

AMENDED AND RESTATED
BYLAWS
OF
THE JIMMIE HEUGA LEGACY FOUNDATION FOR MS
(a Colorado Nonprofit Corporation)

Effective as of October 15, 2018

ARTICLE I

Offices

Section 1.1 **Principal Office.** The principal office of The Jimmie Heuga Legacy Foundation for MS (the “Corporation”) shall be at such location as the Board of Directors (“Board”) shall determine. The Corporation may have such other offices, either within or without the State of Colorado, as the Board of Directors may determine from time to time.

Section 1.2 **Registered Office.** The Corporation shall have and continuously maintain in the State of Colorado a registered office and a registered agent whose office is identical with such registered office, as required by the Colorado Revised Nonprofit Corporation Act, as amended from time to time (“CRNCA”). The registered office may be, but need not be, identical with the principal office if the principal office is in the State of Colorado. The address of the registered office may be changed from time to time by the Corporation as long as the proper filings are made with the Secretary of the State of Colorado.

ARTICLE II

Members

The Corporation shall not have voting members as that term is used in the Act and shall have no capital stock. However, the Corporation may have such classes of nonvoting members as may from time to time be prescribed by its Bylaws or by the Board of Directors. The Corporation shall be governed exclusively by the Board of Directors pursuant to Article III hereunder.

ARTICLE III

Board of Directors

Section 3.1 **General Powers.** The affairs of the Corporation shall be managed by the Board. The Board shall have all powers of a Board subject to any limitations set forth in the CRNCA, its Articles of Incorporation as they may be amended from time to time (“Articles), and these Bylaws.

Section 3.2 **Qualifications, Number, and Tenure.** Directors (as defined hereunder) need not be residents of the State of Colorado, but they shall be natural persons who are at least 18 years of age. From and after the effective date of these Amended and Restated Bylaws (as amended, modified or restated from time to time, the “Bylaws”), the number of Directors comprising the Board shall be not less than three (3) and not more than fifteen (15). Within that range, the number of Directors shall be fixed by resolution of the Board from time to time. However, no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 3.3 **Resignation.** Any Director may resign at any time by giving written notice to the Chair of the Board (the “Chair”), the President, or the Secretary. Such resignation shall be effective at the time specified therein, and if no time be specified, then at the time of receipt by the Chair, President, or Secretary. A Director shall be deemed to have resigned in the

event of such Director's incapacity as determined by a court of competent jurisdiction. A Director shall also be deemed to have resigned if such Director has failed to attend more than two board meetings in a calendar year without such absence being excused by the Chair and if such failure is confirmed by the affirmative vote of the Board, excluding the Director in question.

Section 3.4 Removal. Any Director may be removed at any time, with or without cause, by the affirmative vote of a majority of the Directors then in office.

Section 3.5 Vacancies. Any vacancy occurring in the Board, excluding any vacancy resulting from an increase in the number of Directors, shall be filled shall be filled by a majority vote of the Directors present at a meeting at which a quorum is present. A Director who fills a vacancy that occurs for reasons other than an increase in the number of Directors shall do so for the unexpired term of his or her predecessor in office and shall hold such office until his or her successor is duly appointed and qualified. Any vacancy resulting from an increase in the number of Directors shall be filled by the Board in accordance with this Section 3.5. A Director chosen to fill a position resulting from an increase in the number of Directors shall hold office until the next election of the Board. A Director whose term has expired may be appointed to a additional terms as set forth in this Section 3.5.

Section 3.6 Annual and Regular Meetings. Annual meetings for the election of Directors and officers and for other such business as may properly come before the meeting, shall be held at such time, date, and place, either within or without the State of Colorado, as the Board, by resolution, shall determine, as set forth in the notice of the meeting. Regular meetings of the Board shall be held on a periodic basis, within or without the State of Colorado, as decided by the Board. The time, date, place, and purpose of additional regular meetings shall be determined by resolution of the Board without other notice.

Section 3.7 Special Meetings. Special meetings of the Board may be called from time to time by the President or any one Director. The person or persons authorized to call special meetings of the Board may fix the time and place, either within or without Colorado, for holding any special meeting of the Board called by them.

