

BYLAWS
OF
HISTORIC DOWNTOWN LITTLETON MERCHANTS

ARTICLE I
NAME/PURPOSE

Section 1.1 Name. The name of the Corporation is Historic Downtown Littleton Merchants.

Section 1.2 Purpose. The Corporation is a nonprofit corporation, formed as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code, whose primary purpose is to stimulate trade and improve business conditions in Historic Downtown Littleton. The Corporation is organized under the Colorado Revised Nonprofit Corporation Act (the “Act”) to transact any and all lawful business, subject to any applicable provisions of law governing or regulating such business. The Corporation shall, to the fullest extent permitted, have all powers of a nonprofit corporation as provided by the Act.

ARTICLE II
OFFICES/REGISTERED AGENT

Section 2.1 Principal Office. The principal office of the Corporation shall be at 5765 South Curtice Street, Littleton, Colorado 80120, or at such other location as the Board of Directors may from time to time designate.

Section 2.2 Other Offices. The Corporation may also have offices at such other locations within the State of Colorado or elsewhere in the United States where it is doing business, as its business may require, and as the Board of Directors may from time to time by resolution designate.

Section 2.3 Registered Agent/Registered Office. The Registered Agent is Barry S. Korman, Esq. (the “Registered Agent”). The initial Registered Office of the Corporation is 5765 South Curtice Street, Littleton, Colorado 80120 (the “Registered Office”), which is located within the State of Colorado and is the business address of the Registered Agent. The Registered Agent and/or Registered Office may be changed from time to time by action of the Board of Directors and shall be reported to the Colorado Secretary of State as provided by the Act. The Registered Agent may resign as provided by the Act.

ARTICLE III MEMBERSHIP

Section 3.1 Qualifications/Criteria for Membership. Any person who subscribes to the purpose and basic policies of the Corporation and pays dues as assessed by the Board of Directors may become a Member of the Corporation, subject to compliance with the provisions of these Bylaws. Membership in the Corporation shall be available without regard to race, color, creed, sex religion, age, disability or national origin. Members may be either individuals or businesses, and each Member, whether an individual or a business, shall be entitled to one vote at any membership meeting or election.

Section 3.2 Application for Membership. Persons or businesses may become Members by filling out and delivering to the Corporation a written application available from the Corporation on a form as shall be prescribed from time to time by the Board of Directors. The Board of Directors shall have the authority to accept or reject an application for membership.

Section 3.3 Class of Members/Voting Rights. There is only one class of Members. Each Member is entitled to one vote on each matter submitted to a vote of the membership. Cumulative voting is not allowed. A Member entitled to one vote may only vote in person. Members may not vote by proxy. An individual Member shall cast his or her own vote and a representative of a business Member shall cast the vote on behalf of the business Member with which he or she is associated.

Section 3.4 Additional Classes of Members. The Board of Directors may adopt one or more additional classes of members, voting or non-voting, as it may from time to time establish by resolution.

Section 3.5 Dues. Membership dues shall be charged in such amounts as may be determined by the Board of Directors. Annual membership dues are non-refundable and shall become the property of the Corporation.

Section 3.6 Termination of Membership. The membership of any Member of the Corporation shall automatically terminate on his, her or its written request for such termination delivered to the Corporation either personally, or by U. S. Mail, or by email. Membership shall automatically terminate upon the death or dissolution of such Member or for non-payment of dues, if any, which may be owed by such Member. The Board of Directors may adopt additional policies from time to time regarding termination of membership.

Section 3.7 Meetings of Members. An Annual Meeting of the Members shall be held on the first Wednesday in March or at such time and at such place in Arapahoe County, Colorado as may be determined by the Board of Directors. Other meetings of the Members may be called by the President or the Board of Directors.

Section 3.8 Notice of Meetings. Notice of special meetings stating the place, day and hour of the meeting and the purpose for which the meeting is called, shall be delivered to Members not less than ten (10) nor more than fifty (50) days before the meeting, either personally, by U.S. Mail, or email, by or at the direction of the President, the Secretary, or the Officers or persons calling the meeting, to each Member entitled to vote at that meeting. If mailed, such notice shall be deemed delivered when deposited in the U. S. Mail addressed to the Member at his, her or its address as it appears in the records of the Corporation, with postage prepaid. Monthly meetings held on the first Wednesday of each month held primarily for the purposes of informing Members of Corporation activity and receiving Member input on various issues do not require prior notice.

