

BYLAWS

OF

OLD NORTH END NEIGHBORHOOD

MAY 2008

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BYLAWS
OF
OLD NORTH END NEIGHBORHOOD

ARTICLE I

OFFICES

Section 1.1 Business Offices. The principal office of the Old North End Neighborhood (“ONEN”) shall be Colorado Springs, Colorado.

Section 1.2 Registered Office. The registered office as required by the Colorado Nonprofit Corporation Act (the “Act”) shall be maintained in Colorado and may be changed from time to time by the board of directors or by the officers of ONEN, or to the extent permitted by the Act by the registered agent of ONEN, provided in all cases that the street addresses of the registered office and of the business office or home of the registered agent of ONEN are identical.

ARTICLE II

MEMBERSHIP

Section 2.1 Members. The membership of ONEN shall consist of individuals and businesses who own or rent property located within the territorial boundaries of ONEN, defined as Uintah Street on the south, the Denver and Rio Grande Railroad tracks on the north, Monument Valley Park on the west and the Shooks Run Trail south to Washington, Wahsatch south to Fontanero, and the alley between Wahsatch and Corona on the East, in such categories and for such terms of membership as shall be determined by the ONEN board from time to time. A map of the ONEN territorial boundaries is attached and incorporated in these bylaws as Addendum A.

Section 2.2 Rights & Privileges. The rights, privileges of membership shall be determined and established by the board of directors from time to time. Rights, privileges and benefits of membership may be modified by the board and shall become effective as to all members and membership categories upon the date established by the board for implementation. In the event no date is specifically set by the board, the changes to rights, privileges and benefits shall become effective immediately.

Section 2.3 Membership Categories.

(a) Individual Members. Individual members shall consist of those members who are natural persons who own or rent property located within the ONEN territorial boundaries.

(b) Business Members. Business members are those organizations engaged in a business as an ongoing enterprise who own property and operate or rent property and operate a business establishment within the ONEN territorial boundaries.

Section 2.4 Qualifications. All members of ONEN must be people of good moral character and standing.

Section 2.5 Standards of Conduct. Any member committing any unethical act in the member's dealings with others, unjustly defaming the character of any other member, interfering with the activities of ONEN, committing a criminal offense, engaging in conduct unbecoming a member, engaging in conduct prejudicial to the welfare of ONEN, engaging in conduct which brings disrepute upon ONEN, violating any of the provisions of these bylaws, codes of ethics or other published standards adopted by the board, shall be subject to discipline.

Section 2.6 Dispute Resolution. All members of ONEN agree to be bound by and participate in a dispute resolution process as established by ONEN from time to time to address claims that a member has violated ONEN's bylaws, codes of ethics or other published applicable standards.

Section 2.7 Discipline. ONEN may impose any discipline against a member, up to and including expulsion from membership, as it deems appropriate as a result of any violations of these bylaws, codes of ethics and/or published standards as may be applicable to the membership. Any public disciplinary action taken by ONEN shall be published in ONEN's quarterly publication.

ARTICLE III

BOARD OF DIRECTORS

Section 2.1 General Powers. Except as otherwise provided in the Act or these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of ONEN shall be managed by, its board of directors.

Section 3.2 Qualifications, Number, Classification, Election and Tenure.

(a) Qualifications.

(i) Each director must be a natural person who is eighteen years of age or older.

(ii) A director must be a member of ONEN for at least two (2) years prior to being nominated for election.

(iii) A paid employee of ONEN may not be a director during his/her tenure as a staff member with ONEN.

(iv) A paid consultant or service provider to ONEN may not be a director during his/her tenure as a paid consultant or service provider to ONEN.

(b) Number. There shall be no less than nine (9) and no more than twenty-one (21) directors of ONEN or such other number as shall be determined by the board of directors from time to time.

(c) Classification. The board of directors shall be divided into three (3) classifications, each class to be as nearly equal in number as possible. The term of office of the directors of the first class shall expire at the end of the first annual meeting of the board of directors held after such classification; the term of office of the directors of the second class shall expire at the end of the second annual meeting of the board of directors thereafter; the term of office of the directors of the third class shall expire at the end of the third annual meeting of the board of directors thereafter.

(d) Election and Tenure. At each annual meeting of the board of directors after the classification described in Section 3.2(c), the number of directors equal to the number of the class whose term expires at the end of such meeting shall be elected by the board of directors to hold office until the end of the third succeeding annual meeting. Each director so elected shall hold office until such director's term expires and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal. No director may serve as a director for more than two (2) terms, except that any initial term of one or two years, any partial term served by reason of an increase in the number of directors or an election to fill a vacancy for an unexpired term, and any terms followed by a period out of office in excess of one year, shall not be counted.

