee shall hold office at the pleasure of the board of directors. Advisory committees shall have a proper scope and description as developed by the board or such committee, and as approved by the board of directors. The board may appoint additional committee members or may delegate such task to the committee.

Section 3.15. Accountability Committee. There shall be an accountability committee for the school to monitor achievement of the vision, mission, and goals of the school, and of the school improvement plan and other matters that may be recommended or required by law from time to time. The role of the accountability committee shall be designated by policy or resolution established by the board from time to time. Unless otherwise designated by the board, the accountability committee shall be the board of directors and at least one member of administration.

Section 3.16. Telephonic Meetings. One or more members of the board of directors or any committee designated by the board may participate in a meeting of the board of directors or a committee thereof by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear one another at the same time. Such participation shall constitute presence in person at the meeting. If notice of a directors' meeting or committee meeting is given, the notice need not specify that one or more directors may participate in that meeting by means of conference telephone or similar communications equipment.

Section 3.17. Standard of Care. A director shall perform his duties as a director, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his 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 herein designated; but he shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance to be, unwarranted. A person who so performs his duties shall not have any liability by reason of being or having been a director of the corporation.

The designated persons on whom a director is entitled to rely are: (i) one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented; (ii) counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence; or (iii) a committee of the board or an advisory committee upon which the director does not serve, duly designated in accordance with Sections 3.12 or 3.13 of these bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

In the event of a conflict of interest a director shall comply with all applicable laws, policies of the corporation, and other agreements to which the corporation is a party.

ARTICLE IV. Officers and Agents

Section 4.1. General. The officers of the corporation shall be a president, one or more vice presidents, a secretary, and a treasurer. The board of directors may appoint such other officers, assistant officers, committees and agents, including assistant secretaries and assistant treasurers, as they may consider necessary, who shall be chosen as provided in this Article IV, and shall have such authority and duties as is provided in these bylaws and may otherwise from time to time be determined by the board of directors. Any two or more offices may be held by one person. Officers need not be directors. The salaries of all the officers of the corporation shall be fixed by the board of directors. In all cases where the duties of any officer, agent or employee are not prescribed by the bylaws or by the board of directors, such officer, agent or employee shall follow the orders and instructions of the president.

Section 4.2. Appointment and Term of Office. The officers of the corporation shall be appointed annually by the board of directors, in accordance with the procedures and policies specified by the board from time to time. Each officer shall hold office until the first of the following occurs: until his successor shall have been duly elected or appointed and shall have qualified; or until his death; or until he shall resign; or until he shall have been removed in the manner hereinafter provided.

Section 4.3. Removal; Resignation. Any officer or agent may be removed by the board of directors with or without cause, whenever in its judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not itself create contract rights. Any director may resign at any time by delivering written notice of his or her resignation to the president or the secretary of the corporation. Any resignation shall be effective at the time specified therein or, if not stated in the resignation, the effective date shall be the date on which the resignation is received by the corporation.

Section 4.4. Vacancies. A vacancy in any office, however occurring, may be filled by the board of directors for the unexpired portion of the term in the same manner prescribed in these bylaws for the regular appointment of such office.

Section 4.5. President. Subject to the direction and supervision of the board of directors, the president shall be the chief executive officer of the corporation and shall have general and active control of its affairs and business and general supervision of its officers, agents and employees. Unless otherwise directed by the board of directors, the president shall attend in person or by substitute appointed by him, or shall execute on behalf of the corporation written instruments appointing a proxy or proxies to represent the corporation, at all meetings of the members of any other corporation in which the corporation is a member. He may, on behalf of the corporation, in person or by substitute or by proxy, execute written waivers of notice and consents with respect to any such meetings. At all such meetings and otherwise, the president, in person or by substitute or proxy as aforesaid, may vote for the corporation and may exercise any and all rights and powers incident to such membership, subject however to the instructions, if any, of the board of directors.

