Bylaws of IGCT Ltd.

A Colorado Nonprofit Corporation.

ARTICLE I. NAME AND OFFICES

Section 1.1 Name. The name of the corporation is IGCT Ltd. (the "Corporation"). It is a nonprofit corporation organized under the Colorado Revised Nonprofit Corporation Act (the "Act"), and its Articles of Incorporation were filed with the Colorado Secretary of State on November 19, 2022.

Section 1.2 Principal Office. The principal office of the Corporation is located at 5741 Boston Ct, Denver, Colorado 80238. The Board of Directors may change the principal office from time to time and may establish other offices within or outside Colorado.
Section 1.3 Registered Office and Agent. The Corporation shall continuously maintain a registered agent and registered office in Colorado as required by the Act. The Board may change the registered agent or office by filing the required notice with the Colorado Secretary of State.

ARTICLE II. PURPOSES AND TAX-EXEMPT STATUS

Section 2.1 Purposes. The Corporation is organized and operated exclusively for charitable, educational, and other purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Within those purposes, the mission of the Corporation is: to provide a safe, private community where women who have survived sexual exploitation or human trafficking can connect with one another, heal, and learn, and to equip them with entrepreneurship skills and economic opportunity through educational courses and related resources, including a mobile application, and, as future support allows, to provide safe housing and mentorship to the women it serves.
Section 2.2 Limitations on Activities. Notwithstanding any other provision of these Bylaws:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or other private person, except that the Corporation may pay reasonable compensation for services actually rendered and may make payments and distributions in furtherance of its purposes.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as permitted by Section 501(h) of the Code if an election under that Section is in effect.

(c) The Corporation shall not participate in, or intervene in (including by publishing or distributing statements), any political campaign on behalf of or in opposition to any candidate for public office.

(d) The Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or by an organization to which contributions are deductible under Section 170(c)(2) of the Code.

Section 2.3 Public Charity Status. The Corporation intends to operate as a publicly supported charity described in Sections 509(a)(1) and 170(b)(1)(A)(vi) of the Code, and shall not be operated as a private foundation.

ARTICLE III. MEMBERS

Section 3.1 No Members. The Corporation shall have no voting members within the meaning of the Act. Any action that the Act would otherwise require to be approved by members shall require only approval of the Board of Directors. The Corporation may refer to persons associated with it as “members,” “supporters,” “friends,” or similar terms, but those persons shall have no voting rights, and shall not be members for purposes of the Act.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1 Powers. All corporate powers shall be exercised by or under the authority of the Board of Directors (the “Board”), and the affairs of the Corporation shall be managed under its direction, subject to the Articles of Incorporation, these Bylaws, and the Act. The Board may delegate day-to-day management to officers, employees, or committees, but remains responsible for oversight.

Section 4.2 Number and Qualifications. The Board shall consist of not fewer than one (1) and not more than nine (9) directors, with the exact number set from time to time by resolution of the Board. Until changed by the Board, the number of directors shall be one (1). The Corporation intends to expand the Board to at least three (3) directors as its

programs and funding grow. Directors must be natural persons at least eighteen (18) years of age. Directors need not be residents of Colorado. While the Board has fewer than three (3) directors, one person may serve as President, Secretary, and Treasurer.

Section 4.3 Election and Term. The initial directors shall serve until the first annual meeting of the Board. Thereafter, directors shall be elected by a majority vote of the directors then in office at the annual meeting. Each director shall serve a term of two (2) years and until a successor is elected and qualified. Once the Board has three (3) or more directors, the Board shall arrange director terms so that, as nearly as practicable, one-half of the directors are elected each year.

Section 4.4 Independence. The Board shall seek to ensure that a majority of directors are not compensated by the Corporation as employees or independent contractors and are not related, by blood, marriage, or domestic partnership, to any person who is so compensated.

Section 4.5 Resignation. A director may resign at any time by delivering written notice by email to the President or Secretary. The resignation is effective on delivery unless it states a later effective date.

Section 4.6 Removal. A director may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the directors then in office, at a meeting called for that purpose, provided that the director whose removal is proposed has been given at least ten (10) days' written notice of the meeting and the purpose and an opportunity to be heard. A director who misses three (3) consecutive regular meetings without excuse accepted by the Board may be treated as having resigned if the Board so determines by majority vote.

