

Zone Map Amendment (Rezoning) - Application

PROPERTY OWNER INFORMATION*		PROPERTY OWNER(S) REPRESENTATIVE**	
<input type="checkbox"/> CHECK IF POINT OF CONTACT FOR APPLICATION		<input checked="" type="checkbox"/> CHECK IF POINT OF CONTACT FOR APPLICATION	
Property Owner Name	KGN Asset Management, Inc	Representative Name	Andre Couvillion
Address	423 S. Gilpin Street	Address	RealArchitecture 2899 N. Speer Blvd #102
City, State, Zip	Denver, CO 80209	City, State, Zip	Denver, CO 80211
Telephone	720-323-5917	Telephone	303-477-5550
Email	kgninvestments@hotmail.com	Email	andre@realarchitecture.com
<p>*If More Than One Property Owner: All standard zone map amendment applications shall be initiated by all the owners of at least 51% of the total area of the zone lots subject to the rezoning application, or their representatives authorized in writing to do so. See page 3.</p>		<p>**Property owner shall provide a written letter authorizing the representative to act on his/her behalf.</p>	
<p>Please attach Proof of Ownership acceptable to the Manager for each property owner signing the application, such as (a) Assessor's Record, (b) Warranty deed or deed of trust, or (c) Title policy or commitment dated no earlier than 60 days prior to application date.</p> <p>If the owner is a corporate entity, proof of authorization for an individual to sign on behalf of the organization is required. This can include board resolutions authorizing the signer, bylaws, a Statement of Authority, or other legal documents as approved by the City Attorney's Office.</p>			
SUBJECT PROPERTY INFORMATION			
Location (address and/or boundary description):	5611 E. Iowa Avenue, Denver, CO 80224		
Assessor's Parcel Numbers:	06203-27-016-00		
Area in Acres or Square Feet:	14,191 sf		
Current Zone District(s):	S-SU-D		
PROPOSAL			
Proposed Zone District:	S-RH-2.5		

REVIEW CRITERIA	
<p>General Review Criteria: The proposal must comply with all of the general review criteria DZC Sec. 12.4.10.7</p>	<p><input checked="" type="checkbox"/> Consistency with Adopted Plans: The proposed official map amendment is consistent with the City's adopted plans, or the proposed rezoning is necessary to provide land for a community need that was not anticipated at the time of adoption of the City's Plan.</p> <p>Please provide an attachment describing relevant adopted plans and how proposed map amendment is consistent with those plan recommendations; or, describe how the map amendment is necessary to provide for an unanticipated community need.</p> <p><input checked="" type="checkbox"/> Uniformity of District Regulations and Restrictions: The proposed official map amendment results in regulations and restrictions that are uniform for each kind of building throughout each district having the same classification and bearing the same symbol or designation on the official map, but the regulations in one district may differ from those in other districts.</p> <p><input checked="" type="checkbox"/> Public Health, Safety and General Welfare: The proposed official map amendment furthers the public health, safety, and general welfare of the City.</p>
<p>Additional Review Criteria for Non-Legislative Rezoning: The proposal must comply with both of the additional review criteria DZC Sec. 12.4.10.8</p>	<p>Justifying Circumstances - One of the following circumstances exists:</p> <p><input type="checkbox"/> The existing zoning of the land was the result of an error.</p> <p><input type="checkbox"/> The existing zoning of the land was based on a mistake of fact.</p> <p><input type="checkbox"/> The existing zoning of the land failed to take into account the constraints on development created by the natural characteristics of the land, including, but not limited to, steep slopes, floodplain, unstable soils, and inadequate drainage.</p> <p><input checked="" type="checkbox"/> The land or its surroundings has changed or is changing to such a degree that it is in the public interest to encourage a redevelopment of the area to recognize the changed character of the area.</p> <p><input type="checkbox"/> It is in the public interest to encourage a departure from the existing zoning through application of supplemental zoning regulations that are consistent with the intent and purpose of, and meet the specific criteria stated in, Article 9, Division 9.4 (Overlay Zone Districts), of this Code.</p> <p>Please provide an attachment describing the justifying circumstance.</p> <p><input checked="" type="checkbox"/> The proposed official map amendment is consistent with the description of the applicable neighborhood context, and with the stated purpose and intent of the proposed Zone District.</p> <p>Please provide an attachment describing how the above criterion is met.</p>
REQUIRED ATTACHMENTS	
Please ensure the following required attachments are submitted with this application:	
<input checked="" type="checkbox"/> Legal Description (required to be attached in Microsoft Word document format) <input checked="" type="checkbox"/> Proof of Ownership Document(s) <input checked="" type="checkbox"/> Review Criteria	
ADDITIONAL ATTACHMENTS	
Please identify any additional attachments provided with this application:	
<input checked="" type="checkbox"/> Written Authorization to Represent Property Owner(s) <input checked="" type="checkbox"/> Individual Authorization to Sign on Behalf of a Corporate Entity	
Please list any additional attachments:	
Exhibit A: Addendum to Review Criteria Exhibit B: Adjacent Zone District Map Exhibit C: Blueprint Denver Neighborhood Center Map	

