BY-LAWS OF THE REDMESA RESERVOIR AND DITCH COMPANY

ARTICLE I. Corporate Name

The name of this corporation is THE REDMESA RESERVOIR AND DITCH COMPANY, a non-profit corporation, incorporated July 27, 1923, under the name Redmesa Ward Reservoir and Ditch Company, the name being changed on Jan 13, 2003 with the Secretary of State, and to the Articles of Incorporation June 7, 2021 and subject to C.R.S. § 7-42-101 et seq. (the "Company"), with its predecessor incorporated on July 3, 1914, under the name The Redmesa Reservoir and Ditch Company.

ARTICLE II. Directors and Officers

- Section 1 The Board of Directors of the Company the ("Board") shall consist of five (5) stockholders of the Company who shall be elected by the stockholders of the Company at their annual meeting (the "Annual Meeting") of a rotating term. A minimum of three 'A' share stockholder must be elected to the Board. The elected positions for Officers will have five-year terms, and Directors will have three-year terms or until their successors are appointed or elected.
- Section 2 The stockholders shall determine the compensation of the Board and the officers of the Company at the Annual Meeting.
- Section 3 Any Board vacancy caused by death, resignation, dismissal, disqualification or any other reason, shall be filled by a vote of a majority of the remaining members of the Board.

Section 4 – Authority of the Board.

- a. All lawful powers of the Company shall be vested in and exercised by or under the authority of the Board. The Board shall have full charge of the Company's business and affairs, including but not limited to the following. The Board:
 - i. shall direct the scheduling, execution and contracting of work;
 - ii. shall approve payment of all bills;
 - iii. shall determine what Company employees to hire and their salary;
- iv. shall establish rules and regulations to protect the Company and its stockholders from any proposed change of use or place of use of Company shares;
 - v. shall determine what property shall be purchased, sold or leased;

- vi. shall establish rules and regulations with regard to delivery of water from the Reservoir, including but not limited to Reservoir and carriage losses and minimum time frames for calling for water and maximum timeframes for the delivery of water after a call has been placed; and
- vii. shall establish rules and regulations for the conduct of a vote by stockholders by mail-in ballot when allowed hereunder.
- viii. may appoint an agent to perform such of these duties as the Board deems prudent.
- b. No agent or employee of the Company shall receive any compensation except as the same has been fixed by the Board before service and the performance of labor.
- c. shall levy the assessments after approval of the Stockholders, at the annual meeting, upon all stock of the Company then issued and outstanding in an amount sufficient to keep the property of the Company in good repair, to meet the payment of any claim or debt against the Company not otherwise provided for and to pay the expenses necessary to maintain and operate the Reservoir, the Company's interest in the Joseph Freed Ditch and, if required, other ditches utilized by the Company

Section 5 – Meetings of the Board of Directors.

- a. The Board shall meet when there is business to be transacted, but not less frequently than annually, at such place, date and time as may be designated upon five days prior notice given to each member of the Board by the Secretary/Treasurer, except as otherwise provided herein.
- b. At any meeting of the Board, a majority thereof shall constitute a quorum for the transaction of business.
- c. The act of the majority of the Board members that are present at a Board meeting at which a quorum is present shall be the act of the Board, except as otherwise provided herein.
- d. Except to amend the bylaws, meetings of the Board may be held by means of telephone conferences or equipment of similar communications by means of which all Board members participating in the meeting can hear each other. Participating in a meeting of the Board by telephone or similar communications equipment shall constitute presence in person at the meeting.

Section $6 - \underline{\text{Removal}}$. At any regular meeting of the stockholders, or at any special meeting called for such purpose, any member of the Board may be removed from office, with or without cause, by vote of the outstanding shares.

ARTICLE III. Officers and their Duties

Section 1 – Officers.