Section 4.6. Vice President(s). The vice president(s) (if the corporation so desires to have more than one) shall assist the president and shall perform such duties as may be assigned to them by the president or by the board of directors. In the absence of the president, the vice president, (or, if there be more than one, the vice presidents in the order designated by the board of directors, or if the board makes no such designation, then the vice president designated by the president, or if neither the board nor the president makes any such designation, the senior vice president as determined by first election to that office), shall have the power and perform the duties of the president.

Section 4.7. Secretary. The secretary shall (i) keep the minutes of the meetings of the members and the board of directors, and the minutes of any committees when requested; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records; (iv) keep at the corporation's registered office or principal place of business within or outside Colorado a record containing the names and addresses of all directors; and (v) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him 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. The directors may, however, respectively, designate a person other than the secretary or assistant secretary to keep the minutes of their respective meetings.

Any books, records, or minutes of the corporation may be in written form or in any form capable of being converted into written form within a reasonable time.

The joint custodians of the executive session minutes are the Secretary of the board and the Superintendent's secretary.

Section 4.8. Treasurer. The treasurer shall be the principal financial officer of the corporation, shall have the care and custody of all funds, securities, evidences of indebtedness and other personal property of the corporation and shall deposit the same in accordance with the instructions of the board of directors. He shall receive and give receipts and acquittance for money paid in on account of the corporation, and shall pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity. He shall perform all other duties incident to the office of the treasurer and, upon request of the board, shall make such reports to it as may be required at any time. He shall, if required by the board, give the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of his duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation, which shall be delivered to the secretary of the corporation for keeping with the corporate records. He shall have such other powers and perform such other duties as may from time to time be prescribed by the board of directors or the president. The assistant treasurers, if any, shall have the same powers and duties, subject to the supervision of the treasurer.

The treasurer shall also be the principal accounting officer of the corporation. He shall 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, 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.

ARTICLE V.
Indemnification of Certain Persons

Section 5.1. Authority for Indemnification. Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of any foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan ("Any Proper Person" or "Proper Person"), shall be indemnified by the corporation against expenses (including attorneys' fees), judgments, penalties, fines, (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement reasonably incurred by him in connection with such action, suit or proceeding if it is determined by the groups set forth in Section 5.4 of these bylaws that he conducted himself in good faith and that he (i) reasonably believed, in the case of conduct in his official capacity with the corporation, that his conduct was in the corporation's best interest, or (ii) in all other cases (except criminal cases) believed that his conduct was at least not opposed to the corporation's best interests, or (iii) with respect to criminal proceedings had no reasonable cause to believe his conduct was unlawful. A person will be deemed to be acting in his official capacity while acting as a director, officer, employee or agent of this corporation and not when he is acting on this corporation's behalf for some other entity. No indemnification shall be made under this Section 5.1 to a director with respect to any claim, issue or matter in connection with a proceeding by or in the right of a corporation in which the director was adjudged liable to the corporation or in connection with any proceeding charging improper personal benefit to the director, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him. Further, indemnification under this Section 5.1 in connection with a proceeding brought by or in the right of the corporation shall be limited to reasonable expenses, including attorneys' fees, incurred in connection with the proceeding. These limitations shall apply to directors only and not to officers, employees, fiduciaries or agents of the corporation.

Section 5.2. Right to Indemnification. The corporation shall indemnify Any Proper Person who has been wholly successful on the merits or otherwise, in defense of any action, suit, or proceeding referred to in Section 5.1 of these bylaws, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the proceeding without the necessity of any action by the corporation other than the determination in good faith that the defense has been wholly successful.

Section 5.3. Effect of Termination of Action. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person seeking indemnification did not meet the standards of conduct described in Section 5.1 of these bylaws. Entry of a judgment by consent as part of a settlement shall not be deemed an adjudication of liability.