PROPERTY OWNER OR PROPERTY OWNER(S) REPRESENTATIVE CERTIFICATION/PETITION

We, the undersigned represent that we are the owners of the property described opposite our names, or have the authorization to sign on behalf of the owner as evidenced by a Power of Attorney or other authorization attached, and that we do hereby request initiation of this application. I hereby certify that, to the best of my knowledge and belief, all information supplied with this application is true and accurate. I understand that without such owner consent, the requested official map amendment action cannot lawfully be accomplished.


Property Owner Name(s) (please type or print legibly)	Property Address City, State, Zip Phone Email	Property Owner Interest % of the Area of the Zone Lots to Be Rezoned	Please sign below as an indication of your consent to the above certification statement	Date	Indicate the type of ownership documentation provided: (A) Assessor's record, (B) warranty deed or deed of trust, (C) title policy or commitment, or (D) other as approved	Has the owner authorized a representative in writing? (YES/NO)
EXAMPLE John Alan Smith and Josie Q. Smith	123 Sesame Street Denver, CO 80202 (303) 555-5555 sample@sample.gov	100%	<i>John Alan Smith</i> <i>Josie Q. Smith</i>	01/01/12	(A)	YES
KGN Asset Management, Inc.	423 S. Gilpin Street Denver, CO 80209 (720) 323-5917 KGNinvestments@hotmail.com	100%		3/28/18	(A)	YES

EXHIBIT A

**ADDENDUM PAGES TO PROPOSED OFFICIAL ZONE MAP AMENDMENT APPLICATION
FOR:
5611 E. IOWA AVENUE**

ZONING INFORMATION

Current Zoning: S-SU-D

Proposed Zoning: S-RH-2.5

LEGAL DESCRIPTION

The West 100 feet of the South Half of Lot 1, Block 2, Vrooman Subdivision, City and County of Denver, State of Colorado.

PROPERTY OWNER INFORMATION

KGN Asset Management, Inc

Keith Nylund, Manager

423 S. Gilpin Street, Denver, CO 80209

AUTHORIZED REPRESENTATIVE

Andre Couvillion, RealArchitecture

2899 N. Speer Blvd. #102

Denver, CO 80211

Criteria for Review / Staff Evaluation

The criteria for review of this rezoning application are found in DZC, Sections 12.4.10.7 and 12.4.10.8, as follows:

DZC Section 12.4.10.7

1. Consistency with Adopted Plans
2. Uniformity of District Regulations and Restrictions
3. Public Health, Safety and General Welfare

DZC Section 12.4.10.8

1. Justifying Circumstances
2. Consistency with Neighborhood Context Description, Zone District Purpose and Intent Statements

SECTION 1 – CONSISTENCY WITH ADOPTED PLANS

The Property is a part of the Virginia Village Neighborhood, which falls under the following Adopted Plans:

- 1) Comprehensive Plan 2000
- 2) Blueprint Denver
- 3) Virginia Village Neighborhood Plan (not adopted by City Council and therefore not included in analysis)

1) Denver Comprehensive Plan 2000

The proposed Zone Map Amendment is consistent with many Denver Comprehensive Plan strategies, including:

ENVIRONMENTAL SUSTAINABILITY CHAPTER

Objective 2: Stewardship of Resources

Strategy 2-F:

“Conserve land by:

-Promoting infill development within Denver at sites where services and infrastructure are already in place.

-Designing mixed-use communities and reducing sprawl, so that residents can live, work and play within their own neighborhoods.”

LAND USE CHAPTER

Objective 3: Residential Neighborhoods and Business Centers

Strategy 3-B:

“Encourage quality infill development that is consistent with the character of the surrounding neighborhood; that offers opportunities for increased density and more amenities; and that broadens the variety of compatible uses.”

Strategy 3-D:

*“Identify and enhance existing focal points in neighborhoods, and encourage the development of such focal points where none exist. A neighborhood focal point might be a park, a school, a distinctive **shopping area**, a transit station, a cultural or recreational facility – any easily recognized amenity that helps create and define a neighborhood’s image.”*

The proposed map amendment would promote infill development on a long-vacant lot on a future Collector street (Note: Holly Street is currently categorized as an Arterial Street, but the applicants have been told that it will be changed to Collector status), while also furthering the enhancement of the focal point of the neighborhood, where more dense Zone Districts are already in place to border the adjacent Commercial and Mixed-Use Zone Districts.

2) Blueprint Denver

Per Blueprint Denver, this property is located within an Area of Stability, and its designation therein calls for Single-Family Residential.

LAND USE

The proposed map amendment, while proposing a re-zoning from S-SU-D to S-RH-2.5, aligns with many of Blueprint Denver’s Land Use Strategies, including:

- *Compatibility between **existing and new development***
- ***Infill and redevelop vacant** and underused properties*
- ***Diversity of housing type, size, and cost***

Blueprint Denver specifically states that *“In some instances it may be appropriate to change the zoning in Areas of Stability to create a better match between existing land uses and the zoning.”* In this instance, although the entire area is listed as Single Family Residential, the site is directly adjacent to two different zone districts which do not fit the criteria: S-RH-2.5 and S-MX-2, both of which lie on the Collector-future-designated Holly Street.

AREA OF STABILITY

In regard to the “Area of Stability” designation, Blueprint Denver’s specific *“goal for the Areas of Stability is to identify and maintain the character of an area while accommodating some new development and redevelopment.”* Given the adjacent mix of Zone Districts (including S-RH-2.5 directly across the street), the future Collector Holly Street, and the proximity to the Blueprint Denver “Neighborhood Center” to the North, this property is an appropriate location to accommodate new development.

STREET CLASSIFICATIONS

As mentioned previously, Holly Street’s future classification as a Collector Street is significant to this proposal: Blueprint Denver defines Collectors as “*designed to provide a greater balance between mobility and land access within residential, commercial, and industrial areas.*” Indeed, given the mix of townhomes, commercial buildings, and houses near this property, Holly Street does provide this balance.

SECTION 2 – UNIFORMITY OF DISTRICT REGULATIONS

The proposed map amendment to S-RH-2.5 would result in the uniform application of the zone district building form, use, and design regulations.

SECTION 3 – PUBLIC HEALTH, SAFETY, AND GENERAL WELFARE

The proposed official map amendment furthers the public health, safety, and general welfare of the City through the implementation of the City’s adopted plans.

In addition the map amendment improves public health, safety, and general welfare by:

- providing a physical buffer between Holly Street and the Single Family Residential Area
- Allowing development on a long-vacant property to provide more “eyes” on Holly Street and the neighborhood in general
- Adding more residences within walking distance of the Neighborhood Center

SECTION 4 – DESCRIPTION OF JUSTIFYING CIRCUMSTANCES

“The land or its surroundings has changed or is changing to such a degree that rezoning that it is in the public interest to encourage a redevelopment of the area to recognize the changed character of the area.”