- a. The officers of the Company shall consist of a President, a Vice-President, and a Secretary/Treasurer who shall be elected from among the Board at the first meeting of the Board after the Annual Meeting each year for five (5) years or until their successors are elected or appointed.
- b. The Board may remove an officer at any time for just cause, provided the issue of removal was announced in the notice of the Board meeting where the removal matter is to be considered.
- c. The Board may, in the absence of both the President and the Vice-President or if both the President and Vice-President should be unable to execute the duties of President, elect a President Pro-teem to carry out the duties of President.
- d. The Board may, in the absence of the Secretary/Treasurer or if the Secretary/Treasurer is unable to discharge the duties of his office, elect a Secretary/Treasurer Proteem to carry out the duties of Secretary/Treasurer.
- Section 2 <u>President</u>. The President shall be the chief executive of the Company. He shall sign all official papers and documents of the Company, including certificates of stock in the Company, preside at all meetings of the Board and the stockholders and shall attend to such other duties as the Board may authorize.
- Section 3 <u>Vice President</u>. In the absence of the President or if the President is unable to discharge the duties of his office, the Vice-President shall act in his place and shall have and exercise all powers of the President.

Section 4 – <u>Secretary/Treasurer</u>. The Secretary/Treasurer shall:

- Keep a record of the proceedings of the Board and the Company.
- Possess the seal of the Company and all records for the Company.
- Accurately maintain records of certificates for stock in the Company.

- Sign all official Company documents and certificates of stock and affix the seal of the Company to such documents.
- Keep a complete set of books showing all the accounts, property and transactions of the Company.
- Carefully examine all bills and accounts due or against the Company, prepare checks for payment of accurate bills against the Company and present them to the Board for their action.
- Serve as custodian of all money of the Company, collect all assessments and money due the Company, issue receipts for same and deposit such funds promptly into the Company's bank account.
- Make a report to the Board, annually, or more often if required by the President or the Board, of all business transacted by the Secretary/Treasurer and of the status of all funds, accounts and stock and submit such report(s) at the Annual Meeting.
- The Secretary/Treasurer may be a paid position.

Section 5 – <u>Indemnification</u>. To the extent allowed by Colorado law, the Company shall indemnify all persons who serve as officers or members of the Board of the Company, and their heirs, executors, administrators, successors, and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorneys' fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding, or judgment that may be asserted against any such persons, or in which any such persons are made parties by reason of their being or having been officers or directors of the Company. However, this right of indemnification shall not exist in relation to matters about which it is adjudged in any action, suit, or proceedings that any such persons are liable for gross negligence, breach of fiduciary duty, willful and wanton conduct, criminal conduct, or other acts as may be set forth in C.R.S. § 7-108-402, as exceptions to indemnification.

ARTICLE IV. Meetings of the Stockholders

Section 1 – <u>Annual Meetings</u>.

- a. The annual meeting of the stockholders shall be held on the first Saturday of March for the election of Directors, the levy of stock assessments, and for other purposes.
- b. Each stockholder shall be notified of the Annual Meeting at least fifteen days prior to the meeting by first class mail, telephone or electronically by email or other such media at the stockholder's latest address/email address in the records of the Company. Notice

shall be deemed complete upon each stockholder when the same is deposited in the U.S. mail or sent via email,

- c. If the Board determines that the Annual Meeting cannot be held on the date designated in Section 1 of this Article, the Board may call an Annual Meeting at another time by giving notice as set forth in Section 1 of this Article.
- Section 2 Special meetings of the stockholders of the Company may be called by the Board upon the Board's request or upon the written request of stockholders representing one-third (1/3) of all the stock of the Company then issued. Each stockholder shall be notified of special meetings at least twenty-four hours (24 hours) prior to the intended meeting by first class mail, telephone or electronically by email or other such media at the stockholder's latest address/email address in the records of the Company.
- Section 3 In order for business to proceed at any stockholders' meeting, a majority of the 'A' shares less augmentation shares (51%) of the issued and outstanding stock of the Company must be represented in person or by written proxy ("Duly Organized Stockholders' Meeting"). The stockholders present at a Duly Organized Stockholders' Meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.
- Section 4 If there is insufficient stock represented at any stockholders' meeting, such meeting may be adjourned by the stockholders present. No notice of any adjourned meeting need be given, except by announcement in open meeting, provided that if a meeting is adjourned for more than fifteen days, notice of the adjourned meeting, including the time and place thereof, shall be given as in the case of an original meeting. On questions of parliamentary procedure not covered by these bylaws, Robert's Rules of Order shall govern.
- Section $5 \underline{\text{Voting}}$. Voting by stockholders at any regular or special stockholders' meeting may be by voice vote unless the presiding officer shall direct, or any stockholder demands, a roll call or a vote by ballot.
- Section 6 <u>Shares Held by Two or More Persons</u>. At any stockholders' meeting, shares that stand in the names of two or more persons shall be voted in accordance with the vote or consent of the majority of the persons in whose names the shares stand. When only one of such persons is present, in person or by proxy, he may vote all such shares. All such shares shall be considered for the purpose of determining whether a quorum is present at the meeting.
- Section $7 \underline{\text{Proxies}}$. At any stockholders' meeting, a stockholder may vote by proxy executed in writing by the stockholder or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. Proxy can be evergreen or valid for one year from the date of its execution unless otherwise provided in the proxy. The proxies printed and written by the Secretary shall include verbiage to allow evergreen clauses that the Stockholder may choose to allow. Example: "This agreement shall have an initial