Section 4.7 Vacancies. A vacancy on the Board, whether caused by resignation, removal, death, incapacity, or an increase in the number of directors, may be filled by a majority vote of the directors then in office, even if less than a quorum. A director elected to fill a vacancy serves for the remainder of the unexpired term.

Section 4.8 Compensation. Directors shall serve without compensation for their service as directors, but may be reimbursed for reasonable expenses incurred on behalf of the Corporation, with appropriate documentation. This Section does not prevent a director from being paid reasonable compensation for services rendered to the Corporation in another capacity, provided that the payment is approved in accordance with Article VII (Conflicts of Interest).

ARTICLE V. MEETINGS OF THE BOARD

Section 5.1 Annual Meeting. The Board shall hold an annual meeting each year, at a time and place set by the Board, to elect directors and officers, review the Corporation's finances and activities, and transact other business.

Section 5.2 Regular Meetings. In addition to the annual meeting, the Board shall hold regular meetings at least twice each year, at times and places set by the Board.

Section 5.3 Special Meetings. Special meetings may be called by the President or by any two (2) directors.

Section 5.4 Notice. Notice of the date, time, and place (or electronic access information) of each regular meeting shall be given to each director at least seven (7) days before the meeting, and notice of each special meeting at least three (3) days before the meeting. Notice may be given in person, by mail, or by email or other electronic means. Notice of a special meeting shall state its purpose. A director who attends a meeting without objecting at its start to the lack of notice, or who signs a written waiver of notice, waives notice of that meeting.

Section 5.5 Participation by Remote Communication. Directors may participate in any meeting by conference telephone, video conference, or similar means by which all participants can hear one another at the same time. Participation in this manner constitutes presence in person.

Section 5.6 Quorum and Voting. A majority of the directors then in office constitutes a quorum. Unless the Act, the Articles of Incorporation, or these Bylaws require a greater vote, the act of a majority of the directors present at a meeting at which a quorum is present is the act of the Board. A director who is present and does not vote against an action is presumed to have assented unless the director's dissent is recorded in the minutes.

Section 5.7 Action Without a Meeting. The Board may take any action without a meeting if every director consents to the action in writing (including by email or other electronic transmission). Written consents shall be filed with the minutes of the Board.

Section 5.8 Minutes. The Secretary, or another person designated by the Board, shall prepare written minutes of each meeting of the Board and each committee, recording the directors present, the actions taken, and the votes on significant matters, including any recusals under Article VII. Minutes shall be presented for approval at the next meeting.

ARTICLE VI. OFFICERS

Section 6.1 Officers. The officers of the Corporation shall be a President, a Secretary, and a Treasurer, and may include a Vice President and any other officers the Board creates. Officers shall be elected by the Board at its annual meeting for terms of one (1) year, and serve until their successors are elected. Officers must be directors, except as the Board otherwise determines. All three (3) offices may be held by the same person, as permitted by Colorado law.

Section 6.2 President. The President presides at meetings of the Board, serves as the principal officer of the Corporation, and, subject to the direction of the Board, supervises the affairs of the Corporation. The President may sign contracts and other instruments authorized by the Board.

Section 6.3 Vice President. The Vice President, if any, shall perform the duties of the President in the President's absence or inability to act, and such other duties as the Board or President assigns.

Section 6.4 Secretary. The Secretary shall keep the minutes of Board meetings, give notices required by these Bylaws or the Act, maintain the corporate records described in Article IX, and certify copies of corporate documents as needed.

Section 6.5 Treasurer. The Treasurer shall oversee the Corporation's financial affairs, ensure that accurate financial records are kept, ensure that funds are deposited in accounts approved by the Board, present financial reports to the Board at each regular meeting, and ensure that required tax returns and reports are timely filed.

Section 6.6 Removal and Vacancies. The Board may remove any officer, with or without cause, by a majority vote of the directors then in office. A vacancy in any office may be filled by the Board for the unexpired term.

Section 6.7 Executive Director. The Board may hire an Executive Director or other staff, define their duties and compensation, and delegate management authority to them. Any compensation shall be set in accordance with Article VII.

