



PROSPERITY DENVER FUND

RESOLUTION OF THE BOARD OF DIRECTORS OF PROSPERITY DENVER FUND

This resolution was considered and adopted by the Board of Directors (the “Board”) of the Prosperity Denver Fund, a Colorado nonprofit corporation (“PDF” or “Corporation”), in accordance with the Colorado Revised Nonprofit Corporation Act, as amended, and its Bylaws, at a meeting of the Board of Directors duly called and held on March 13, 2024.

WHEREAS the Board adopted Bylaws for the PDF on March 21, 2019 (the “Bylaws”); and

WHEREAS Section 3.3 of the Bylaws provides that “[n]o director may serve more than two consecutive terms;” and

WHEREAS the Board believes PDF may benefit from the experience, skill, and knowledge of directors who have served two terms and are willing to serve an additional, third term; and

WHEREAS, other than the director who must be a member of the Denver City Council, all directors must be appointed by the Denver Mayor and confirmed by the Denver City Council;

NOW, THEREFORE, BE IT RESOLVED THAT the Section 3.3 of the Prosperity Denver Fund Bylaws are amended as follows, with deleted language indicated by strike-through and added language in ALL CAPS:

Section 3.3. Staggered Board. The terms of the directors shall be staggered in accordance with the following provisions: The total number of directors shall be divided into three groups, with each group containing one-third of the total, as near as may be. The terms of directors in the first group shall expire at the first annual directors' meeting after their appointment, and the terms

of the directors in the second group shall expire at the second annual directors' meeting after their appointment, and the terms of directors in the third group shall expire at the third annual directors' meeting after their appointment.

Upon the expiration of the initial staggered terms, directors shall be appointed for terms of three years to succeed those whose terms expire. No director may serve more than ~~two~~ THREE consecutive terms but may be reappointed after one year absence from service as director.

I hereby certify that this resolution was adopted by the requisite affirmative vote at a duly noticed meeting of the Board of Directors of Prosperity Denver Fund on March 13, 2024.

Name: Steve Kurtz

Title: Secretary