term of two years from the effective date. Upon expiration of the initial term, this agreement shall automatically renew for a period of one year.'

Section 8 – Mail-in Ballots.

- a. A mail-in election by the stockholders on any issue which could otherwise be submitted to the stockholders at an annual or special stockholders' meeting may be held, pursuant to regulations established by the Board, upon the approval of the Board or upon written petition to the Secretary/Treasurer, with signatures representing thirty percent (30%) of the stock of the Company then issued.
- b. A stockholder may vote by mail on any matter at the annual stockholders' meeting, provided that (a) the mail voting on such matter was authorized by a resolution of the Board of Directors, or by a written petition signed by thirty percent (30%) of the stockholders, filed with the Secretary/Treasurer no less than sixty (60) days prior to the meeting at which such issue is to be considered, (b) such a vote is by ballot provided by the Board, and (c) such vote is signed by such stockholder. The presence of a stockholder at a meeting of the stockholders shall revoke a mail vote previously executed by such stockholder and such stockholder shall be entitled to vote at such meeting in the same manner and with the same effect as if such stockholder had not voted by mail.

ARTICLE V. Certificates of Stock

- Section 1 Each share of stock of this Company shall entitle its holder of record on the books of the Company to one vote at all stockholders' meetings.
- Section 2 To entitle a stockholder to vote at an Annual or special Meeting, a transfer of stock must be completed with certificates properly signed at least three days prior to the time of the meeting.
- Section 2.1 Stockholder with Augmentation rights do not have the privilege of voting at the Annual or Special Meetings. The Stockholder Augmentation rights must stay current with their assessments to avoid delinquency. The Company has the right to notify the Colorado Division of Water Resources of the delinquency which may jeopardize their augmentation rights.
- Section 2.2 'A' shares less augmentation shares shall always have seniority over any other shares developed as a division of water within the Reservoir to retain seniority. 'A'- Shares shall garner the highest voting weight of all divisions of water in the Reservoir. Voting weight of any and all new shares will be determined by the Board.
- Section 3 Certificates of stock shall be issued under the seal of the Company and, to be valid, shall be signed by the President and the Secretary/Treasurer of the Company.

Section 4 – No transfer of stock shall be allowed except upon the return and cancellation of the old certificates or a duplicate thereof, as allowed pursuant to § 7-42-113, et seq., and as the same may be amended from time to time. The Secretary/Treasurer shall cancel the old certificate before issuing and signing a new one.

Section 5 – No certificate of stock shall be transferable while the owner of such certificate is indebted to the Company unless the Board authorizes the transfer pursuant to a written agreement with the new owner of the stock that the new owner will pay all indebtedness associated with the stock.

Section 6 – The Company shall have the absolute right to recognize as the owner of any shares of stock issued by it, the person or persons in whose name the certificate representing such shares stands according to the books of the Company.

Section 7 – Lost Certificates

The Company will not issue a duplicate certificate unless the certificate at issue has been lost, mislaid, or destroyed and the shareholder or lienholder complies with the following procedure, which is intended to comply with the statutory procedure set forth in C.R.S. § 7-42-113 through 7-42-117 et seq. or as amended from time to time. Should any stockholder lose a stock certificate, a duplicate certificate may be procured upon the presentation to the secretary affidavits for Company Indemnification and Demand for Issuing a Duplicate Stock Certificate written upon forms, which shall be adopted by the board of directors, and sworn to before a notary by said stockholder. These said affidavits shall be attached to the stub of the lost certificate. The new certificate and stub shall have written across their faces, in red ink, the words "duplicate for" and the number of the certificate which has been lost and for which the duplicate is drawn. The secretary shall collect all associated fees regarding but not limited to: advertisement and legal fees and are the responsibility of stockholder to pay. These fees are to be deposited with the general funds of the company.