Section 3.3 Resignation; Removal; Vacancies. Any director may resign at any time by giving written notice to the president of the board of ONEN. A director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director shall be deemed to have resigned in the event of such director's incapacity as determined by a court of competent jurisdiction. Any director may be removed at any time by the affirmative vote of a majority of the other directors then in office whenever in the judgment of the board of directors the best interests of ONEN would be served thereby. Any vacancy of an elected director may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall hold the office for the unexpired term of such director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office, and a director so chosen shall hold office until the next election of the class of directors for which such director was chosen and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal. A vacancy that will occur

at a specific later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 3.4 Regular Meetings. A regular annual meeting of the board of directors shall be held in June at the time and place as determined by the board, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The board of directors may hold additional regular meetings at times and places as determined by of the president of the board or resolution of five (5) or more directors.

Section 3.5 Special Meetings. Special meetings of the board of directors may be called by or at the request of the president of the board or any five (5) directors. The person or persons authorized to call special meetings of the board of directors may fix the time and place for holding any special meeting of the board called by them.

Section 3.6 Notice of Meetings.

(a) Requirements. Notice of each meeting of the board of directors 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 first class, certified or registered mail, or at least two days prior thereto by personal delivery or private carrier of written notice or 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). Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; or (ii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Verbal notice is effective when communicated in a comprehensible manner at the time of the communication. If transmitted by facsimile, electronic transmission or other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete. Neither the business to be transacted at, nor the purpose of, any meeting of the board of directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by law.

(b) 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 3.6(b), the waiver shall be in writing and signed by the director entitled to the notice. Such waiver shall be delivered to ONEN 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 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 Act 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 3.7 Deemed Assent. A director of ONEN who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to all action taken at the meeting unless (i) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; or (ii) the director contemporaneously requests the director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; 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 the adjournment thereof or by ONEN promptly after the adjournment of the meeting. Such right of dissension or abstention is not available to a director who votes in favor of the action taken.

Section 3.8 Quorum and Voting. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the board of directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the board of directors, unless otherwise required by the Act or these bylaws. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 3.9 Voting by Proxy. No director may vote or act by proxy at any meeting of directors.

Section 3.10 Compensation. Directors shall not receive compensation for their services as such; however, the reasonable expenses of directors for attendance at board meetings may be paid or reimbursed by ONEN.

Section 3.11 Committees. By one or more resolutions adopted by the vote of a majority of the directors present in person at a meeting at which a quorum is present, the board of directors may designate one or more committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority given to it by the board of directors, except as prohibited by the Act. The delegation of authority to any committee shall not operate to relieve the board of directors or any member of the board from any responsibility or standard of conduct imposed by law or these bylaws. Rules governing procedures for meetings of any committee shall be the same as those set forth in these bylaws or the Act for the board of directors unless the board or the committee itself determines otherwise. The chair of each committee established under this section 3.11 shall be appointed by the president of the board of directors and approved by the board of directors.

Section 3.12 Advisory Groups. The board of directors may from time to time form one or more advisory boards, committees, auxiliaries or other bodies composed of such members, having such rules of procedure, and having such chair, as the president of the board of directors shall designate and as approved by the board of directors. The name, objectives and responsibilities of each such advisory group, and the rules and procedures for the conduct of its activities, shall be determined by the board of directors. An advisory group may provide such

advice, service, and assistance to ONEN, and carry out such duties and responsibilities for ONEN as may be specified by the board of directors; except that such committee or advisory group may not exercise any power or authority reserved to the board of directors by the Act, the Federal Charter or these bylaws. No advisory group shall have authority to incur any expense or make any representation or commitment on behalf of ONEN without the express approval of the board of directors of ONEN.

Section 3.13 Meetings by Telephone. Members of the board of directors or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.14 Action Without a Meeting.

(a) Any action required or permitted to be taken at a meeting of the board of directors or any committee thereof may be taken without a meeting if each and every member of the board or committee in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director or committee member who delivers a writing described in this Section 3.14(a) to ONEN shall be deemed to have waived the right to demand that action not be taken without a meeting.

(b) Action is taken under this Section 3.14 only if the affirmative vote 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.

(c) No action taken pursuant to this Section 3.14 shall be effective unless writings describing the action taken and otherwise satisfying the requirements of Section 3.14(a), signed by all directors and not revoked pursuant to Section 3.14(d), are received by ONEN. Any such writing may be received by ONEN by electronically transmitted facsimile or other form of wire or wireless communication providing ONEN with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this Section 3.14 shall be effective when the last writing necessary to effect the action is received by ONEN unless the writings describing the action taken set forth a different effective date.