This proposed map amendment is in response to the changed and changing conditions in the area immediately surrounding the subject property, which result in a surrounding neighborhood character more appropriate to S-RH-2.5 than the existing S-SU-D zoning. This area has a great deal of variety in terms of Zoning (See Exhibit B):

- a large S-MX-2 district directly adjacent to the North
- S-RH-2.5 district directly adjacent to the West
- Nearby PUD district with large commercial development and Montessori School

Given the property’s location on the corner of a Collector Street (Holly Street) and the presence of: A) a townhome development directly across the street, and B) adjacent commercial development to the north, this proposed map amendment would recognize the character of this neighborhood and encourage redevelopment in this neighborhood akin to and in scale with its surroundings. Allowing appropriate development and density (matching that of the existing surroundings on Holly Street) would contribute to the establishment of a mix of walkable residential areas and commercial areas.

SECTION 5 – CONSISTENCY WITH NEIGHBORHOOD CONTEXT **DESCRIPTION, ZONE DISTRICT PURPOSE, AND INTENT STATEMENTS**

According to Section 3.1.1 of the Denver Zoning Code, “*The Suburban Neighborhood Context is characterized by single-unit and multi-unit residential, commercial strips and centers, and office parks. Single-unit residential consists typically of the Suburban House building form with street-facing garages. Multi-unit building forms are typically separated from single-unit residential and **consist of Town House and occasional mid- and high-rise Apartment building forms.** Commercial buildings are typically separated from residential and consist of Shopfront and General forms. Single-unit residential uses are primarily located away from residential and commercial arterial streets. **Multi-unit residential and commercial uses are primarily located along arterial and collector streets.**”*

As previously mentioned, this proposed map amendment is in response to the changed and changing conditions in the area immediately surrounding the subject property. Given its location on a Collector Street, the change to S-RH-2.5 matches the description of the Suburban Neighborhood Context.

Given the variety of adjacent Zone Districts (See Exhibit B), the change to S-RH-2.5 (which is directly adjacent West of the property) will be consistent and applicable within the neighborhood context:

- S-MX-2
- S-RH-2.5
- PUD district with large commercial development
- Education and Montessori School

According to Section 3.2.2 of the 2010 Denver Zoning Code, the General Purpose of the S-RH-2.5 Zone District classification is as follows:

*“A. The intent of the Residential districts is to promote and protect residential neighborhoods within the character of the Suburban Neighborhood Context. **These regulations allow for some multi-unit districts**, but not to such an extent as to detract from the overall image and character of the residential neighborhood.*

...

*D. ...These regulations are also intended to reinforce desired development patterns in existing neighborhoods **while accommodating reinvestment.**”*

The S-RH-2.5 Zone District (which, again, is present on the other side of Holly Street) has specific criteria controlling for setbacks, density, and building height in order to appropriately and consistently match the neighborhood context.

