

**AMENDED AND RESTATED BYLAWS
OF
GRAND BEGINNINGS, A COLORADO NONPROFIT CORPORATION**

ARTICLE I: OFFICES

1.1 **PRINCIPAL OFFICE.** The principal office of the Corporation in the State of Colorado shall be located at 62801 US Hwy 40, Granby, Colorado 80446, with a mailing address of P.O. Box 782, Granby, Colorado 80446. The Corporation may also maintain offices at such other places within or without the United States as the Board of Directors may, from time to time, designate, or as the business of the Corporation may require from time to time.

1.2 **REGISTERED OFFICE.** The registered office of the Corporation, required by the Colorado Revised Nonprofit Corporation Act to be maintained in the State of Colorado, may be, but need not be, identical with the principal office of the Corporation in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II: MEMBERS

2.1 **MEMBERS.** The Corporation shall not have voting Members.

ARTICLE III: BOARD OF DIRECTORS

3.1 **NUMBER, ELECTION AND TERM OF OFFICE.**

A. **NUMBER OF DIRECTORS.** The number of Directors of this Corporation shall be in the range of 3 and 10. The number of Directors may be fixed or changed from time to time within the range by the Board of Directors.

B. **ELECTION BY MAJORITY.** Except as may otherwise be provided herein, or in the Articles of Incorporation, the Board of Directors of the Corporation shall be elected by a majority of the votes cast at a meeting of the Board of Directors held for that purpose.

C. **TERM.** Each Director shall hold office for a two-year term until the Annual meeting of the Board of Directors two years after his or her election and/or until his or her successor is elected and qualified, or until his or her death, resignation, or removal, whichever shall occur first.

3.2 **DUTIES AND POWERS.** The Board of Directors shall be responsible for the control and management of the affairs, property, and interests of the Corporation and may exercise all powers of the Corporation, except as are limited in the Articles of Incorporation and/or by statute.

3.3 **PERFORMANCE.** A Director of the Corporation shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in Paragraphs (A), (B), and (C) of this Section; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties shall not have

any liability by reason of being or having been a Director of the Corporation. Those persons and groups on whose information, opinions, reports, and statements a Director is entitled to rely are:

A. One or more officers or employees of the Corporation who the Director reasonably believes to be reliable and competent in the matters presented;

B. Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within such person's professional or expert competence; or

C. A committee of the Board upon which he or she does not serve, duly designated in accordance with the provisions of the Articles of Incorporation or these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

3.4 MEETINGS. An annual meeting of the Board of Directors shall be required. The annual meeting of the Board of Directors shall be held within the first five (5) months of each calendar year, for the purpose of electing Officers and transacting such other business as may properly come before the meeting. The Board of Directors, from time to time, may provide by resolution for the holding of other regular meetings of the Board of Directors, and may fix the time and place thereof. Special meetings of the Board of Directors shall be held whenever called by the President or by one of the Directors, at such time and place as may be specified in the respective notice or waivers of notice thereof.

3.5 ACTION WITHOUT A MEETING. Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if all Directors consent to such action in writing. Action taken under this section has the same effect as action taken at a meeting of Directors and may be described as such in any document. Consent minutes created under this Article may be signed in counterparts and/or electronically.

3.6 MEETINGS BY TELECOMMUNICATION. Any or all of the Directors may participate in a meeting by or through use of any means of communication by which all persons participating in the meeting may hear each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting.

3.7 NOTICE OF SPECIAL MEETING. The President or Secretary shall give or cause to be given notice of the time, place, and purpose of holding each special meeting by mailing or hand delivering such notice at least ten (10) days prior to such meeting to each Director at the respective addresses of said Directors as they appear on the records of the Corporation.

3.8 WAIVER OF NOTICE. Any Director may at any time waive any notice required to be given under these Bylaws, or by statute or otherwise. The presence of the Director in person or by proxy at any meeting of the Board of Directors shall be deemed such a waiver.

3.9 QUORUM. The presence, either in person or by proxy, of at least a majority of the eligible votes of the Board of Directors shall constitute a quorum of the Board of Directors for all purposes unless the representation of a larger group shall be required by law, the Articles or these Bylaws, and in that event, representation of the number so required shall constitute a quorum.