ARTICLE VII. CONFLICTS OF INTEREST

Section 7.1 Policy. The Corporation's directors, officers, and key employees owe duties of loyalty and care to the Corporation. No such person shall use their position for personal or private gain, or for the gain of a family member or an organization in which they have a financial interest, at the Corporation's expense.

Section 7.2 Duty to Disclose. A director, officer, or key employee who has a direct or indirect financial interest in, or who is a party to, a contract, transaction, or arrangement with the Corporation, or who has a personal interest that conflicts, or could reasonably appear to conflict, with the interests of the Corporation, shall disclose the interest and all material facts to the Board before the Board considers the matter.

Section 7.3 Procedure. After disclosure, the interested person shall leave the meeting during the discussion of, and the vote on, the matter, although the person may first answer questions from the Board. The disinterested directors shall decide whether a conflict exists and, if the transaction is to proceed, shall determine in good faith that it is fair and reasonable to the Corporation and in its best interest. Where practicable, the Board shall consider alternatives and shall obtain comparability data before approving any transaction. The approval of a conflict transaction requires the affirmative vote of a majority of the disinterested directors then in office, who must constitute at least a quorum of the Board. If the Board has fewer than three (3) directors, or has no disinterested director for the matter, Section 7.7 applies instead.

Section 7.4 Compensation. Compensation of any officer, director, or key employee shall be approved in advance by the disinterested directors, based on appropriate comparability data, and the basis for the decision shall be documented in the minutes at the time of the decision. No person shall vote on their own compensation or on the compensation of a family member.

Section 7.5 Annual Statements. Each director, officer, and key employee shall sign, at least annually, a statement affirming that the person has received and read this Article, understands it, and has disclosed all known conflicts. The Secretary shall keep these statements with the corporate records.

Section 7.6 Loans. The Corporation shall not make any loan to a director or officer.
Section 7.7 Interim Procedure for a Small Board. For so long as the Board has fewer than three (3) directors, or has no disinterested director for a particular matter, the Corporation shall not enter into any conflict transaction, related-party transaction, or compensation arrangement for an officer, director, or key employee unless all of the following are met: (a) the interested person has disclosed the interest and all material facts in writing; (b) an independent reviewer who is not a director, officer, employee, or family member of any of them, such as a certified public accountant, attorney, or nonprofit advisor, has reviewed the matter, considered comparability data where practicable, and confirmed in writing that it is fair and reasonable to the Corporation; (c) the interested person takes no part in the reviewer’s analysis other than providing information; and (d) the disclosure, the reviewer’s written findings, and the basis for

approval are recorded in the minutes or in a written consent under Section 5.7 and kept with the corporate records. The Board shall seek to seat at least two (2) additional directors who are not family members of, and are not compensated by, the Corporation by the end of fiscal year 2027, after which Sections 7.1 through 7.6 shall apply in full.

ARTICLE VIII. COMMITTEES

Section 8.1 Committees of the Board. The Board may, by resolution adopted by a majority of the directors then in office, create committees consisting of two or more directors, and delegate authority to them to the extent permitted by the Act. No committee may amend the Articles or Bylaws, elect or remove directors or officers, approve dissolution, merger, or the sale of substantially all assets, or approve any transaction described in Article VII.
Section 8.2 Advisory Committees. The Board may create advisory committees or councils, whose members need not be directors. Advisory committees have no authority to act for the Corporation and report to the Board.

ARTICLE IX. FINANCIAL MATTERS, RECORDS, AND POLICIES

Section 9.1 Fiscal Year. The fiscal year of the Corporation begins on November 1 and ends on October 31 of each year, unless the Board changes it.

Section 9.2 Contracts and Grants. The Board may authorize any officer or agent to enter into contracts or execute instruments on behalf of the Corporation. Unless the Board has authorized an officer to do so, no officer shall sign a contract or grant agreement obligating the Corporation for more than $10,000.

Section 9.3 Checks and Deposits. All funds of the Corporation shall be deposited in accounts at financial institutions selected by the Board. Checks, drafts, and other orders for the payment of money shall be signed by persons authorized by the Board.

Section 9.4 Gifts and Restricted Funds. The Board may accept any contribution, grant, bequest, or gift for the purposes of the Corporation. Funds given or granted for a specific purpose shall be used only for that purpose, and the Treasurer shall maintain records sufficient to track restricted funds. The Board shall not accept a gift on conditions that are inconsistent with the Corporation’s exempt purposes or would jeopardize its tax-exempt status.