Exhibit B

5611 E. Iowa Street – Adjacent Zone Districts

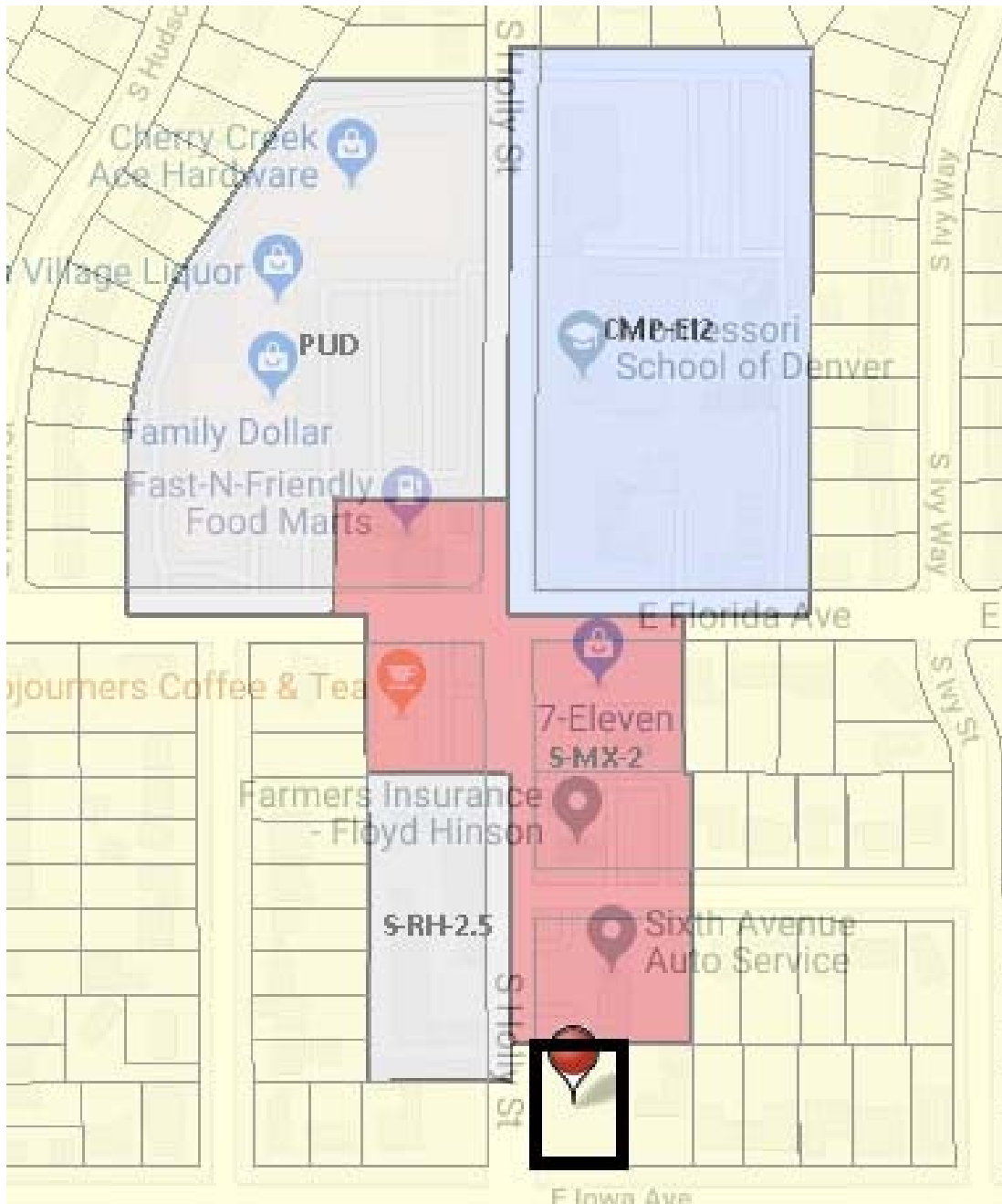


Exhibit C

Blueprint Denver Neighborhood Center

DENVER THE MILE HIGH CITY
Neighborhood Business Visiting Government Online Services A to Z Search

Denver Maps

Home / Map / Blueprint Denver

To download map data visit the Denver Open Data Catalog

Blueprint Denver

Blueprint Denver Concept Land Use and Area of Change



 = SUBJECT PROPERTY



Neighborhood

Business

Visiting

Government

Online Services

A to Z

Search



Denver Property Taxation and Assessment System

[New Search](#)

5611 E IOWA AVE

Owner	Schedule Number	Legal Description	Property Type	Tax District
KGN ASSET MANAGEMENT INC 5611 E IOWA AVE DENVER, CO 80224	06203-27-016-000	VROOIJAN SUB BLK 2 W 100FT OF S/2 OF L 1	RX ZONED VACANT LAND - (RES)	DENV