3.10 CHAIRMAN. At all meetings of the Board of Directors, the Chairman of the Board, if any and if present, shall preside. If there is no Chairman, or if he or she is absent, then the President shall preside, and in his or her absence, a Chairman chosen by the Directors shall preside.

3.11 MANNER OF ACTION. At all meetings of the Board of Directors, each Director present shall have one vote. Except as otherwise provided by statute, by the Articles of Incorporation, or by these Bylaws, the action of a majority of the Directors present at any meeting in which a quorum is present shall be the act of the Board of Directors. Any action authorized in writing by all of the Directors entitled to vote thereon and filed with the Minutes of the Corporation shall be the act of the Board of Directors, with the same force and effect as if it had been taken by unanimous vote at a duly called meeting of the Board.

3.12 RESIGNATION. Any Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

3.13 REMOVAL. Any Director may be removed, with or without cause, at any time by the unanimous vote of the other Directors, at a special meeting of the Directors called for that purpose, in the manner provided for and in accordance with the Colorado Revised Nonprofit Corporation Act.

3.14 VACANCIES. Any vacancy on the Board of Directors may be filled by the affirmative vote of a majority of the remaining members. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office.

3.15 COMPENSATION. Directors shall not receive any stated salaries for their services but by resolution of the Board, expenses of attendance may be allowed for attendance at each annual, regular or special meeting of the Board.

3.16 PRESUMPTION OF ASSENT. A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director objects at the beginning of such meeting to the holding of the meeting or to the transacting of business at the meeting, unless his or her dissent is entered in the minutes of the meeting or unless he shall file his or her written dissent to such action with the presiding officer of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member who voted in favor of such action.

3.17 COMMITTEES. The Board of Directors, by resolution adopted by a majority of the entire Board, may from time to time create from among its members a committee, any of which shall have such authority in the management.

ARTICLE IV: OFFICERS

4.1 NUMBER. The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers, including a Chairman of the Board of Directors and one or more Vice Presidents, as the Board of Directors may from time to time deem advisable. Any two or more offices may be held by the same person.

4.2 ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected by a majority vote of the Board of Directors at their annual meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as possible. Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his or her election and until his or her successor shall have been elected and qualified, or until his or her death, resignation, or removal.

4.3 RESIGNATION. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

4.4 REMOVAL. Any officer, or other agent, of the Corporation may be removed by the Board of Directors with or without cause and a successor elected by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

4.5 VACANCIES. A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by the Board of Directors.

4.6 DUTIES. The officers of the Corporation shall, unless otherwise provided by the Board of Directors, each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may be set forth in these Bylaws, or may from time to time be specifically conferred or imposed by the Board of Directors. The President shall be the chief executive officer of the Corporation.

4.7 COMPENSATION. The officers may be paid a salary as determined by the Board of Directors from time to time.

4.8 BOND. In case the Board of Directors shall so require, any officer, employee, or agent of the Corporation shall execute to the Corporation a bond in such sum, and with such surety or sureties as the Board of Directors may direct; conditioned upon the faithful performance of his or her duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds, or securities of the Corporation which may come into his or her hands.

ARTICLE V: FISCAL YEAR

The fiscal year of the Corporation is currently July 1st through June 30th, but may be amended by the Board of Directors from time to time, subject to applicable law.

ARTICLE VI: CORPORATE SEAL

The Corporate Seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the State of incorporation, the word "Seal," and any other markings required by law.

ARTICLE VII: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws, or under the provisions of the Articles of Incorporation, or under the Colorado Revised Nonprofit Corporation Act, or otherwise; a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII: AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Board of Directors present at any meeting of the Board of the Corporation at which a quorum is present.

ARTICLE IX: ACCOUNTING / AUDITS

The Officers are hereby mandated to retain at all times an independent bookkeeping/accounting service provider to reconcile the Corporation's financial books at least annually and to assist in preparation of the Corporation's tax returns, if any. Additionally, the Officers shall cause to have the Corporation's financial books audited by an independent auditor at least every three years, or as otherwise required by the IRS.

I HEREBY CERTIFY that the foregoing Amended and Restated Bylaws constitute the current Bylaws of Grand Beginnings, as adopted by the Board of Directors of the Corporation as of the 12th day of January, 2009.

Signed by all Board of Directors and on file in the office.