Section 5.4. Groups Authorized to Make Indemnification Determination. In all cases, except where there is a right to indemnification as set forth in Section 5.2 of these bylaws or where indemnification is ordered by a court, any indemnification shall be made by the corporation only as authorized in the specific case upon a determination by a proper group that indemnification of the Proper Person is permissible under the circumstances because he has met the applicable standards of conduct set forth in Section 5.1 of these bylaws. This determination shall be made by the board of directors by a majority vote of a quorum, which

quorum shall consist of directors not parties to the proceeding ("Quorum"). If a Quorum cannot be obtained, the determination shall be made by a majority vote of a committee of the board of directors designated by the board, which committee shall consist of two or more directors not parties to the proceeding, except that directors who are parties to the proceeding may participate in the designation of directors for the committee. If a Quorum of the board of directors cannot be obtained or the committee cannot be established, or even if a Quorum can be obtained or the committee can be established but such Quorum or committee so directs, the determination may be made by independent legal counsel selected by a vote of a Quorum of the board of directors or a committee in the manner specified in this Section 5.4 or, if a Quorum of the full board of directors cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full board (including directors who are parties to the action).

Section 5.5. Court Ordered Indemnification. Any Proper Person may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction for mandatory indemnification under Section 5.2 of these bylaws, including indemnification for reasonable expenses incurred to obtain court-ordered indemnification. If the court determines that the director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he met the standards of conduct set forth in Section 5.1 of these bylaws or was adjudged liable in the proceeding, the court may order such indemnification as the court deems proper, except that if the individual has been adjudged liable, indemnification shall be limited to reasonable expenses incurred.

Section 5.6. Advance of Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation to Any Proper Person in advance of the final disposition of such action, suit or proceeding upon receipt of (i) a written affirmation of such Proper Person's good faith belief that he has met the standards of conduct prescribed in Section 5.1 of these bylaws; (ii) a written undertaking, executed personally or on his behalf, to repay such advances if it is ultimately determined that he did not meet the prescribed standards of conduct (the undertaking shall be an unlimited general obligation of the Proper Person but need not be secured and may be accepted without reference to financial ability to make repayment); and (iii) a determination is made by the proper group (as described in Section 5.4 of these bylaws), that the facts as then known to the group would not preclude indemnification.

ARTICLE VI. Provision of Insurance

By action of the board of directors, notwithstanding any interest of the directors in the action, the corporation may purchase and maintain insurance, in such scope and amounts as the board of directors deems appropriate, on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the corporation, or who, while a director, officer, employee, fiduciary or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against, or incurred by, him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of Article V of these bylaws or applicable law.

**ARTICLE VII.
Miscellaneous**

Section 7.1. Notice; Waiver of Notice. All notices which are required or may be given under these bylaws shall be deemed given and to be effective: (i) when sent personally as provided in Section 2.4 above, (ii) when sent by private carrier, upon verification of delivery or refusal by signature or otherwise, (iii) when sent by mail, upon deposit in the United States mail, properly addressed, with postage pre-paid; (iv) when sent by telegraph, teletype, facsimile, electronic communication, email, or other form of wire or wireless communication, upon confirmation of receipt or refusal. Whenever notice is required by law, by the articles of incorporation or by these bylaws, a waiver thereof in writing signed by the director or other person entitled to said notice, whether before, at or after the time stated therein, shall be equivalent to such notice.

Section 7.2. Fiscal year. The fiscal year of the corporation shall be as established by the board of directors.

Section 7.3. Amendments. Unless otherwise provided by the Act, the board of directors shall have power to make, amend and repeal the bylaws of the corporation at any regular or special meeting of the board, upon approval of two-thirds of the directors.

Section 7.4. Gender. The masculine gender is used in these bylaws as a matter of convenience only and shall be interpreted to include the female and neuter genders as the circumstances indicate.

Section 7.5. 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 7.6. Definitions. Except as otherwise specifically provided in these bylaws, all terms used in these bylaws shall have the same definitions as in the Colorado Nonprofit Corporation Act.

THE END

Adopted November 18, 2001
Amended: March 9, 2004