

BYLAWS OF VALENTINE'S HEART

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ARTICLE I: Offices

1.1 Offices. The corporation may have one or more offices at such place or places within or without the State of Colorado has the Board of Directors may from time to time determine or as the business of the corporation may require.

1.2 Registered Office. The registered office of the corporation shall be as set forth in the Articles of Incorporation, unless changed as provided by the Colorado Non-profit Corporation Act.

ARTICLE II: Memberships

2.1 The corporation shall not have Members.

ARTICLE III: Board of Directors

3.1 Election and Tenure. The business and affairs of the corporation shall be managed by a Board of Directors. The directors shall be elected at the annual meetings of the Board of Directors. Each director shall be elected to serve and hold office until the next succeeding annual meeting and until a successor shall be elected and shall qualify, or until their earlier death, resignation or removal.

3.2 Number and Qualification. The Board of Directors shall consist of at least three(3) and not more than nine (9) natural persons who are at least eighteen(18) years of age with the specific number to fix from time to time by resolution adopted by the Board of Directors. Directors must be active in the operation of the corporation and regularly attend all scheduled meetings.

3.3 Resignation. Any director of the corporation may resign at any time by given written notice of their resignation to the Board of Directors, to the Chairman of the Board, the President, any Vice President, and Secretary of the corporation. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.4 Removal. Any director may be removed, either with or without cause, at any time, by the affirmative vote of two thirds of the directors or by holders of a majority of the corporation's voting power. The vacancy in the Board of Directors caused by any such removal may be filled by the Board of Directors as provided in paragraph 4.10.

3.5 Vacancies. Any vacancy occurring for any reason in the Board of Directors may be filled by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office or by an election at an annual meeting or at a special meeting of members called for that purpose. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office and shall hold office until expiration of such term and until their successor shall be elected and shall qualify or until their earlier death, resignation or removal. A director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next annual meeting of members and until their successor shall be elected and shall qualify, or until their earlier death, resignation or removal.

3.6 Executive Committee. The Board of Directors, by resolution adopted a majority of the number of directors fixed by paragraph 3.2, may designate from among its members an executive committee and one or more other committees, which committees to the extent provided in such resolution and by statute, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation. Persons who are not directors may sit on any committee, provided there shall always be at least two directors on each committee.

ARTICLE IV: Meeting of Directors

4.1 Organizational Meetings. As soon as practicable after each annual election of directors, the Board of Directors shall meet for the purpose of organization, selection of a Chairman of the Board, election of officers and the transaction of any other business.

4.2 Regular Meetings. Regular meetings of the Board of Directors shall be held at such time or times as may be determined by the Board of Directors and specified in the notice of such meeting.

4.3 Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board or the President and shall be called by the President or Secretary on the written request of any two (2) directors.

4.4 Place of Meetings. Any meeting of the Board of Directors may be held at such place or places either within or without the State of Colorado as shall from time to time be determined by the Board of Directors of fixed by the Chairman of the Board and as shall be designated in the notice of meeting.

4.5 Notice of Meetings. Notice of each meeting of directors, whether organizational, regular or special, shall be given to each director. If such notices is given either (a) by delivering written notice to a director personally, or (b) by e-mail, electronically or by telephone personally to such director, it shall be so given at least two (2) days prior to the meeting. If such notice is given either (a) by depositing a written notice in the United States mail, postage prepaid, or (b) by transmitting a cable or telegram, in all cases directed to such director at the director's residence or place of business, it shall be so given at least four (4) days prior to the meeting. The notice of all meetings shall state the place, date, and hour thereof, but need not, unless otherwise required by statute, state the purpose or purposes thereof.

4.6 Quorum. two thirds of the number of directors fixed by paragraph 3.2 shall constitute a quorum at all meetings of the Board of Directors, and vote of a 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 statute, the Articles of Incorporation of these Bylaws. In the absence of a quorum at any such meeting, a majority of the directors present may adjourn the meeting fro time to time without further notice, other than announcement at the meeting, until a quorum shall be present.