Section 3.9 Quorum. Ten percent (10%) of the total number of Members of the Corporation shall constitute a quorum for the transaction of business. A majority of the votes entitled to be cast on a matter to be voted upon by the Members present shall be necessary for the adoption thereof unless a greater proportion is required by Colorado law, the Articles of incorporation or these Bylaws.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 Management of Corporation. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 4.2 Number of Directors. The Board of Directors shall consist of at least three (3) but no more than fifteen (15) Directors, which number may be increased or decreased at any time by the action by the Board of Directors. The members of the Board of Directors shall include the Officers, who shall be appointed from time to time by the Board of Directors.

Section 4.3 Qualification of Board of Directors. In order to serve as a member of the Board of Directors, a person must be at least eighteen (18) years of age and be a Member of the Corporation. No person shall be denied the opportunity to serve as a member of the Board of Directors based on race, age, disability, creed, sex, religion or national origin. The Board of Directors may determine other qualifications.

Section 4.4 Application and Appointment of Directors. Persons who wish to be candidates for appointment to the Board of Directors shall fill out and deliver to the Corporation a written application available from the Corporation on a form as shall be prescribed from time to time by the Board of Directors. An individual may also be nominated by a current member of the Board of Directors. A majority vote of the Board of Directors shall be required to elect each applicant or nominee to the Board. An applicant or nominee may request reconsideration by the membership. To be appointed the applicant or nominee requesting reconsideration must be approved by a two-thirds (2/3) vote of the total membership.

Section 4.5 Term of Office. Except as otherwise provided in these Bylaws, the members of the Board of Directors shall each serve for three (3) year terms. A member of the Board of Directors may be reappointed to serve an unlimited number of additional terms.

Section 4.6 Removal of Directors. A Director may be removed by a majority vote of the other Directors at a duly held meeting of the Board of Directors.

Section 4.7 Regular or Special Meeting of the Board of Directors. Regular meetings of the Board of Directors shall be held once each month. All of the regular meetings of the Board of Directors shall be open to the Members of the Corporation under the procedures, which may be adopted from time to time by the Board of Directors. Special meetings of the Board of Directors may be called by or at the request of the President or any member of the Board of Directors. The person calling such special meeting of the Board of Directors may fix the time and place of the meeting, which shall be set forth in the notice provided by these Bylaws.

Section 4.8 Voting. Each Director on the Board of Directors shall have one vote. In the event of a tie vote, there will be a period of discussion time. If a tie vote occurs after this discussion, the President shall cast the additional and deciding vote.

Section 4.9 Quorum. A majority of the number of current Directors established by these Bylaws shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.10 Proxies. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a Director may be deemed to be present at a meeting and to vote if the Director has granted a signed written proxy to another Director who is present at the meeting, authorizing the other Director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided in these Bylaws and as permitted by law, Directors may not vote or otherwise act by proxy.

Section 4.11 Decisions. All decisions/projects taken on by this Corporation shall be made for the benefit of the entire Corporation and not for individual businesses.

Section 4.12 Location of Meetings. Meetings of the Board of Directors may be held either within or outside the state of Colorado, at the offices of the Corporation or such other places as may be designated in the notice of such meeting. The Board of Directors will make reasonable efforts to ensure that the meetings are held in facilities which are accessible to persons with disabilities.

Section 4.13 Notice of Meetings. Notice of any special meeting of the Board of Directors shall be given to Directors at least five (5) days prior thereto, via telephone and/or in writing via U. S. Mail, facsimile or email or by posting written notice at a place designated by the Board of Directors for regular posting of notices of meetings of the

Board of Directors. If mailed, such notice shall be deemed delivered when deposited in the U. S. Mail, properly addressed postage prepaid. Attendance of a Director at any meeting shall constitute a waiver of notice of the meeting except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.14 Action by Board of Directors Without a Meeting. Any action to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken is signed by a majority of the Board of Directors. Such consent may be the result of action taken orally by telephone with the results recorded in writing. The written consent action shall have the same force and effect as a majority vote and may be stated as such in any articles or documents filed with the Secretary of State of Colorado, or otherwise.

ARTICLE V OFFICERS

Section 5.1 Officers. The Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected by the Board of Directors in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including assistant secretaries and assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The same person may hold any two (2) or more offices, except that the President may not hold another office. Each Officer shall act in good faith and all decisions made with the good of the Corporation in mind.

Section 5.2 President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President may sign along with the Secretary or any other proper Officer of the Corporation authorized by the Board of Directors, any instruments which the Board of Directors has authorized to be executed. The President is an ex-officio member of all committees appointed pursuant to these Bylaws.

Section 5.3 Vice President. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties if the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.