Section 3.8 Notice of Meetings. Notice of each meeting of the Board stating the date, time and place of the meeting shall be given to each Director at such Director's business or residential address at least five (5) days prior thereto by the mailing of written notice by mail or at least two (2) days prior thereto by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each Director). A Director may waive notice of any meeting before or after the time and date of the meeting stated in the notice as set forth in Section 3.9 below.

Section 3.9 Waiver of Notice. A Director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Except as otherwise provided in this Section, the waiver shall be in writing and signed by the Director entitled to the notice. Such waiver shall be delivered to the Corporation for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. A Director's attendance at or participation in a meeting or signature on a written consent of the Board waives

any required notice to that Director of the meeting unless: (i) 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; or (ii) if special notice was required of a particular purpose pursuant to the CRNCA or these Bylaws, the Director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

Section 3.10 Place of Meetings. Meetings may be held within or without the State of Colorado at such time and place as the notice may specify.

Section 3.11 Quorum and Voting. A majority of the Directors then in office shall constitute a quorum for the transaction of business at a meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice until a quorum is secured.

Section 3.12 Manner of Acting. 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, unless the act of a greater number is required by Colorado law, by the Restated Articles, or by these Bylaws.

Section 3.13 Presumption of Assent. A Director who is present at a meeting of the Board when action is taken is deemed to have assented to all action taken at the meeting unless such Director objects as required under the Act. Such right of dissension or abstention is not available to a Director who votes in favor of the action taken..

Section 3.14 Compensation and Expense Reimbursement. The Directors of the Corporation shall not receive any salary or other compensation for services rendered as a Director of the Corporation. A Director may be reimbursed for actual expenses incurred to carry out his or her duties as a Director. Nothing contained herein shall be construed to preclude any Director from serving the Corporation in some other capacity and receiving compensation therefor.

Section 3.15 Action Without Meeting. Any action of the Board may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present. The written action is effective when signed by the required number of directors unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all directors, all directors shall be notified immediately of its text and effective date. Action taken pursuant to this section may be transmitted or received by mail or by facsimile, e-mail, or other form of communication permitted by the Act and must be in a form sufficient to identify (i) the Director or committee member; (ii) the Director's or committee member's vote, abstention, demand, or revocation; and (iii) the proposed action to which such vote, abstention, demand or revocation relates. For purpose of this section, communication to the Corporation is not effective until received.

Section 3.16 Advisory Boards. The Board may from time to time form one or more advisory boards composed of such members, having such rules of procedure, and having such

chair, as the Board shall designate. The members of an advisory board are not required to be Directors; however each advisory board created by the Board must include at least one Director as a member. The name, objectives, membership, and responsibilities of each such advisory board, and the rules and procedures for the conduct of its activities, shall be determined by the Board. Members of any advisory board shall be authorized to attend all meetings of the Board. An advisory 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; except that, if any such advisory board has one or more members thereof who are entitled to vote on advisory board matters and who are not then also Directors, such advisory board may not exercise any power or authority reserved to the Board by the CRNCA, the Restated Articles, or these Bylaws. No advisory board shall have authority to incur any corporate expense or make any decision, take any action or make any commitment or representation on behalf of the Corporation without the express approval of the Board or the President of the Corporation. Further, any activities conducted by an advisory board shall be conducted in a manner that is consistent with the mission and priorities of the Corporation, as established by the Board or President of the Corporation.

Section 3.17 **Meetings by Telecommunication.** Directors or the members of any committee of the Board may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members participating may hear each other during the meeting. A Director or committee member participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE IV

Committees

Section 4.1 **Committees of Directors.** The Board may create, by resolution adopted by a majority of the Directors, one or more committees of the Board, including an executive committee, and appoint, by majority vote of all Directors in office, one or more Directors to serve on any such committee that is created. The members of a committee are not required to be Directors; however each committee created by the Board must include at least one Director as a member.

Section 4.2 **Authority.** Any committee created by the Board shall have and exercise the authority of the Board in the management of the Corporation to the extent provided in the resolution creating such committee, except that no such committee shall have the authority of the Board in reference to (a) authorizing distributions, (b) electing, appointing, or removing any Director, (c) amending or altering the Corporation's articles of incorporation, (d) amending, altering, or repealing the Bylaws, (e) approving a plan of merger, (f) approving a sale, lease, exchange, or other disposition of all, or substantially all of the Corporation's assets, with or without goodwill, other than in the usual and regular course of business, or (g) as otherwise provided by Colorado law.

