

BYLAWS OF ADVENTURE ACRES FOUNDATION

(A Colorado Nonprofit Corporation)

ARTICLE I – NAME AND OFFICES

Section 1. Name

The name of the corporation is **Adventure Acres Foundation** (the “Corporation”).

Section 2. Principal Office

The principal office of the Corporation shall be located at 1056 County Road 95, Florence, Colorado 81226, or at such other place as the Board of Directors may designate from time to time.

Section 3. Registered Office and Agent

The registered office and registered agent shall be as stated in the Articles of Incorporation and may be changed by the Board of Directors in compliance with Colorado law.

ARTICLE II – PURPOSES

Section 1. General Purpose

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Purposes

The specific purposes of the Corporation include, but are not limited to:

- (a) promoting environmental stewardship and regenerative land practices;
- (b) providing sustainability education and ecological restoration programs;
- (c) facilitating community engagement and public outreach related to regenerative agriculture and eco-tourism; and
- (d) conducting all lawful activities consistent with these purposes.

ARTICLE III – MEMBERSHIP

Section 1. No Members

The Corporation shall have **no voting members**. All powers shall reside in the Board of Directors.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Powers and Duties

The affairs of the Corporation shall be managed by the Board of Directors. The Board shall have control and management of the property, business, and affairs of the Corporation.

Section 2. Number and Qualification

The Corporation shall initially have **one (1)** director. The number of directors may be increased or decreased by amendment to these Bylaws, but shall never be less than one (1).

Section 3. Election and Term

The sole incorporator, **Justin Lake Whedon**, shall serve as the initial Director and shall hold office until resignation or replacement by action of the Board.

Section 4. Meetings

- (a) **Annual Meeting.** The Board shall hold at least one annual meeting each fiscal year, at such time and place as determined by the Director.
- (b) **Special Meetings.** Special meetings may be called by the Director at any time.
- (c) **Notice.** Written or electronic notice stating the date, time, and place of any meeting shall be delivered not less than five (5) days before the meeting.
- (d) **Action Without a Meeting.** Any action required or permitted to be taken may be taken without a meeting if the Director consents in writing or electronically.

Section 5. Quorum and Voting

As there is only one Director, that Director shall constitute a quorum and may act unilaterally on all corporate matters.

Section 6. Compensation

Directors shall serve without compensation but may be reimbursed for reasonable expenses incurred in the performance of duties.

ARTICLE V – OFFICERS

Section 1. Officers

The officers of the Corporation shall consist of a **President**, **Secretary**, and **Treasurer**, all of whom shall be appointed by and serve at the pleasure of the Board of Directors. The same person may hold multiple offices.

Section 2. Duties

- (a) **President.** The President shall serve as the chief executive officer, preside over meetings, execute documents, and perform all duties incident to the office.
- (b) **Secretary.** The Secretary shall maintain minutes of meetings, keep records of the Corporation, and handle correspondence.
- (c) **Treasurer.** The Treasurer shall manage financial affairs, maintain accurate financial records, and report annually on the Corporation's finances.

Section 3. Additional Officers

The Board may create and appoint additional officers or agents as deemed necessary for the efficient operation of the Corporation.

ARTICLE VI – COMMITTEES

The Board may establish standing or ad hoc committees as deemed necessary. Committees shall report to the Board and may not act independently of the Board's authority.

ARTICLE VII – CONFLICT OF INTEREST

No Director, officer, or employee shall use their position or the Corporation's assets for personal gain. Any possible conflict of interest shall be disclosed to the Board, and the interested person shall abstain from voting or decision-making related to the matter.

ARTICLE VIII – INDEMNIFICATION

To the fullest extent permitted by Colorado law, the Corporation shall indemnify and hold harmless any Director, officer, employee, volunteer, or agent of the Corporation who acts in good faith and in a manner reasonably believed to be in the best interests of the Corporation. This indemnification shall not apply to acts of gross negligence, fraud, or intentional misconduct.

ARTICLE IX – NONDISCRIMINATION AND PUBLIC BENEFIT

The Corporation shall not discriminate on the basis of race, color, religion, gender, gender identity, sexual orientation, national origin, age, disability, or any other protected status in any of its policies, programs, or activities. All operations shall be conducted for the public good in furtherance of its charitable and educational purposes.

ARTICLE X – FISCAL YEAR

The fiscal year of the Corporation shall begin on **January 1** and end on **December 31** of each year.

ARTICLE XI – AMENDMENTS

These Bylaws may be adopted, amended, or repealed by a **majority vote of the Board of Directors** at any regular or special meeting, or by written consent.

ARTICLE XII – DISSOLUTION

Upon dissolution, assets shall be distributed exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government or a state or local government, for a public purpose. Any remaining assets shall be distributed by a court of competent jurisdiction located in the county of the Corporation's principal office.

ARTICLE XIII – ADOPTION

These Bylaws were adopted by the Board of Directors of **Adventure Acres Foundation** on this **23rd day of October, 2025**, and shall remain in effect until amended or repealed.

Signed, 

Justin Lake Whedon

Director, President, Secretary, and Treasurer
Adventure Acres Foundation
1056 County Road 95, Florence, CO 81226