(d) Any director who has signed a writing pursuant to this Section 3.14 may revoke such writing by a writing signed and dated by the director describing the action and stating that the director's prior vote with respect thereto is revoked, if such writing is received by ONEN before the last writing necessary to effect the action is received by ONEN.

(e) Action taken pursuant to this Section 3.14 has the same effect as action taken at a meeting of directors and may be described as such in any document.

(f) All signed written instruments necessary for any action taken pursuant to this Section 3.14 shall be filed with the minutes of the meetings of the board of directors.

ARTICLE IV

OFFICERS AND AGENTS

Section 4.1 Designation and Qualifications. The elected officers of ONEN shall be a president of the board, a vice president/president-elect of the board, a treasurer, and a secretary of the board. The board of directors may also appoint, designate or authorize such other officers, assistant officers and agents, as it may consider necessary or useful. One person may hold more than one office at a time, except president and secretary. All officers must be natural persons who are eighteen years of age or older.

Section 4.2 Election and Term of Office. The board of directors, or an officer or committee to which such authority has been delegated by the board of directors, shall elect or appoint the officers at or in conjunction with each annual meeting of the board of directors. If the election and appointment of officers shall not be held at or in conjunction with such meeting, such election or appointment shall be held as soon as convenient thereafter. Each officer shall hold office for a term of one year commencing on the day following their election to such office and until such officer's successor shall have been duly elected or appointed and shall have qualified, or until such officer's earlier death, resignation or removal.

Section 4.3 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 ONEN. However, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

Section 4.4 Removal. Any officer or agent may be removed by the board of directors whenever in the board's judgment the best interest of ONEN would be served thereby, but removal shall not affect the contract rights, if any, of the person so removed. Election, appointment or designation of an officer or agent shall not itself create contract rights.

Section 4.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and ONEN, by giving written notice to the president or to the board of directors. An officer's resignation shall take effect upon receipt by ONEN unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer shall be deemed to have resigned in the event of such officer's incapacity

as determined by a court of competent jurisdiction. A vacancy in any office, however occurring, may be filled by the board of directors, or by any officer or committee to which such authority has been delegated by the board of directors, for the unexpired portion of the term. If a resignation is made effective at a later date, 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 with the provision that the successor does not take office until the effective date, or the board of directors may remove the officer at any time before the effective date and may fill the resulting vacancy.

Section 4.6 Authority and Duties of Officers. The officers of ONEN 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) President of the Board. The president of the board shall be the principal executive officer of ONEN and shall (i) preside at all meetings of the board of directors; (ii) issue meeting agendas; (iii) determine if a quorum is present at each meeting; and (iv) represent the board of directors in issuing its communications.

(b) President-Elect/Vice President of the Board. In the absence or disability of the president, the president-elect shall perform all of the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The president-elect shall have such other powers and perform such other duties as may from time to time be assigned to such person by the president or by the board of directors. Upon the expiration of the term of the board president, the president-elect, assuming he/she remains in good standing with and a member of ONEN and its board of directors, shall become the president of the board.

(c) Treasurer. In the absence or disability of the president and the president-elect, the treasurer shall perform all of the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The treasurer shall have such other powers and perform such other duties as may from time to time be assigned to such person by the president or by the board of directors. The treasurer shall 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 ONEN, and pay out of the funds on hand all bills, payrolls and other just debts of ONEN of whatever nature upon maturity; (iii) monitor compliance with all requirements imposed on ONEN as a tax-exempt organization described in section 501(c)(3) of the Internal Revenue Code; (iv) upon request of the board, 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.

(d) Secretary. The secretary for ONEN shall (i) keep the minutes of the proceedings of the board of directors and any committees of the board; (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 and of the seal of ONEN; and (iv) 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.

Section 4.7 Surety Bonds. The board of directors may require any officer or agent of ONEN to execute to ONEN a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of such person's duties and for the restoration to ONEN 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 ONEN.

ARTICLE V

FIDUCIARY MATTERS

Section 5.1 Indemnification.

(a) Scope of Indemnification. ONEN shall indemnify each director, officer, employee and volunteer who serves ONEN at the request of ONEN to the fullest extent permissible under the laws of the Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 5.1. ONEN shall have the right, but shall not be obligated, to indemnify any agent of ONEN not otherwise covered by this Section 5.1 to the fullest extent permissible under the laws of the Colorado.

(b) Savings Clause; Limitation. If any provision of the Act or these bylaws dealing with indemnification shall be invalidated by any court on any ground, then ONEN shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these bylaws that shall not have been invalidated. Notwithstanding any other provision of these bylaws, ONEN shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of ONEN as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

Section 5.2 General Standards of Conduct for Directors and Officers.