Section 4.3 **Other Committees.** At the discretion of the Board, the Corporation may have other committees which shall not have the authority of the Board in the management of the Corporation.

Section 4.4 **Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the Board and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4.5 **Chair.** One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

Section 4.6 **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4.7 **Quorum.** Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 4.8 **Rules.** The same rules described herein regarding meetings, action by written consent, notice, waiver of notice, quorum and voting requirements of the Board similarly apply to the committees of the Board and their members.

ARTICLE V

Officers

Section 5.1 **Qualification.** Officers need not be residents of the State of Colorado, but they shall be natural persons who are at least 18 years of age.

Section 5.2 **Election and Term of Office.** The officers of the Corporation shall be a President (the "President"), a Vice-President (the "Vice-President"), a Secretary (the "Secretary"), and a Treasurer (the "Treasurer"). The Board, or an officer or officers authorized by the Board, may appoint such other officers and assistant officers as they may consider necessary. The same person may hold no more than two of said offices, and the offices of President and Secretary must not be held by the same person. All officers must also serve on the Board, provided, however, that a recording secretary may be elected who need not be a member of the Board. The President, Vice-President, Secretary, and Treasurer must be elected from among the then-current Directors. The Board shall elect the officers at its first meeting and at the annual meeting of the Board thereafter. Each officer shall hold office until at the next annual meeting of the Board and until their respective successors are elected and are qualified or, if earlier, the officer's death, resignation, or removal, in accordance with the procedures established by law and these Bylaws.

Section 5.3 **Officers.** The officers of the Corporation shall exercise and perform the respective powers, duties, and functions as are stated below, and as may be assigned by the Board.

a. *President.* The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction, and control of the affairs, officers, and employees of the Corporation. He or she shall preside at

all meetings of the Board. Unless the Board specifically authorizes some other person, the President shall sign all bonds, deeds, mortgages, leases, and contracts of the Corporation. The President shall perform all duties commonly incident to this office and such other duties as the Board shall designate.

b. *Vice-President.* In the absence or disability of the President, the Vice-President shall perform all duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President; provided, however, that if the Vice-President cannot so act, then the Treasurer shall perform the duties of the President. The Vice-President shall have such other powers and perform such other duties as may from time to time be assigned to him or her by the President.

c. *Secretary.* The Secretary shall keep accurate minutes of all meetings of the Board. He or she shall be responsible for the giving of notice of meetings of the Board. The Secretary shall be the custodian of the records required to be maintained by the CRNCA and of the seal of the Corporation when so authorized and shall be responsible for authenticating records of the Corporation when so authorized. The Secretary shall perform all duties commonly incident to his or her office and such other duties as may from time to time be assigned to him or her by the President. Assistant Secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.

d. *Treasurer.* The Treasurer, subject to the order of the Board, shall have the care and custody of the money, funds, valuable papers, and documents of the Corporation. He or she shall keep correct and complete books and records of accounts of the Corporation's transactions, which shall be the property of the Corporation, and shall render financial reports and statements of condition of the Corporation when so requested by the Board or the President. The Treasurer shall perform all duties commonly incident to his or her office and such other duties as may from time to time be assigned to him or her by the President.

Section 5.4 **Disability.** In the event of the absence or inability to act of any officer, the Board may delegate the powers or duties of such officer to any other officer or Director whom it may select.

Section 5.5 **Resignation.** Any officer may resign at any time by giving written notice of resignation to the Board, the President, or the Secretary. The resignation is effective upon the Board's, the President's, or the Secretary's receipt of the notice unless the notice states a later effective date.

Section 5.6 **Removal.** Any officer or agent may be removed by a vote of a majority of the Directors present at a special meeting called for such purpose if a quorum of the Board is present. Such removal may be at any time with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of an officer or agent shall not, of itself, create contract rights.

