

**AMENDED BY-LAWS  
OF  
TEXAS BLUEBIRD SOCIETY**

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**AMENDED BY-LAWS  
OF  
TEXAS BLUEBIRD SOCIETY**

These Bylaws (referred to herein as the "Bylaws") govern the affairs of the Texas Bluebird Society, a nonprofit corporation (referred to as the "TBS" or the "Corporation") organized under the Texas Non-Profit Corporation Act.

**ARTICLE I**  
Offices

The initial principal office of TBS shall be located in the State of Texas. TBS may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the TBS may require from time to time.

TBS shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office as required by the Texas Non-Profit Corporation Act. The registered office may be, but does not need to be, identical with the principal office in the State of Texas, and the address of the principal office and the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II**  
Members

Section 1: Classes of Members

The TBS shall have one (1) class of members. The qualifications and rights of the members of such class shall be as follows:

Members shall be those individuals, households or corporations who apply for membership in the TBS by meeting such qualifications, completing such forms and paying such membership fee or dues as shall from time to time be designated by the Board of Directors. The Board of Directors or a Board-designated committee may adopt and amend application procedures and qualifications (rules) for membership in the corporation.

Section 2: Election of Members

Members shall be elected by the Board of Directors. An affirmative vote of two-thirds of the Directors shall be required for election.

Section 3: Voting Rights

Each member class shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4: Termination of Membership

The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for good cause after an appropriate hearing. Good cause includes, but is not limited to, a material and serious violation of the Corporation's Articles of Incorporation, Bylaws, or rules, or of law.

#### Section 5: Resignation

Any member may resign by filing a written resignation with the Secretary.

#### Section 6: Reinstatement

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

#### Section 7: Transfer of Membership

Membership in the TBS is not transferable or assignable.

#### Section 8: Certificates of Membership

The Board of Directors by resolution may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the person or persons authorized to do so. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors determine.

**ARTICLE III**  
Meetings of Members

Section 1: Annual Meeting

An annual meeting of the members shall be held during the annual convention each year for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2: Special Meetings

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-fourth of the members having voting rights.

The Officers of the TBS and the Board of Directors of the TBS have the right to attend any and all Special Called Meetings or any meetings whatsoever where members of the TBS may be convened.

Section 3: Place of Meeting

The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the TBS in the State of Texas but if twenty-five percent or more of the members shall meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4: Notice of Meetings

Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally, electronically or by mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the member at his address as it appears on the records of the TBS, the postage thereon prepaid. If sent electronically, the notice of a meeting shall be deemed to be delivered when sent by a person and a method routinely used by the TBS for electronic communication and addressed to the member at his electronic address as it appears on the records of the TBS.

#### Section 5: Informal Action by Members

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Meetings may also take place over live internet access.

#### Section 6: Quorum

The members present at the annual meeting shall constitute a quorum at such meeting for the transaction of any business. At any meeting other than the annual meeting, the members holding one-half (1/2) of the votes of membership and which may be cast at such meeting shall constitute a quorum at such non-annual meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

#### Section 7: Manner of Acting

A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws.

#### Section 8: Voting by Alternate Method

Where Directors or Officers are to be elected by members or any class or classes of members, such election may be conducted by mail, electronically or as the Board of Directors shall determine.

**ARTICLE IV**  
Board of Directors

Section 1: General Powers

The affairs of the TBS shall be managed by its Board of Directors. Directors need not be residents of the State of Texas or residents of the United States but must be members of the TBS.

Section 2: Number, Tenure and Qualifications

The number of Directors shall be eight (8) or more. Each Director shall hold office ~~for two calendar years~~ and until his successor shall have been elected and qualified (properly seated as if appointed or approved by vote of members as if elected). ~~Directors shall serve no more than five (5) consecutive years.~~

10/8/10 Board members are elected for a 2 year term. A board member can continue to serve a one year term if appointed/elected by the nominating committee/current board. A member can serve an unlimited number of terms on the board.
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Section 3: Nomination of Directors

At any meeting at which the election of a Director occurs, the nominating committee will submit a slate of candidates, one candidate for each election of Director. A voting member in good standing may nominate a person with the second of any other voting member in good standing.

Section 4: Election of Directors

A person who meets any qualification requirements to be a Director and who has been duly nominated may be elected as a Director. Directors shall be elected by a majority of the votes of the eligible voting members of the Corporation present at such meeting. Each Director shall hold office until a successor is elected and qualified.

Section 5: Regular Meetings

A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately prior, during or immediately after the annual meeting of members, and at the same place as the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 6: Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any four Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meeting of the Board called by them. A meeting may take place by live internet access or other electronic means as may be determined by the Board of Directors.



## Section 7: Notice

Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or sent by electronic means or telegram to each Director at his address as shown by the records of the TBS. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If sent electronically, the notice of a meeting shall be deemed to be delivered when sent by a person and a method routinely used by the TBS for electronic communication and addressed to the Director at his electronic address as it appears on the records of the TBS. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where 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 meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws. The business to be transacted at and the purpose of any special meeting of the Board must be specified in the notice or waiver of notice of such meeting.

## Section 8: Quorum

The Board of Directors in attendance shall constitute a quorum for the transaction of business at any regular meeting of the Board. Fifty percent of the Directors shall constitute a quorum for the transaction of business at any Special Called meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

## Section 9: Manner of Acting

The act 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 law or by these by-laws.

