BYLAWS
OF
CUREGRIN FOUNDATION
A COLORADO NOT FOR PROFIT CORPORATION

ARTICLE I
GOVERNING LAWS

1.01 Introductory Definition of Bylaws
These Bylaws constitute the code of rules adopted by CUREGRIN Foundation (the "Corporation") for the regulation and management of its affairs.

1.02 Name
The name of this Corporation shall be CureGRIN Foundation.

1.03 Purposes and Powers
The Corporation shall have such purposes or powers as stated in its Articles of Incorporation. The Corporation shall also have such powers as are now or may be granted hereafter by the General Not For Profit Corporation Act of the State of Colorado (the "Act"), or any successor legislation; provided that such powers may be exercised only in furtherance of the purposes of the Corporation as stated in its Articles of Incorporation and consistent with its status as a corporation described in Section 501(c)(3) of the Internal Revenue Code, as from time to time amended (hereinafter called the "Code").

CureGRIN Foundation (CF) will serve exclusively for charitable and educational purposes consistent within the meaning of Section 501(c)(3) of the Internal Revenue Code. CF is dedicated to providing support and education to the small, but growing community of individuals and families impacted by a GRIN diagnosis, as well as funding research within the medical community. CF’s objectives are to foster communication and offer encouragement and resources to families, partner with researchers to develop potential treatments, maintain an international patient registry program and raise the profile of this extremely rare diagnosis through the creation of a public awareness campaign. The organization raises money primarily through fundraisers, donations and grants.

ARTICLE II
OFFICES AND AGENCY

2.01 Offices
The Corporation shall have and continuously maintain a registered office in the State of Colorado. In addition, the Corporation may maintain other offices either within or without the State of Colorado as its operation requires. The address of the registered offices will be identical with the office of the Registered Agent of the Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and submission of the appropriate statement to the Secretary of State's office.

2.02 Registered Agent
The Registered Agent of the Corporation may be either an individual resident in the State of Colorado, or a domestic or foreign corporation, authorized to act as such agent. Such an agent will be continuously maintained by the Corporation in the State of Colorado. A new Registered Agent may be appointed if the office of such agent becomes vacant for any reason, or such agent becomes disqualified or incapacitated to act, or if the Corporation through the Board of Directors revokes the appointment of such Agent by duly adopted resolution. The new appointment will be made by duly adopted resolution of the Board of Directors and submission of the appropriate statement to the Secretary of State's office. Such Registered Agent will be recognized as an agent of the Corporation on whom any process, notice or demand required or permitted by law to be served on a corporation may be served.

ARTICLE III
MEMBERSHIP

3.01 No Members
The Corporation shall not have members.

3.02 References to Members
Nothing in this Article III shall be construed as limiting the right of the Corporation to refer to persons associated with it as “members,” even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 101.80 of the Act or corresponding section of any subsequent law. The Corporation may confer by amendment of these Bylaws some or all of the rights of a member as set forth in the Act on any person or persons who do not have the right to vote on changes to the Articles of Incorporation, or on a merger, consolidation, or dissolution of the Corporation, or on a distribution of the Corporation’s assets, or on a sale, lease, exchange or mortgage of assets, but no such person shall be a member within the meaning of Section 101.80 of the Act.

ARTICLE IV
DIRECTORS

4.01 Definition of Board of Directors
The Board of Directors is that group of persons vested with the management of the affairs of the Corporation.

4.02 General Powers
The affairs of the Corporation shall be managed by its Board of Directors which shall be the governing body of the Corporation. The Board of Directors, in addition to the powers, authority and duties that may be granted or imposed by the Articles of Incorporation of the Corporation or elsewhere in these Bylaws, shall have all of the powers, authority and duties prescribed or imposed by the Act for corporations organized under the Act which have no members.

4.03 Structure of Board
The Board of Directors of the Corporation shall constitute a single class.

4.04 Qualifications of Directors
The qualifications for becoming and remaining a Director of the Corporation are as follows:
   Each Director must be eighteen (18) years old and must be a family member of an individual with a GRIN Disorder diagnosis. The Board of Directors may, from time to time, set required or suggested obligations of Directors regarding their participation in the Corporation’s activities including the development of financial and other resources.

4.05 Number of Directors
   (1) The number of Directors of the Corporation shall not be fewer than five (5) nor more than fifteen (15) at any time.

   (2) The number of directors may be increased or decreased from time to time without further amendment to these bylaws.

   (3) The first Board of Directors shall be elected at the first Board of Directors’ meeting and at any meeting thereafter.

Thereafter, Directors shall be elected every three years by a majority of the Directors of the Corporation then in office even if less than a quorum, or by the sole remaining Director, but shall not be less than five (5) nor more than fifteen (15).