4.7 Organization, Agenda and Procedure. The Chairman of the Board, or in the Chairman's absence any director chosen by a majority of the directors present, shall act as chairman of the meetings of the Board of Directors. In the absence of the Secretary and Assistant Secretary, any person appointed by the chairman shall act as secretary of such meetings. The agenda of and procedure for such meetings shall be as determined by the Board of Directors. Members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

4.8 Deadlock. In the event of a deadlock, the vote of the Chairman of the Board shall determine the outcome. Written argument shall be prepared and presented to the Chairman, within seven(7) days, who shall consider all discussion and written material and thereafter, within fourteen (14) days cast the deciding vote after due consideration.

ARTICLE V: Waiver of Notice and Action by Consent

5.1 Waiver of Notice. Whenever any notice is required to be given under the provisions of a statue, the Articles of Incorporation, or these Bylaws, a waver thereof either in writing signed by the person entitled to said notice (or such person's agent or attorney in fact thereunto authorized) or by telephone, cable, or any other available method of communication, whether before, at, or after the time stated therein, or the appearance of such person or persons at such meetings in person or by proxy (except for the sole purpose of challenging the propriety of the meeting), shall be deemed equivalent to such notice.

5.2 Action Without a Meeting. Any action required or which may be taken at a meeting of the directors, or members, or executive committee, or other committee of the directors, 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, or members, or executive or other committee members, as the case may be, entitled to vote with respect to the subject matter thereof.

ARTICLE VI: Officers

6.1 Election and Tenure. The Board of Directors annually shall elect a President, a Secretary and a Treasurer. The Board of Directors may also elect or appoint such Vice-Presidents, other officers and assistant officers as may be determined by the Board of Directors. Any two or more offices may be held by the same person, except the offices of the President and Secretary, unless there is only one Director. Each officer so elected or appointed shall continue in office until their successor shall be elected or appointed and shall qualify, or until their earlier death, resign or removal.

6.2 Resignation, Removal and Vacancies. Any officer may resign at any time by giving written notice thereof to the Board of Directors or to the President. Such resignation shall take effect on the date specified therein and non acceptance of the same shall be necessary to render the same effective. Any officer may at any time be removed by the affirmative vote of a majority of the number of directors specified in paragraph 3.4, or by an executive committee duly authorized. If any office becomes vacant for any reason, the vacancy may be filled by the Board of Directors. An office appointed to fill a vacancy shall be appointed for the unexpired term of the predecessor in office and shall continue in office until a successor shall be elected or appointed and shall qualify, or until their earlier death, resignation or removal.

6.3 President. The President shall be the chief executive officer of the corporation. The President shall preside at all meetings of the members and shall have general and active management of the business of the corporation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect and in general shall perform all duties as may from time to time be assigned to the President by the Board of Directors.

6.4 Vice-Presidents. The Vice-Presidents shall perform such duties and possess such powers as from time to time may be assigned to them by the Board of Directors or by the President. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the vice-Presidents, in the order designed, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so performing, shall have all the powers of and be subject to all the restrictions upon the President.

6.5 Secretary. The Secretary shall perform such duties and shall have such powers as from time to time may be assigned to the Secretary by the Board of Directors or the President. In addition, the Secretary shall perform such duties and have such powers: to give notice of all meetings of members and the Board of Directors; to attend such meetings and keep record of the proceedings; and, to be custodian of the corporate records, the corporate seal and affix and attest to the same on documents, the execution of which on behalf of the corporation is authorized by these Bylaws or by the action of the Board of Directors.

6.6 Treasurer. The Treasurer shall perform such duties and shall have such powers as may from time to time be assigned to the Treasurer by the Board of Directors or the President. In addition, the Treasurer shall perform such duties and have such powers as are incident to the Office of Treasurer, including, without limitation, the duty and power: to keep and be responsible for all funds and securities of the corporation; to deposit funds of the corporation in depositories selected in accordance with these Bylaws; disburse such funds as ordered by the Board of Directors, making proper accounts

thereof, and to render as required by the Board of Directors, statements of all such transactions as Treasurer and of the financial condition of the corporation.

