

CARING FOR DENVER FOUNDATION

FIRST AMENDMENT TO THE BYLAWS

This First Amendment to the Bylaws dated May 1, 2019 (the “Bylaws”) of Caring for Denver Foundation, a Colorado nonprofit corporation (the “Corporation”), is made as of August __, 2019, by vote of the Corporation’s Board of Directors (the “Board”) in accordance with Sections 3.17 and 9.10 of the Bylaws.

FIRST: Article V (previously titled “Advisory Committees”) of the Bylaws is hereby revised as follows:

The title of Article V shall be revised to be “Advisory and Other Committees”.

Sections 5.2, 5.3, and 5.4 of the Bylaws shall be renumbered as Subsections 5.1.1, 5.1.2, and 5.1.3, respectively.

New Section 5.2 shall be added after the end of new Subsection 5.1.3, as follows:

Section 5.2 Other Committees. The Board, by resolution adopted by a majority vote of a quorum of the Board, may form and designate other committees not otherwise specified in these Bylaws, which may consist of directors and/or other persons, with such purposes, and such other qualifications for membership, and requirements for number, term, and other organizational aspects as the Board may direct by resolution or by approval of a charter for such committee. Each such committee shall serve at the pleasure of the Board. No such committee shall have the power or authority to: (a) amend, restate, alter or repeal the Articles; (b) amend, alter or repeal these or any other Bylaws; (c) elect, appoint or remove any member of any such committee or any officer or director of the Corporation; (d) adopt a plan of merger or consolidation with any other corporation; (e) authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; (f) authorize the voluntary dissolution of the Corporation or revoke any proceedings for the voluntary dissolution of the Corporation; (g) adopt any plan for the distribution of the assets of the Corporation; (h) amend, alter or repeal any resolution of the Board which by its terms does not expressly provide that it may be amended, altered or repealed by such committee; or (i) take any other action prohibited by law or expressly reserved to the Board under these Bylaws. All committees of the Board shall keep regular minutes of their respective transactions and shall report their actions to the Board at the meeting of the Board next following such actions. To the extent that the Board has delegated certain duties and authority to such committee, the directors shall be relieved to that extent from such authority and duties pursuant to Section 7-128-101 of the Act. All meetings of a committee to which duties and authority of the Board are delegated, including all meetings described in Section 4.11, Section 4.12, Section 4.13 and Section 4.20, shall be Public Meetings.

SECOND: Section 9.10 (titled “Amendments”) of the Bylaws is hereby revised as follows:

Two new sentences shall be added to the end of Section 9.10 and shall provide as follows:

“In the event the Caring for Denver Ordinance is amended at any time by the City Council, by the public, or otherwise, these Bylaws shall be deemed amended to the extent

necessary to comply with or otherwise conform to the Caring for Denver Ordinance, as so amended, without a separate resolution of the Board approving an amendment of the Bylaws to effect such change. A copy of such amendment of the Caring for Denver Ordinance shall be certified by the Secretary and filed in the minute book of the Corporation, together with any additional amendments to the Bylaws adopted by the Board that the Board deems necessary or desirable to conform these Bylaws to the Caring for Denver Ordinance, as so amended.”

Except as amended above, each and every provision of the Bylaws shall remain in full force and effect without change or modification and any inconsistent provision of the Bylaws shall be read to be consistent with this First Amendment to the Bylaws and its purposes.

The Board hereby authorizes and direct its Secretary to execute a certification of the adoption of this First Amendment to the Bylaws, and to file this First Amendment to the Bylaws as so certified in the minute book of the Corporation.

CERTIFICATE

The undersigned hereby certifies that the foregoing First Amendment to the Bylaws constitutes the true and complete copy of the First Amendment to the Bylaws of Caring for Denver Foundation, in full force and effect as of the date above first written.

Kristin M. Bronson, Secretary