4.06 Terms of Directors
Directors shall be elected for concurrent three (3) year terms with a limit of three (3) consecutive terms.
Elections will occur triennially at the annual board meeting. Each Director will hold office for the term for which elected and until a successor has been elected and qualified. Directors need not be residents of the State of Colorado.

4.07 Vacancies on the Board
Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of Directors shall be filled only at a special meeting by a majority of the Directors then in office, even if less than a quorum, or by the sole remaining Director. The new Director so elected to fill the vacancy shall serve for the unexpired term of his or her predecessor in office.

4.08 Resignation of a Director
A Director may resign at any time by written notice delivered to the Board of Directors, the chief executive officer, the President, or Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a certain date. The pending vacancy may be filled before the effective date, but the successor shall not take office prior to such effective date.

4.09 Place of Directors' Meetings
Meetings of the Board of Directors, regular or special, will be held via teleconference or at any other place within or without the State of Colorado, or at such place or places as the Chief Executive Officer or President designates by written notice to the Board of Directors or as the Board of Directors designates by resolution duly adopted.

4.10 Regular Directors' Meetings
The board shall hold regular meetings, either via teleconference or in person at least 4 times per year, one of which will be the annual meeting. The Annual Meeting of the Board of Directors shall be held via teleconference or at a place designated by the Chief Executive Officer or President, provided that such meeting shall be held on a date on or before the last day of the fiscal year of the Corporation. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without other notice.

4.11 Notice of Regular Directors' Meeting
   (a) Meetings of the Board of Directors shall be held upon written or electronic notice to the Board of Directors from the Chief Executive Officer, President, or the Board of Directors, stating the place, day and time of such meeting. Such notice shall be delivered to each Director not less than two (2) nor more than thirty (30) days before the day of the meeting, either personally, by mail or electronically. If mailed, such notice shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the Directors at the addresses as they appear in the records of the Corporation. Any Director may waive notice of any meeting.

   (b) Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by some provision of these Bylaws.

4.12 Call of Special Board Meeting
A special meeting of the Board of Directors may be called either by the Chief Executive Officer, President or any two (2) members of the Board of Directors.

4.13 Notice of Special Directors' Meeting
Written notice stating the place, day and hour of any special meeting of the Board of Directors will be delivered to each Director not less than five (5) nor more than sixty (60) days before the date of the meeting, either personally, by mail, or by e-mail, by or at the direction of the Chief Executive Officer, President, or the Directors calling the meeting. If mailed, such notice will be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the Directors at the addresses as they appear on the records of the Corporation. If such meeting concerns the removal of a Director, then written notice of the proposed
removal must be delivered to all Directors at least twenty (20) days prior to such meeting. Notwithstanding
the above, notice need not state the business to be transacted at, nor the purpose of, such meeting unless
specifically required by law.

4.14 Waiver of Notice
Attendance of Directors at any meeting of the Board of Directors will constitute a waiver of notice of such
meeting except where such Director attends a meeting for the express purpose of objecting to the transaction
of any business because the meeting is not lawfully called or convened.

4.15 Quorum of Directors
A majority of the Board of Directors will constitute a quorum for the transaction of business at any meeting
of the Board (provided that if less than such a majority is present at said meeting, a majority of the Directors
present may adjourn the meeting to another time without further notice), and provided further, that even when
a quorum is not present, those present may take action authorized by Section 4.07 of these Bylaws in
accordance with the provisions of that section. The act of the majority of the directors present at a meeting
at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is
required by law or these Bylaws, or unless the matter to be acted on is covered by Section 4.07 of these
Bylaws in which event the provisions of said Section 4.07 shall govern.

4.16 Voting
Each Director shall have one vote and such voting may not be done by proxy. At all meetings, except for
the election of officers and directors, the votes shall be by voice. For election of officers, the Executive
Committee will determine if voting will be done by voice or by electronic ballots. In the case of electronic
ballots, there shall not appear any place on such ballot that might tend to indicate the person who cast such
ballot.

4.17 Compensation
No Director shall receive directly or indirectly any income, profit, compensation or pecuniary benefit from
the Corporation unless approved by a vote of the board of directors in which the beneficiary shall abstain.
However, the Corporation may pay reimbursement for expenses incurred on behalf of the Corporation,
upon submission of proper documentation to the CEO, the President, and the Treasurer.

4.18 Removal of Directors
A Director may be removed by the affirmative vote of a majority of the Directors then in office.

ARTICLE V
OFFICERS

5.01 Roster of Officers
The Officers of the Corporation will consist of the following personnel:
- Chief Executive Officer and Head of Science
- President;
- Treasurer;
- Secretary; and
- such other Officers as the Board shall determine.