Section 9.5 Books and Records. The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of the Board and its committees, a record of its directors and officers with their addresses, and copies of its Articles of Incorporation, Bylaws, IRS determination letter, and annual information returns. These records shall be kept at the principal office or another place the Board designates, and shall be retained as required by law and the Corporation's document retention policy.
Section 9.6 Annual Reports and Returns. The Corporation shall timely file its annual information return with the Internal Revenue Service (Form 990, 990-EZ, or 990-N, as applicable), the periodic report required by the Colorado Secretary of State, and any other reports required by law. A copy of the Form 990 or 990-EZ, as filed or to be filed, shall be provided to every director before filing. The Corporation shall make its exemption application and annual returns available for public inspection as required by the Code.
Section 9.7 Financial Review. The Board shall review the Corporation's financial statements at least annually. If the Corporation's annual gross revenue exceeds $500,000 the Board shall obtain an independent financial review or audit by a qualified outside accountant.

Section 9.8 Required Policies. The Board shall adopt, and review periodically, a whistleblower policy and a document retention and destruction policy, which shall be kept with the corporate records.

ARTICLE X. INDEMNIFICATION AND INSURANCE

Section 10.1 Indemnification. To the fullest extent permitted by the Act and other applicable law, the Corporation shall indemnify any person who is or was a director or officer, and may indemnify any employee or volunteer, against liability and reasonable expenses (including attorneys' fees) incurred in connection with any threatened, pending, or completed proceeding because of that person's service to the Corporation, except in cases where indemnification is prohibited by law.

Section 10.2 Insurance. The Corporation may purchase and maintain insurance, including directors and officers liability insurance, on behalf of any person who is or was a director, officer, employee, or volunteer, to the extent permitted by law.

ARTICLE XI. AMENDMENTS

Section 11.1 Amendment of Bylaws. These Bylaws may be amended or repealed, and new bylaws adopted, by the affirmative vote of two-thirds (2/3) of the directors then in office, at a meeting for which written notice of the proposed amendment was given to every director at least ten (10) days beforehand. No amendment shall be made that would cause the Corporation to cease to qualify as an organization described in Section 501(c)(3) of the Code.

Section 11.2 Amendment of Articles. The Articles of Incorporation may be amended as permitted by the Act, by the affirmative vote of two-thirds (2/3) of the directors then in office.

ARTICLE XII. DISSOLUTION

Section 12.1 Distribution of Assets. The Corporation may be dissolved only by the affirmative vote of two-thirds (2/3) of the directors then in office and in the manner provided by the Act. Upon dissolution, after paying or making provision for payment of all liabilities of the Corporation, the Board shall distribute all remaining assets exclusively for the purposes of the Corporation, to one or more organizations that are exempt under Section 501(c)(3) of the Code, or to the federal, state, or local government for a public purpose, as the Board determines. Any assets not so distributed shall be disposed of by the district court of the county in which the principal office of the Corporation is then located, exclusively for those purposes or to those organizations that the court determines are organized and operated exclusively for such purposes. No assets shall be distributed to any director, officer, or private individual.

ARTICLE XIII. GENERAL PROVISIONS

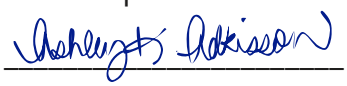
Section 13.1 Conflict with Law or Articles. If any provision of these Bylaws conflicts with the Act, the Code provisions applicable to the Corporation’s tax-exempt status, or the Articles of Incorporation, the law or the Articles control.

Section 13.2 Severability. If any provision of these Bylaws is held invalid or unenforceable, the remaining provisions remain in full effect.

Section 13.3 Construction. Headings are for convenience only. References to the Code or the Act include later amendments and successor provisions. Words in the singular include the plural and the reverse.

CERTIFICATE OF ADOPTION

I certify that I am the duly elected and acting Secretary of IGCT Ltd., a Colorado nonprofit corporation, and that the foregoing Bylaws were adopted by the Board of Directors of the Corporation at a meeting held on Nov. 7, 2026, at which a quorum was present.



Ashley K. Adkisson, Secretary

Date: _11/07/26_