(a) Discharge of Duties. Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of ONEN.

(b) Reliance on Information, Reports, Etc. 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: (i) one or more officers or employees of ONEN whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) 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; (iii) in the case of a director, a committee of the board of directors 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 the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 5.2(b) unwarranted.

(c) Liability to Corporation. A director or officer shall not be liable as such to ONEN 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 Section 5.2.

(d) Director Not Deemed to Be a "Trustee." A director, regardless of title, shall not be deemed to be a "trustee" within the meaning given that term by trust law with respect to ONEN or with respect to any property held or administered by ONEN including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 5.3 Conflicts of Interest. ONEN may enter into a contract, transaction, or other financial relationship between ONEN and a director or officer, or between ONEN and a party related to the director or officer, or between ONEN and an entity in which the director or officer is a director or officer or has a financial interest; provided that either:

(a) The material facts as to the director's or officer'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 or committee 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 or committee, even though the disinterested directors are less than a quorum; or

(b) The conflicting interest transaction is fair as to ONEN.

Section 5.4 Liability of Directors for Unlawful Distributions.

(a) Liability to Corporation. A director who votes for or assents to a distribution made in violation of the Act or the Federal Charter of ONEN shall be personally liable to ONEN for the amount of the distribution that exceeds what could have been distributed without violating the Act or the Federal Charter 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 Section 5.2.

(b) Contribution. A director who is liable under Section 5.4(a) for an unlawful distribution is entitled to contribution: (i) from every other director who could be liable under Section 5.4(a) 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 Federal Charter, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the Federal Charter.

Section 5.5 Loans to Directors and Officers Prohibited. No loans shall be made by ONEN 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 ONEN for the amount of such loan until the repayment thereof.

ARTICLE VI

RECORDS OF THE CORPORATION

Section 6.1 Minutes, Etc. ONEN 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 ONEN, and a record of all waivers of notices of meetings of the board of directors or any committee of the board of directors.

Section 6.2 Accounting Records. ONEN shall maintain appropriate accounting records.

Section 6.3 Records in Written Form. ONEN shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 6.4 Records Maintained. ONEN shall keep a copy of each of the following records at its principal office or such other secure location as designated by the board:

- (a) These bylaws;
- (b) A list of the names and business or home addresses of the current directors and officers;
- (c) A copy of the most recent corporate report;
- (d) All financial statements prepared for periods ending during the last three years;
- (e) ONEN'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 ONEN at its principal office under applicable law or regulation.

ARTICLE VII

MISCELLANEOUS

Section 7.1 Fiscal Year. The fiscal year of ONEN shall be as established by the board of directors.

Section 7.2 Conveyances and Encumbrances. Property of ONEN may be assigned, conveyed or encumbered by such officers of ONEN 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 ONEN shall be authorized only in the manner prescribed by statute.

Section 7.3 Designated Contributions. ONEN may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with ONEN's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, ONEN shall reserve all right, title and interest in and to and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, ONEN 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 ONEN's tax-exempt purposes.

Section 7.4 Amendments. The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested solely in the board of directors. By-laws may be altered, amended, or repealed, and new bylaws adopted only by a two-thirds vote of all members of the board of directors.

Section 7.5 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 7.6 Principles of Construction. Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words "pay" and "distribute" shall also mean assign, convey and deliver; and the table of contents, headings and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these bylaws.

Section 7.7 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.

Section 7.8 Governing Law. These bylaws shall be governed by and construed under the laws of the State of Colorado.

(END)

OLD NORTH END NEIGHBORHOOD

BYLAWS CERTIFICATE

The undersigned certifies that s/he is the Secretary of Old North End Neighborhood, a Colorado nonprofit corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of ONEN, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of ONEN.

Dated: May 21, 2008.

(signed)

Holly Dickens, Secretary

Attest:

(signed)
Paul David Munger, President

(signed)
Carol Cannon, Vice President

(signed)
Victor Appugliese, Director

(signed)
Mary Alice Ayling, Director

(signed)
Suzanne Barr, Director

(signed)
Betty Bridgman, Director

(signed)
Terry Darby, Director

(signed)
Pat Doyle, Director

(signed)
Kalah Fuller, Director

(signed)
Barbara Gear, Director

(signed)
Tom Kiemel, Director

(signed)
Cathy Mundy, Director

(signed)
Judith Rice Jones, Director

(signed)
Steve Rodemer, Director

(signed)
Carol Townsley, Director

(signed)
Khristine Prickett Vadala, Director

(signed)
Stephanie Waltman, Director

(signed)
Craig Whitney, Director