5.02 Selection of Officers
Each of the Officers of the Corporation shall be elected triennially (every three years) by the Board of
Directors. Each Officer shall be a member of the Board of Directors and remain in office until a successor
to such office has been elected and qualified. Such election will take place at the Annual Meeting of the
Board of Directors.
5.03 Multiple Officeholders
In any election of Officers, the Board of Directors may elect a single person to any two (2) or more offices simultaneously, except that the offices of CEO, President, and Secretary shall be held by separate individuals.

5.04 Chief Executive Officer and Head of Science (CEO)
The Chief Executive Officer and Head of Science (CEO) will be the chief executive officer of the Corporation. Along with the President, and subject to the control of the Board of Directors, he or she will supervise and control the affairs of the Corporation. He or she shall by virtue of his office be a member of the Executive Committee and Co-chairperson of the Board of Directors. He or she shall present at each annual meeting of the Corporation an annual report of the work of the Corporation. He or she shall be one of the Officers who may sign the checks or drafts of the Corporation. He or She shall have such powers as may be reasonably construed as belonging to the chief executive of any corporation. He or she will act as the primary point of contact for any Physicians, Geneticists, Researchers, Biotech / pharma companies and additional Medical personnel the Corporation may wish to engage with regarding, but not limited to, research of the GRIN genes, potential treatments and therapies.

5.05 President and Marketing Communications Lead (President)
Along with the CEO, and subject to the control of the Board of Directors, the President and Marketing Communications Lead (President) will supervise and control the affairs of the corporation. He or she shall by virtue of his office be a member of the Executive Committee and Co-Chairperson of the Board of Directors. He or She shall be one of the Officers who may sign the checks or drafts of the Corporation. He or she will perform all duties and exercise all powers of the CEO when the CEO is absent or otherwise unable to act.

5.06 Secretary
The Secretary shall keep the minutes and records of the organization in appropriate books. It may be his duty to assist with the filing of any certificate required by any statute, federal or state. He or She shall give and serve all notices to members of this Corporation. He or she shall be the official custodian of the records and seal of this Corporation. He or She may be one of the officers required to sign the checks and drafts of the Corporation. He or She shall present to the membership at any meetings any communication addressed to him as Secretary of the Corporation. He or She shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the Corporation. He or She shall attend to all correspondence of the Corporation and shall exercise all duties incident to the office of Secretary.

5.07 Treasurer
The Treasurer shall have the care and custody of all monies belonging to the Corporation and shall be solely responsible for such monies or securities of the Corporation. He or She shall cause to be deposited in a regular business bank money raised by and contributed to the Corporation. He or She shall be one of the officers who shall sign checks or drafts of the Corporation. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He or She shall render at stated periods as the Board of Directors shall determine a written account of the finances of the Corporation and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He or She shall exercise all duties incident to the office of Treasurer, including, but not limited to, keeping and maintaining adequate and correct accounts of the Corporation’s properties and business transactions.

5.08 Removal of Officers
Any Officer elected or appointed to office may be removed by affirmative vote of a majority of the Board of Directors, exclusive of such officer, whenever in their judgment the best interests of the Corporation will be served by such removal.

5.09 Membership
Officers need not be members of the Board of Directors.

5.10 Salary and Compensation
No Officer shall receive directly or indirectly any income, profit, compensation or pecuniary benefit from the Corporation unless approved by a vote of the board of directors in which the beneficiary shall abstain. However, the Corporation may pay reimbursement for expenses incurred on behalf of the Corporation, upon submission of proper documentation to the CEO, the President, and the Treasurer.

ARTICLE VI
INFORMAL ACTION

6.01 Waiver of Notice
Whenever any notice whatsoever is required to be given under the provisions of the Act or these Bylaws, a waiver of such notice in writing signed by the Person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice.

6.02 Action of Consent
(a) Any action required to, or which may, be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors and all of any non-director committee members entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. Such consent may also be given electronically.

(b) The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Directors or committee members. Such consent may also be given electronically. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the corporate records. The action taken shall be effective when all the Directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.