6.7 Assistance Secretaries. The Assistant to the Secretaries shall perform such duties and possess such powers as from time to time shall be assigned to them by the Board of Directors, the President, or the secretary. In the absence, inability, or refusal of the Secretary to act, the Assistant Secretaries, in the order determined by the Board of Directors, shall perform the duties and excise the powers of the Secretary.

6.8 Assistant Treasurers. The Assistant Treasurer's shall perform such duties as possess such powers as from time to time shall be assigned to them by the Board of Directors, the President, or the Treasurer. In the absence, inability, or refusal of the Treasurer to act, the Assistant to the Treasurer, in the order determined by the Board of Directors, shall perform the duties and exercise the powers of the Treasurer.

6.9 Bond of Officers. The Board of Directors may require any officers to give the corporations a bond in such and with surety or sureties as shall be satisfactory to the Board of Directors for such terms and conditions as the Board of Directors may specify, including, without limitation, for the faithful performance of the officer's duties and for the restoration to the corporation of all property in the officer's possession of under their control belonging to the corporation.

6.10 Salaries. Officers of the corporation shall be entitled to such salaries, emoluments, compensation or reimbursement as shall be fixed or allowed from time to time by the Board of Directors.

ARTICLE VII: Execution of Instruments; Loans; Checks and Endorsements; Deposits; Proxies

7.1 Execution of Instruments. The President shall have power to execute and deliver on behalf and in the name of the corporation any instrument requiring the signature of an officer of the corporation, except as otherwise provided in these Bylaws or where the execution and delivery thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation. Unless authorized to do so by these Bylaws or by the Board of directors, no officer, agent or employee shall have any power or authority to bind the corporation in any way, to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

7.2 Loans. No loan shall be contracted on behalf of the corporation, and no evidence of indebtedness shall issue, endorsed or accepted in its name, unless authorized by the Board of Directors.

7.3 Checks and Endorsements. All checks, drafts or other orders for the payment of money, obligations, notes or other evidences of indebtedness, bills of lading, warehouse receipts, trade acceptances, and other such instruments shall be signed or endorsed by such officers or agents of the corporation as shall from time to time be determined by resolution of the Board of Directors, which resolution may provide for the use of facsimile signatures.

7.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the corporation's credit in such banks or other depositories as shall from time to time be

determined by resolution of the Board of Directors, which resolution may specify the officers or agents of the corporation who shall have the power, and the manner in which such power shall be exercised, to make such deposits and to endorse, assign and deliver for collection, and deposit checks, drafts and other orders for the payment of money payable to the corporation of its order.

ARTICLE VIII: Corporate Seal

8.1 Corporate Seal. The corporate seal shall be in such form, as shall be approved by resolution of the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced. The impression of the seal may be made and attested by either the Secretary or Assistant Secretary for the authentication of contracts or other papers requiring the seal.

ARTICLE IX: Fiscal year

9.1 Fiscal Year. The fiscal year of the corporation shall be such year as shall be established by the Board of Directors.

ARTICLE X: Corporate Books and Records

10.1 Corporate Books and Records. The books and records of the corporation may be kept within or without the State of Colorado at such place or places as may be from time to time designated by the Board of Directors.

10.2 Audits of Books and Accounts. The corporation's books and accounts shall be audited at such times and by auditors as shall be specified and designated by resolution of the Board of Directors.

ARTICLE XI: Anti-Discrimination Policy

11.1 Anti-discrimination Policy. The anti-discrimination policy forbids against any discrimination in regard to an individual's sexual orientation, gender identity/expression, HIV/AIDS status, race, color, national origin, ancestry, creed, religion, sex, gender, physical or mental disability, age, marital status, military status, veteran status, citizenship or any other protected classification in accordance with municipal, state or federal laws.

ARTICLE XII: Emergency Bylaws

12.1 Emergency Bylaws. The Board of Directors may adopt emergency Bylaws in accordance with and pursuant to the provisions therefore from time to time set forth in the Colorado Corporation Code.

ARTICLE XIII: Amendments

13.1 Amendments. All Bylaws of the corporation shall be subject to alteration, amendment or repeal, and new Bylaws, may be added, by the Board of Directors. The members shall have the same powers and the further power to restrict such powers in the Board of Directors.

Done this 1st day of June 2009

Elet T. Valentine, President