Section 5.7 **Vacancies.** Any vacancy occurring in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the affirmative vote of a majority of the Directors then in office. An officer who fills a vacancy shall do so for the

unexpired portion of the then-current term of his or her predecessor in office and shall hold such office until his or her successor is duly appointed and qualified.

Section 5.8 Compensation and Expense Reimbursement. Officers of the Corporation may receive a reasonable salary or other reasonable compensation for services rendered as an officer of the Corporation, but not for services rendered as a Director, provided that compensation shall only be paid for personal services which are reasonable and necessary to carry out the exempt purposes of the Corporation. An officer may be reimbursed for actual expenses incurred to carry out his or her duties as an officer.

ARTICLE VI

Standards of Conduct for Directors and Officers

Each Director or officer with discretionary authority shall discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director or officer reasonably believes to be in the best interests of the Corporation. In discharging duties, a Director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (a) 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; (b) legal counsel, a public accountant, or another person as to matters the Director or officer reasonably believes are within such person's professional or expert competence; or (c) in the case of a Director, a committee of the Board of which the Director is not a member if the Director reasonably believes the committee merits confidence.

A Director or officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by the above unwarranted. A Director or officer is not liable as such to the Corporation, and the Corporation shall indemnify any party to a Proceeding against liability incurred in or as a result of the proceeding, for any action taken or omitted to be taken as a Director or officer, as the case may be, if, in connection with such action or omission, the Director or officer performed the duties of the position in compliance with this Article.

For purpose of determining the applicable standard of conduct under this Article VI, any party acting in his or her official capacity who is also a Director shall be held to the standard of conduct set forth above, even if such party is sued solely in a capacity other than as a Director.

ARTICLE VII

Directors' Conflicting Interest Transactions

Section 7.1 Conflicting Interest Transactions. As used in this Article, "conflicting interest transaction" means: a contract, transaction, or other financial relationship between the Corporation and a Director of the Corporation, or between the Corporation and a party related to a Director, or between the Corporation and an entity in which a Director of the Corporation is a Director or officer or has a financial interest.

Section 7.2 **Party Related to Director.** For purposes of this Article, a “party related to a Director” shall mean a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a Director, officer, or has a financial interest.

Section 7.3 **Prohibition Against Loans to Directors or Officers.** No loans shall be made by the Corporation to 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 7.4 **Voidability of Conflicting Interest Transactions.** No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by or in the right of the Corporation, solely because the conflicting interest transaction involves a Director of the Corporation or a party related to a Director or an entity in which a Director of the Corporation is a Director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Corporation’s Board or of the committee of the Board that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director’s vote is counted for such purpose if: (a) The material facts as to the Director’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or (b) The conflicting interest transaction is fair as to the Corporation.

Section 7.5 **Approval of Conflicting Interest Transactions.** Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

ARTICLE VIII

Indemnification

Section 8.1 **Indemnification.** To the extent permitted or required by the CRNCA and any other applicable law, if any Director or Officer (as defined below) of the Corporation is made a party to or is involved in (for example as a witness) any Proceeding (as defined below) because such person is or was a Director (as defined below) or Officer (as defined below) of the Corporation, the Corporation (I) shall indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such Proceeding, and (II) shall advance to such person expenses incurred in such Proceeding.

The Corporation may in its discretion (but is not obligated in any way to) indemnify and advance expenses to an employee or agent of the Corporation to the same extent as to a Director or Officer.

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the Corporation may at its discretion provide for indemnification or advancement of expenses in a resolution of its Directors, in a contract or in the Restated Articles.

Any repeal or modification of the foregoing provisions of this Article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this Article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

Section 8.2 **Limitation.** Notwithstanding any other provision of this Article VIII, during any period that the corporation is a “private foundation” within the meaning of section 509 of the Code, or any corresponding provision of any future United States tax law, the corporation shall not indemnify any person from or against or advance to any person the cost of, such expenses, judgments, fines, or amounts paid or necessarily incurred, nor shall the corporation purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of section 4941 of the Code, to be a taxable expenditure within the meaning of section 4945 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (i) a court orders such indemnification, or (ii) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

ARTICLE IX

Contracts, Checks, Deposits, Gifts, and Proxies

Section 9.1 **Contracts.** The Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, 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 9.2 **Checks, Drafts, Etc.** All checks, drafts, or orders for the payment of money, notes, commercial paper, or other evidences 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. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Executive Director of the Corporation.