ARTICLE VII
COMMITTEES

7.01 Definition of Committees of Board of Directors
The Corporation may have certain Committees, to be created by a majority of the Directors, which will have and exercise some prescribed authority of the Board of Directors in the management of this Corporation. The majority or each such Committee's membership may consist of a combination of Directors and volunteers specifically chosen by the Board for their relevant skillsets. Non-Director committee members may be either specifically recruited to the committee by the Board or selected through an application process. However selected, the Board will approve their committee membership with a majority vote and such Committee Members shall serve at the pleasure of the Board. However, no such Committee may:

(1) Adopt a plan for the distribution or transfer of the assets of the Corporation, or for its dissolution;
(2) Fill vacancies on the Board or any of its Committees; Elect, appoint or remove any Officer or Director or member of any Committee, or fix compensation of any member of a Committee;
(3) Elect, appoint or remove any Officer or Director or member of any Committee, or fix compensation of any member of a Committee;
(4) Adopt, amend or repeal these Bylaws or the Articles of Incorporation or this Corporation;
(5) Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; or
(6) Amend, alter, repeal or take action inconsistent with any resolution or action of the Board of
Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a Committee.

7.02 Creation of Committees
The Board of Directors, by resolution duly adopted by a majority of the Directors in the office, may designate one (1) or more Committees and delegate to such Committee specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation. However, the creation of such Committees shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on such Directors or otherwise by law.

7.03 Executive Committee
The Executive Committee shall be comprised of the CEO and the President and shall act for the Board of Directors in the day-to-day absence of action by the Board where legally permissible. Subject to the control of the Board of Directors, the Executive Committee shall supervise and control the affairs of the Corporation. The Executive Committee shall appoint all committees, temporary or permanent. The Executive Committee shall see all books, reports and certificates required by law are properly kept or filed.

7.04 Action by Committees
A majority of any Committee shall constitute a quorum, and a majority of Committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A Committee may act by unanimous consent in writing without a meeting and, subject to action by the Board of Directors, the Committee by majority vote of its members shall determine the time and place of meetings and the notice required therefore.

7.05 Advisory Bodies
The Board of Directors may create and appoint persons to one or more advisory bodies which may or may not have Directors as members. Advisory bodies may not act on behalf of the Corporation or bind it in any way but may make recommendations to the Board of Directors or to the Officers or Board committees.

ARTICLE VIII
INDEMNIFICATION OF EMPLOYEES AND AGENTS

8.01 Claim Brought By Third Party
The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was an employee or agent of the Corporation, or who is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner in which he or she reasonably believed to be in or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

8.02 Claim By or in the Right of the Corporation
The Corporation shall indemnify any person who is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such
person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall be adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

8.03 Successful Defense
The extent that a director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 8.01 or 8.02 of these Bylaws, or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by such person in connection therewith.

8.04 Determination of Conduct
Any indemnification under Section 8.01 or 8.02 of these Bylaws (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said Section 8.01 or 8.02. Such determination shall be made by a majority vote of the Board of Directors who were not parties to such action, suit or proceeding.

8.05 Article Not Exclusive; Change in Law
The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under Bylaw, agreement, vote of disinterested Directors or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

8.06 Insurance
The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or who was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against liability under the provisions of Article VIII.

ARTICLE IX
OPERATIONS

9.01 Fiscal Year
For accounting, tax and related purposes, the Corporation shall operate and its records shall end on April 30 of each year.

9.02 Execution of Documents
The CEO and President are authorized to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. The Board of Directors may also authorize any Officer or Officers or agent or agents of the Corporation to, and such authority may be general or confined to specific instances.

9.03 Books and Records
The Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board of Directors and any Committee of the Board of Directors, which books, records of account and minutes shall be kept at the Corporation’s principal office or at such other place as the Board of Directors shall from time to time determine.

9.04 Inspection of Books and Records
All books and records of the Corporation may be inspected by a Director, or his or her agent or attorney, for any purpose at any mutually agreed upon time.

9.05 Not For Profit Operation
The Corporation will not have or issue shares of stock. No dividend shall be paid, and no part of the money, property or other assets of the Corporation will be distributed to its Members, Directors or Officers. However, the Corporation may pay compensation in a reasonable amount to Members, Officers or Directors for services rendered, other than as an Officer or Director.

9.06 Loans to Management
The Corporation will make no loans to any of its Members, Directors or Officers.

9.07 Gifts
The Board of Directors may accept on behalf of the Corporation any contributions, gifts, bequests or devises for the general purpose or for any specific purpose of the Corporation.

9.08 Operational Limitation Clause
Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

9.09 Dissolution Clause
Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine; provided, however, that should the Board of Directors fail to agree upon a distribution then the assets shall escheat to the State of Colorado for public purposes.

ARTICLE X
OPERATIONS

10.01 Modification of Bylaws
The affirmative vote by a majority of the Board of Directors is required to amend, repeal, alter or adopt new Bylaws. Such action may be taken at a regular or special meeting provided written notice of the purpose shall be given prior to said meeting. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or the Corporation's stated purpose.

DATE:____July 2, 2020 ____________

AUTHORIZED
SIGNATURE:________________________________________________________

TITLE:_____________________________________________________________