ARTICLE VI. Use of Water

Section 1 – All Reservoir water shall be delivered to stockholders at the outlet works of the Reservoir. Irrigation water is generally received by stockholders via the La Plata River and the following irrigation ditches: Joe Freed, Revival, Warren-Vosburgh and Old Indian Ditches (the "Four Ditches").

Section 2 – All water shall be received by stockholders through weirs, division boxes, parshall flumes or gates whether in the Four Ditches or elsewhere, with the water divided as nearly as possible in proportion to the amount of water each stockholder has ordered released from the Reservoir at any time. The manner of the division of the delivered water shall be equitable throughout the entire length of the delivery system, taking into account Reservoir and carriage losses, among other issues. All headgates and division boxes in the Four Ditches shall be locked

and under the control of the Company. Any stockholder who in any manner interferes with the gates and delivery boxes shall forfeit all rights to the use of water from the Reservoir. Every stockholder shall utilize Company water so as not to commit waste or damage.

- Section 3 Each stockholder desiring to change the place of use or type of use to any Company water to which he may be entitled, shall first make written request therefor to the Board. If, in the opinion of the Board, such change may be made without injury to the Reservoir, the Four Ditches, the Company or other stockholders, such water may then be changed as requested. The Stockholder desiring the change shall notify in writing all stockholders who are entitled to receive water at the place from which delivery is to be changed or who may be otherwise adversely affected by the change prior to the meeting at which the Board will consider the change.
- Section 3.1 Storage of Exchange from Bobby K. Taylor Reservoir. Exchange water may be stored if there is available capacity. Storage Priority will be given to the Four Ditches, however other ditches may store exchange water if the Four Ditches are satisfied, with the allocation percentages being determined annually by the Board of Directors. Evaporation will be equally allocated for all water stored in the reservoir.

Section 4 – "A" Shares.

- a. Up to One Thousand One Hundred Forty-two (1,142) shares of stock may be issued for irrigation or augmentation uses.
- b. Each share of stock originally equaled one (1) acre foot of water in the Red Mesa Reservoir (the "Reservoir"), less Reservoir losses and silt fill as determined by the Board. In view of the fact that the reservoir is has a percentage of its capacity filled with silt from over 100 years of use, each share of stock shall be equal to less than one acre foot, less Reservoir losses as determined by the Board.
- c. If the Reservoir does not fill, delivery of water shall be reduced in the proportion that the number of acre-feet of such shortage, as determined by the Board, bears to the total number of acre-feet allocated in stock.
- d. Shares shall be delivered at the outlet works of the Reservoir. Unless otherwise approved by the Board.
- Section 5 <u>Livestock water during non-irrigation season</u> Reservoir water may be delivered in any of the Four Ditches for livestock uses under the following guidelines:
- a. No shareholder may use more livestock water than he has shares (owned or leased) for normal irrigation season uses. The has the right to set it each on a pro-rata basis annually

- b. If the Reservoir does not fill to capacity for the following irrigation season, the user of livestock water may forfeit delivery of a percentage of his irrigation water (owned or leased) for that year as determined by the Board.
 - c. You must be an 'A' stockholder to run stock water.
- Section 5 <u>Reservoir Enlargement</u>. In the event that the Reservoir is enlarged to hold any amount more than its present capacity (approximately 1,142 AF) up to its full decreed amount of water, 4,070 acre-feet:
- i. the Company may issue shares of "B" irrigation stock in a quantity which allows adequate funding for the construction of the enlargement and reasonably meets the water requirements for such shares.
- ii. "A" Shares, and "B" Shares shall be equal to one (1) acre foot of water in the Reservoir, less Reservoir losses and silt fill as determined by the Board for each type of stock.
- iii. "A" Shares, and "B" Shares, shall be delivered at the outlet works of the Reservoir unless otherwise determined by the Board.
- iv. "A" Shares and "B" Shares shall be utilized only during the irrigation season, which is determined annually by the Board.

v. "A" Shares.

(1) "A" shares will have priority over "B" shares. In short years, therefore, "A" shares may be the only irrigation shares to receive water.

vii. "B" Shares.