[Summary](#)
[Property Map](#)
[Assessed Values](#)
[Assessment Protest](#)
[Taxes](#)
[Comparables](#)
[Neighborhood Sales](#)
[Chain of Title](#)

[Print Summary](#)

Property Description

Style:	OTHER	Building Sqr. Foot:	0
Bedrooms:		Baths Full/Half:	0/0
Effective Year Built:	0000	Basement/Finish:	0/0
Lot Size:	14.191	Zoned As:	S-SU-D
Mill Levy:	77.134	Document Type:	WD

Valuation zoning may be different from City's new zoning code.

KGN ASSET MANAGEMENT, INC.

423 S. GILPIN STREET DENVER, CO 80209

720-323-5917 - KGNINVESTMENTS@HOTMAIL.COM

3/28/18

RE: Authorized Representative for Rezoning at 5611 E. Iowa Avenue

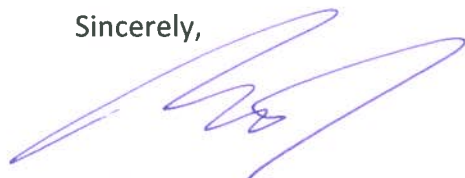
CPD – Rezoning
201 W. Colfax Ave., Dept. 205
Denver, CO 80202

Dear Staff:

This letter shall serve as authorization for Andre Couvillion to act as agent for KGN Asset Management (owner of the property at 5611 E. Iowa Avenue, Denver, CO 80224) for the purpose of the proposed Zoning Map Amendment.

If you have any questions regarding this matter please feel free to contact me directly.

Sincerely,



Keith Nylund, Manager

File

CORPORATE BYLAWS
OF
KGN Asset Management Inc

These are general Bylaws that have been customized with your company's information. These Bylaws should be reviewed and edited by the company's Board of Directors and/or attorney to meet your company's specific needs and to conform to any statutory changes before adoption.

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CORPORATE BYLAWS

OF

KGN Asset Management Inc

Article 1---Organization

- 1.1 PRINCIPAL OFFICE. The principal office of the Corporation will be determined by the Board of Directors. Other offices may also be established at such places that the Board deems necessary for the conduct of business. A copy of these bylaws will be kept at the principal office.
- 1.2 REGISTERED AGENT. The name and address of the Registered Agent is provided in the Articles of Incorporation that was filed with the Secretary of State. The Registered Agent may only be changed by filling out the appropriate paperwork with the Secretary of State. Each change of Registered Agent must be approved by the Board of Directors.
- 1.3 BYLAWS AMENDMENTS. These Bylaws may be amended by the shareholders or Board of Directors. Notice of all changes must be given to the shareholders before the next Shareholder's meeting after the adoption of the changes.

Article 2---Shareholder's Meetings

- 2.1 ANNUAL MEETING. On the anniversary of the Corporation's formation, an annual meeting of the Shareholders will be held at the principal place of business or at an alternate location chosen by the Board of Directors.
- 2.2 PURPOSE OF ANNUAL MEETING. The purpose of the annual meeting will be the election of Board members and to address other issues that require shareholder approval.

2.3 TELEPHONE MEETINGS. When necessary or desired, Shareholders may elect to meet via conference call or any other means where all participants can hear each other. Decisions made at such meetings will have the same authority and power as a decision made at meetings where the participants were physically present.

2.4 ACTION WITHOUT A MEETING. Any action that may be taken at a meeting of the Shareholders may be taken without a meeting if all members entitled to vote, in writing, files consent to the action with the Secretary of the Corporation. All such actions will have the same authority and power as actions passed at meetings where the participants were physically present. Consent documents will be kept in the Corporate Record Book at the principal place of business.