Section 5.4 Treasurer. The Treasurer shall attend all meetings of the Board of Directors and shall have charge and custody of and be responsible for all funds, negotiable instruments and other securities, and financial records; receive and give receipts for moneys due and payable for the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other

depositories as shall be selected in accordance with these Bylaws; prepare or cause to be prepared the income tax returns and tax reports; prepare preliminary budgets for submission for approval by the Board of Directors; prepare and provide to the Board of Directors such financial reports as directed by the Board of Directors; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

Section 5.5 Secretary. The Secretary shall attend the meetings of the Board of Directors and shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of the by laws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is fixed to all document which are executed on behalf of the Corporation under its seal which are authorized in accordance with the provisions of these Bylaws; is responsible for handling corporate reports to the State of Colorado and all other ministerial governmental matters except those reserved for the Treasurer; and in general, perform all duties incident of the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors. The Secretary shall also keep and maintain a current membership list of the Corporation. The Board may appoint a recording Secretary who will be responsible for keeping the minutes of the meeting of the Board of Directors in one or more books provided for that purpose.

Section 5.6 Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors to be held after the Annual Meeting. If the election of such Officers shall not be held at such meeting, such election shall be held as soon thereafter as administratively feasible. New offices may be created or filled at any meeting of the Board of Directors. Unless removed, each Officer shall hold office until his or her successor shall have been duly elected and qualified.

Section 5.7 Removal. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors at a duly held meeting whenever in its judgment the best interests of the Corporation would be served thereby.

Section 5.8 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be appointed by the Board of Directors for the unexpired portion of the term.

ARTICLE VI COMMITTEES AND ADVISORS

Section 6.1 Authority to Establish Committees. The President or the Board of Directors may designate one or more committees to perform such tasks or functions as the Board may determine. The committee shall serve at the pleasure and discretion of the Board of Directors. The President shall appoint one member of each committee as chairman, and

one member of each committee must also be a Director. The Board of Directors shall have the authority to disband any committee so designated. The committee chairman may appoint others to serve on such committee.

Section 6.2 Advisors to the Board. The Board of Directors or the President may designate one or more persons to serve as advisors to the Board to perform such tasks or functions that may be designated by the President or the Board. The advisors shall serve at the pleasure and discretion of the President or the Board, as the case may be. The advisors need not be Members of the Corporation.

ARTICLE VII BYLAWS

Section 7.1 Adoption, Amendment and Repeal. These Bylaws may be amended or repealed, in whole or in part, and new Bylaws adopted by the vote or written consent of a majority of the Board of Directors.

Section 7.2 Certification and Inspection. The original or a copy of the Bylaws, as amended or otherwise altered to date, certified by the Secretary of the Corporation shall be recorded and kept in the minute book of the Corporation, and such book shall be open to inspection by any Director or Member at all reasonable times.

ARTICLE VIII INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 8.1 Indemnification. The Corporation shall indemnify its Officers, Directors, employees and agents to the greatest extent permitted by law. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as an Officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE IX DISSOLUTION

Section 9.1 Action By The Board Of Directors. This Corporation may be voluntarily dissolved upon resolution adopted by the Board of Directors when its purpose has been or no longer can be accomplished.

Section 9.2 Distribution of Assets. Upon dissolution of the Corporation, all of the Corporation's assets remaining after payment of, or making provision for, all of its liabilities, shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (6) or Section 501 (c) (3) of the Internal Revenue Code, or to the City of Littleton government for a public purpose. Any such assets not so disposed of shall be disposed of by the Arapahoe County District Court exclusively for such purposes or to such organizations as said Court shall determine, that are formed and operated exclusively for such purposes.

ARTICLE X MISCELLANEOUS

Section 10.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 10.2 Books and Records. The Corporation shall keep correct and complete books and record of account and shall also keep minutes of the proceedings of the Board of Directors.

Section 10.3 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act, or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, 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.

Section 10.4 Liability. No person shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith by such person as a member of the Board of Directors, or as an Officer of the Corporation, if such person exercised or used the same degree of skill, prudence and diligence as a prudent person acting in like capacity and familiar with such matters would have exercised or used in like circumstances in the conduct of an enterprise.

Section 10.5 Arbitration. Any dispute between the Corporation, or its President, or Directors, which is not settled amicably among the parties thereto shall be settled through binding arbitration through the facilities and under the rules of the American Arbitration Association.

Section 10.6 Corporation Checking Account. The checking account will be held at Colorado Business Bank, 2409 West Main Street, Littleton, Colorado, or such other financial institution agreed on by a majority vote of the Board of Directors.