- (1) If the Reservoir does not fill:
- "B" shares receive any water. (a) "A" shares will be provided their full supply before
- (b) The water projected to be remaining after delivery of water to "A" shares will be apportioned among the "B" shares, subject to Reservoir losses.

ARTICLE VII. Assessments

Section 1 – Assessments.

- a. Assessments shall be levied annually upon all stock of the Company then issued and outstanding in an amount sufficient to keep the property of the Company in good repair, to meet the payment of any claim or debt against the Company not otherwise provided for and to pay the expenses necessary to maintain and operate the Reservoir, the Company's interest in the Joseph Freed Ditch and, if required, other ditches utilized by the Company.
- b. In the event of the enlargement of the Reservoir, assessments for debt service may differ for each type of stock and assessments for operation, maintenance and replacement may differ between irrigation and domestic stock.
- c. All Stockholders must pay assessment that are issued whether you receive water or not used.
- d. Any stock used outside the Four Ditches may be assessed a surcharge on assessments or required to pay higher assessments in the determination of the Board.
- Section 2 No assessment shall be levied unless the question of making such assessment is first approved by a majority of the stockholders of the Company at an Annual or special Meeting, either in person or by written proxy.

Section 3 – First Notice.

- a. As soon as practical after an assessment levy, the Secretary/Treasurer of the Company shall deliver a First Notice in writing to each stockholder in person or by mail, email or other such electronic means, at the stockholder's latest mailing/email address in the records of the Company, of the amount of the stockholder's assessment, requiring payment thereof to the Secretary/Treasurer within two-hundred fifteen (215) days of the date of the First Notice.
- b. If the stockholder cannot reasonably pay the assessment, and so notifies the Secretary/Treasurer in writing before the assessment is due, the Board in its discretion may grant stockholder an alternate payment schedule.
- Section 4 If any stockholder fails to pay the full assessment due upon his stock within two-hundred fifteen (215) days after the First Notice:
 - a. The Secretary/Treasurer shall inform the stockholders that a late fee will be charged, beginning on the two-hundred-sixteen (216th) day if not paid by the 216th day until the assessment is paid in full at a rate of \$1.00 per day. This will be calculated by the stamped postal date on mail, or the date hand delivered to the Secretary/Treasurer. Not the date on the check or money order. Payments

- and partial payments can be made throughout the assessment year and are encouraged.
- b. The stockholder shall not receive any water from the Reservoir until the assessment and any additional applicable charges are fully paid;

c. <u>Second Notice</u>.

- i. At the two-hundred sixteenth day, the Secretary/Treasurer will send a Second Notice, setting forth the same facts as in the First Notice and further informing the stockholder that if the assessment is not paid in full within thirty (30) days from the date of the Second Notice, the delinquent stock shall reverts back to the available pool and allocated. The Stockholder's will remain in allocation until such time as Stockholder pays their past due assessments and regains the use of their water.
- ii. The Second Notice shall be delivered to the delinquent stockholder in person or by registered mail to his latest address in the Company's records and to any holder of a lien on the stock by registered mail. The cost of the mailing shall be added to the stockholder's overdue amount.
- iii. If the Secretary/Treasurer knows of any other person other than the stockholder and lienholder interested in the stock, the Secretary shall mail the Second Notice to such person
- e. <u>Final Notice</u> If after the three years, at the beginning of the fourth (4th) assessment year, the Stockholder does not pay the assessments due and/or it is not leased for three (3) consecutive years, the Company may take action to sell the Stock to pay the assessment and that the delinquent stockholder must return the certificate(s) of the forfeited share(s) within forty-five days of the Final Notice.
- e. <u>Sale of Stock</u>. If, in response to the Final Notice, the assessment is not timely paid, the stock shall be deemed forfeited and the Secretary/Treasurer shall sell the forfeited stock.
- i. If the delinquent stockholder fails to return the certificate for the forfeited shares within forty-five days after the Final Notice, the procedures for a lost certificate set forth at C.R.S. § 7-42-113 through 7-42-117 et seq., shall be followed as if the stockholder had demanded a duplicate certificate with the costs for certificate replacement added to the stockholder's overdue amount.
- ii. Forfeited stock shall first be made available to current stockholders of the Company. The Secretary/Treasurer shall mail to current stockholders notice of the number of shares of stock to be sold, the amount which is due the Company and the time, place within La Plata County and date the sale is to be held, the name of the party responsible for the delinquent stock, and the name of any other person known to the Secretary to be interested therein ("Sale

Notice Information"). The sale date shall be no sooner than thirty (30) days after the notice is mailed. The cost of this mailing shall be added to the stockholder's overdue amount.