2.5 NOTICE OF MEETING. The Board or person calling a meeting of the shareholders will provide notice of the meeting no less than 10 days before the meeting to all shareholders who have a right to vote. A shareholder or group of shareholders must hold at least 10 percent of the shares entitled to vote in order to call a meeting. The notice must include the date, time, and place of meeting. In the case of a special meeting the purpose of the meeting must be included in the notice.

2.6 VOTING. Voting rights will be determined by the Secretary based on the Corporation's Share Transfer books. Each share is entitled to one vote regardless of the class. Votes may be cast in person or by proxy executed in writing.

2.7 QUORUM. A majority of the qualified voting shareholders, in person or by proxy, will constitute a quorum. A quorum is required for actions taken to be considered Shareholder approved.

Article 3---Board of Director Meeting

3.1 MEETING LOCATION. Meetings shall be held at the Corporation's principal place of business or at an alternate location chosen by the Board.

3.2 REGULAR MEETINGS. Regular Meetings shall be held at a date and time that is acceptable to the Board members and at a frequency that promotes the growth of the Corporation.

- 3.3 SPECIAL MEETINGS. Special meetings may be called at any time by president of the Board of Directors. Notice of the meeting must be received by each Director at least 3 days before the meeting. The notice must include the agenda for the meeting along with the place and time of the meeting.
- 3.4 TELEPHONE MEETINGS. When necessary or desired, the Board may elect to meet via conference call or any other means where all participants can hear each other. Decisions made at such meetings will have the same authority and power as a decision made at meetings where the participants were physically present.
- 3.5 ACTION WITHOUT A MEETING. Any action that may be taken at a regular or special meeting of the Board may be taken without a meeting if all members of the Board, in writing, consent to the action. All such actions will have the same authority and power as actions passed at meetings where the participants were physically present.
- 3.6 QUORUM. A majority of the authorized Directors will constitute a quorum. A quorum is required for actions taken to be considered Board approved.

Article 4---Directors

- 4.1 AUTHORITY. The business and affairs of the Corporation shall be managed by a Board of Directors subject to any limitations in the Articles of Incorporation.
- 4.2 ELECTION. The members of the Board of Directors will be elected by the voting members at the annual meeting. The Director will serve for the time specified at his or her election but for no less than one year.
- 4.3 NUMBER OF DIRECTORS. The number of authorized directors will be determined by the Board. This number may be increased or decreased as needed by a vote of the Board. No decrease in the number of Directors may shorten the term of an incumbent Director.
- 4.4 RESIGNATION. At any time, a Director may resign by giving a letter of resignation to the Secretary of the Corporation. The resignation will become effective immediately or at the date specified without a vote of

the Board. A vote of a quorum of Directors or Shareholder will be required to remove a Director for cause.

4.5 VACANCIES. Vacancies on the Board will be filled by a vote of the Board. A majority vote of the current Directors will be required for election. Board elected directors will serve until the next Shareholder's annual meeting when a Board of Directors election will be held.

4.6 COMPENSATION. Directors will serve on a voluntary basis and will not receive compensation for their services except for expenses incurred and specified by Board resolutions. A Director may be compensated for services provided to the Corporation if he also serves in another position such as an officer, agent, or employee.

Article 5---Officers

5.1 NUMBER OF OFFICERS. The Corporation shall have at least a President and a Secretary. Other officers, along with titles and responsibilities, may be added by the Board of Directors. One person may be selected to serve in more than one position.

5.2 ELECTION. Officers' election, length of term, and compensation is set by the Board.

5.3 REMOVAL AND RESIGNATION. An officer may be removed or resign at any time, with or without cause. Removal requires an action of the Board. Resignation requires that the officer submit a written notice of his resignation to the Secretary.

5.4 PRESIDENT. The President will serve, at the discretion and under the supervision of the Board, as the general manager and chief executive officer of the corporation. The President will have the authority and power to run the day-to-day operations of the company under the guidelines provided by the Board. In the absence of a Treasurer, the President will also serve as the chief financial officer.