Section 9.3 **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 9.4 **Gifts.** The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 9.5 **Proxies.** The Board may from time to time appoint one or more agents or attorneys in fact of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other corporation, association, or other entity any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other corporation, association, or other entity, or to consent in writing, in the name of the Corporation as such holder, to any action by such other corporation, association, or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, all such written proxies or other instruments as he or she may deem necessary or proper in the premises.

ARTICLE X

Finances and Records

Section 10.1 Minutes, Records, Etc. The Corporation shall keep as permanent records minutes of all meetings of each Board, a record of all actions taken by any Board without a meeting, a record of all actions taken by a committee of any Board in place of such Board on behalf of the corporation, and a record of all waivers of notices of meetings of each Board or any committee of each Board.

Section 10.2 Accounting Records. The Corporation shall maintain appropriate accounting records.

Section 10.3 Records in Written Form. The Corporation shall maintain its records in written or electronic form.

Section 10.4 Records Maintained at Principal Office. The Corporation shall keep a copy of each of the following records at its principal office:

- a. The Articles;
- b. These Bylaws;
- c. A list of the names and business or home addresses of all current Directors and Officers;
- d. All financial statements and Forms 990 prepared for periods ending during the last three years;
- e. The Corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- f. All other documents or records required to be maintained by the Corporation at its principal office under applicable law or regulation.

ARTICLE XI

Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board at any regular or special meeting of the Board of Directors if proper notice is given pursuant to Section 3.8; provided, however, that these Bylaws may not be amended in a manner which is inconsistent with the Restated Articles or which would disqualify the Corporation under §501(c)(3) of the Code. Such notice shall summarize the proposed changes to be made.

ARTICLE XII

Non-Discrimination Policy

This policy defines the Corporation's support of the principles and practices of non-discrimination and equality for all regardless of race, creed, color, religion, age, sex, marital or parental status, national origin, sexual orientation, or physical, mental, or emotional disability in its services, programs, activities, and opportunities available to participants, volunteers, parents or guardians, and personnel.

ARTICLE XIII

Prohibition of Dividends

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, as dividends or in any other manner, to its Directors, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the Articles of Incorporation.

ARTICLE XIV

Definitions

The following terms shall have the means assigned to them in this Article.

a. *CRNCA*. The term "CRNCA" means the Colorado Revised Nonprofit Corporation Act as it exists on the date this Article is adopted, and as the Colorado Revised Nonprofit Corporation Act may be thereafter amended from time to time. In the case of any amendment of the Colorado Revised Nonprofit Corporation Act after the date of adoption of these Bylaws, when used with reference to an act or omission occurring prior to effectiveness of such amendment, the term "CRNCA" as used in Article IX shall include such amendment only to the extent that the amendment permits a corporation to provide broader indemnification rights than the Colorado Revised Nonprofit Corporation Act permitted prior to the amendment.

b. *Director or Officer.* The term “Director” or “Officer” means (I) a director or officer of the Corporation and (II) while an individual is a director or officer of the Corporation, the individual’s serving at the Corporation’s request as a director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign corporation, nonprofit corporation, or other person or of an employee benefit plan, and (III) any other position (not with the Corporation itself) in which a director or officer of the Corporation is serving at the request of the Corporation and for which indemnification by the Corporation is permitted by the CRNCA.

c. *Proceeding.* The term “Proceeding” means any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.

d. *Code.* The term “Code” means the Internal Revenue Code, as amended from time to time.

SECRETARY’S CERTIFICATE

I, the undersigned, being the Secretary of the Board of Directors of The Jimmie Heuga Legacy Foundation for MS, a Colorado nonprofit corporation (the “Corporation”), do hereby certify that the Bylaws of the Corporation were duly adopted by the Board of Directors effective as of October 15, 2018.

A true, correct and complete copy of the Bylaws of the Corporation as so adopted and included in the minutes of proceedings referred to above is attached hereto and incorporated herein.

I have hereunto set my hand this _____ day of October, 2018.

By: _____
Name: Richard Neustedter
Title: Secretary