- iii. The sale shall be made by the Secretary/Treasurer or by any person designated to act for him. Sale of forfeited stock shall be to the highest sealed bidder with payment made in cash or certified check payable to THE REDMESA RESERVOIR AND DITCH COMPANY on the day of the sale. The minimum acceptable bid shall cover the expenses of the sale and the stockholder's overdue payment including, but not limited to, the assessment, interest, late charges and stock certificate replacement if required (the "Minimum Sale Price").
- iv. If no Company stockholder purchases the forfeited stock, a public sale shall be advertised in a newspaper of general circulation in La Plata County, Colorado. The advertisement shall state the Sale Notice Information and will be published at least twice within the thirty days prior to the sale. The sale date shall be no sooner than thirty (30) days after the first publication of the notice. Publication costs shall be added to the stockholder's overdue amount.
- v. The sale shall be made by the Secretary/Treasurer or by any person designated by him. Sale of forfeited stock shall be to the highest sealed bid and payment shall be cash or certified check payable to THE REDMESA RESERVOIR AND DITCH COMPANY on the day of the sale. The minimum acceptable bid shall be the Minimum Sale Price.
- vi. The proceeds from the sale of forfeited stock will be used to pay the delinquent assessment, interest, late charges and the expenses of the sale of such stock, including stock certificate replacement and advertisement if required, with any balance to be paid either to the forfeiting shareholder or any lienholder, as circumstances.
 - vii. Compliance with By-Laws

Each Stockholder, in accepting shares of stock or the transfer thereof, shall be deemed to have acquiesce in and agreed to all the provisions of these by-laws.

ARTICLE VIII. Waiver of Notice

Whenever any notice is required to be given to any stockholder or Board member under these bylaws or under the provisions of law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX. Miscellaneous

Section $1 - \underline{\text{Seal}}$. The seal of the Company shall contain the word "Seal" in the center thereof with the words "The Redmesa Ward Reservoir and Ditch Company" in the form of a circle,

an impression of which is attached to the margin of this document, or until a new stamp and certificates are procured to indicate the name Redmesa Reservoir and Ditch Company.

Section 2 – Fiscal Year. The fiscal year of the Company shall be the calendar year.

ARTICLE X. Amendment and Suspension of By-Laws

Section 1 – These By-Laws may be amended by a vote of a majority of the Board at any meeting of the Board, provided notice was given at a previous meeting of the Board, notice is mailed to the Stockholders, and no action is taken for at least one (1) week from the time of such notice. The Bylaws may also be amended by the Stockholders at any Duly Organized Stockholders' Meeting by a majority of the "A" Shares, and "B" Shares present.

Section 2 – Board amendments to the Bylaws shall not be effective until reported to and approved by a majority of "A" Shares, "B" Shares, and "Domestic Shares" present at the next Duly Organized Stockholders' Meeting. If no action is taken by the stockholders on any Board amendment to the Bylaws at such next Duly Organized Stockholders' Meeting, the amendment shall be deemed to be approved by and effective as of the date of such stockholders' meeting.

Section 3 – The operation of the Bylaws may, by resolution duly entered on the minutes, be temporarily suspended by the unanimous vote of a quorum of the Board. Such resolution shall express the object of the suspension and the length of the suspension.

Section 4 – Suspension of the Bylaws by the Board shall be reported to the Stockholders at the stockholders' next meeting.

| Adopted by a vote of to as the Bylaws of the C | ompany at a meeting |
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| of the <i>Board</i> of the Company on, 2021. | |
| or | |
| Adopted by a vote and/or of9 to0 as the Bylaws meeting of the <i>Stockholders</i> of the Company on June 14, 2021. 769 of 1134 shares (less augmentation) present, Majority needed | |
| APPROVED BY THE BOARD OF DIRECTORS | |
| Just Jarre | <u> </u> |
| Trust le Touslor | 6-16-2021 |
| Mard Albardt | DATE 6.16-202 |
| Ale Store | DATE <u>6-29-202</u> / |
| Joseph & Gillen | 7-20-2021 |
| | DATE |