5.5 SECRETARY. The Secretary will be responsible for: (1) sending out notices for all meetings, (2) keeping minutes for all meetings, (3) maintaining the Corporate Record Book, (4) maintaining Corporation records and seal.

5.6 COMPENSATION. The Board of Directors will set the compensation for officers. No officer will be denied compensation due to the fact that they are also a shareholder, Director, or both.

Article 6---Authority to Execute

6.1 BINDING POWER. No shareholder, officer, agent, or any other person or company has the right or power to bind the Corporation by pledge, agreement, contract, or any other means without the expressed written permission of the Board of Directors.

6.2 SIGNATORIES. With authorization from the Board of Directors, the President and Secretary will sign all documents, including all financial documents that require the signature or endorsement of a corporate officer.

Article 7---Shares

7.1 CLASSES. The Corporation may issue one or more classes of shares. Each share in each class will have the same value, voting rights, and restrictions as any other share in the class.

7.2 CERTIFICATES. Certificates for shares will be issued only after the full value of the share has been paid to the Corporation. Acceptable forms of payment include donated property, work rendered, and money paid. Certificates will be signed by the Secretary or other officer as designated by the Board.

7.3 TRANSFER OF SHARES. Shares may be transferred when endorsed, written documentation from the shareholder is presented to the Secretary. The Secretary will issue a new certificate bearing the name of the new shareholder, cancel the old certificate, and record the transaction in the Corporate Record Book.

Article 8---Corporate Records

8.1 CORPORATE MINUTES. A record of all meetings of shareholders and directors will be kept at the principal place of business or at an alternate location chosen by the Board of Directors. The minutes shall include the

date, time, location, names of attendees, purpose, and acts of each meeting.

- 8.2 **SHARE RECORDS.** Share information will be kept at the principal place of business or at an alternate location chosen by the Board of Directors. The information to be kept includes the shareholder name and address, class and number of shares, date issued, date transferred, date cancelled, and certificate numbers.
- 8.3 **FINANCIAL RECORDS.** The chief financial officer will be responsible for maintaining accurate records of all corporate financial transactions. Industry acceptable accounting procedures are to be followed so that the records may be used in the preparation of the Corporation's tax returns.
- 8.4 **INSPECTION OF RECORDS.** Corporate records and Bylaws are available for inspection by Directors and Shareholders. Before examination, the inspecting party must sign an affidavit stating that the information will be kept confidential.
- 8.5 **FISCAL YEAR.** The Board of Directors will determine the fiscal year of the Corporation based on the prevailing guidelines of the Internal Revenue Service.

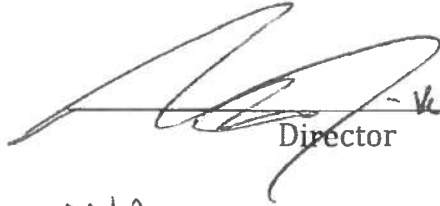
Article 9---Indemnification and Insurance

- 9.1 **INDEMNIFICATION.** The directors and officers will be indemnified to the fullest extent of the law by the Corporation. Any director or officer that is found to be negligent or guilty of misconduct will forfeit their indemnification.
- 9.2 **INSURANCE.** The Corporation shall have the power to purchase and maintain insurance for any agent of the Corporation including but not limited to directors, officers, and employees.

Article 10---Adoption

This is to certify that the foregoing is a true and correct copy of the Initial Bylaws duly adopted by undersigned Board of Directors.

Date: December 1, 2016



- Keith Nyland - President & CEO
Director



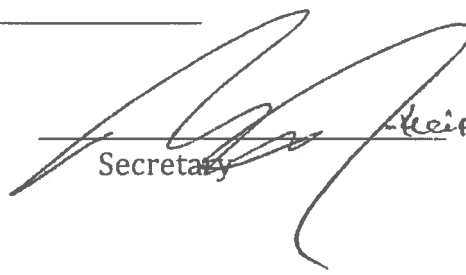
N/A

Director

Seal

N/A

Director



- Keith Nyland
Secretary