## Section 10: Action Without A Meeting

Voting may take place electronically, by telephone conference call, by roll call vote, by acclamation or by any other method so prescribed by a Resolution of the Board of Directors.

## Section 11: Vacancies

Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. When a vacancy occurs, the duties which would have been performed by the

Director may be temporarily assigned to another Director or Directors by the President or a person acting for the President.

### Section 12: Compensation

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and / or expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

### Section 13: Removal

The Board of Directors, by a unanimous vote of all the remaining Directors, may remove a Director from office. For the purpose of removing a Director, an abstention of a vote is registered as a 'No' vote.

## **ARTICLE V** Officers

### Section 1: Officers

The Officers of the TBS shall be a President, one or more Vice Presidents (the number, if any, thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other Officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other Officers, including one or more Assistant Secretaries and one or more Assistant Treasurers and one or more Assistant Vice Presidents, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the office of President and Secretary.

### Section 2: Election and Term of Office

The Officers of the TBS shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be done. New Officers may be created and filled at any meeting of the Board of Directors. Existing Officers may be dissolved at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.

### Section 3: Removal

Any Officer elected or appointed by the Board of Directors may be removed by a 2/3 majority of all the Board of Directors whenever in its judgment the best interests of the

TBS would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

#### Section 4: Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the simple majority of the Board of Directors for the unexpired portion of the term.

#### Section 5: President

The President shall be the principal executive Officer of the TBS and shall in general supervise and control all of the business and affairs of the TBS, subject to the direction of the Board of Directors. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper Officer of the TBS authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other Officer or agent of the TBS; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

#### Section 6: Vice President

In the absence of the President or in the event of his or her 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 of their title rank) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President and subject to the direction of the Board of Directors. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. In the absence of any Vice President the Board of Directors may appoint someone to temporarily perform the duties of the President, subject to the direction of the Board of Directors.

#### Section 7: Treasurer

In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the President or the Board of Directors, including but not be limited to:

- a) Taking charge and custody of, and being responsible for, all funds and securities of the Corporation, and depositing all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;

- b) Receiving and giving receipt for monies due and payable to the Corporation from any source whatsoever;
- c) Disbursing, or causing to be disbursed, the funds of the Corporation as may be directed by the Board of Directors and taking proper vouchers for such disbursements;
- d) Keeping and maintaining adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- e) Rendering to the President or Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation; and
- f) Preparing or causing to be prepared, among other required reports, the Annual Report, the Annual Statement of Specific Transactions and financial statements of the Corporation.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

#### Section 8: Secretary

In general, the Secretary shall perform all duties incident to the office of Secretary, shall serve as secretary of all meetings of the Board and shall perform all such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, as well as those which may be assigned to him or her from time to time by the President or the Board of Directors, including but not limited to:

- a) Certifying and keeping at the principal office of the Corporation or at an other place as shall be determined by the Board of Directors, the original, or a copy of these Bylaws as amended or otherwise altered to date;
- b) Keeping at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of the Board, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- c) Ensuring that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- d) Being custodian of the records and of the seal of the Corporation, if any and ensuring that the seal is affixed to all duly executed documents, the execution of which documents, on behalf of the Corporation under its seal is authorized by law or these Bylaws;
- e) Keep a register of the postal address, and electronic address if any, of each member which shall be furnished to the Secretary by such member; and
- f) Rendering to the President or Directors, whenever requested, an account of any or all of his or her transactions as Secretary and the Bylaws, the corporate book and the minutes of the proceedings of the Directors of the Corporation.

## Section 9: Assistant Treasurers and Assistant Secretaries

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

## **ARTICLE VI** Committees

### Section 1: Committees of Directors

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the by-laws; electing, appointing or removing any member of any such committee or any Director or Officer of the corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repeated by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law.

### Section 2: Other Committees, Councils and Advisory Boards

Other committees, councils and advisory boards not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee, council and advisory board shall be members of the corporation. The Chairman of the committees, councils and advisory boards may be a Director and the President of the corporation or the Committee Chairman shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

### Section 3: Term of Office

Each member of a committee shall continue as such until the next annual meeting of the members of the corporation or for the term defined in the resolution or until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

### Section 4: Chairman

A Chairman may be elected from among the members in any Committee of Directors, or in the absence of such appointed by the President. The chairman of all Other Committees, Councils and Advisory Boards shall be appointed by the President.

### Section 5: Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

### Section 6: Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, council or advisory board a majority of the whole committee, council or advisory board shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, council or advisory board.

### Section 7: Rules

Each committee, council or advisory board may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

### Section 8: Ex-officio Member

The President of the TBS is an Ex-officio Committee Member of all committees or sub-committees, councils or advisory boards.

## **ARTICLE VII**

### Contracts, Checks, Deposits, Funds and Other Financial Matters

#### Section 1: Contracts

The Board of Directors may authorize any Officer or Officers, agent or agents of the corporation, in addition to the Officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

#### Section 2: Checks, Drafts, etc.

All checks, cash withdrawals, electronic payments, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such Officer or Officers, agent or agents of the corporation and in such manner and following such rules or guidelines as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the corporation.

#### Section 3: Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### Section 4: Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation so long as the gift contributes to the goals and objectives of the TBS.

**ARTICLE VIII**  
Finances

Section 1: Normal Operating Expenses

Unless otherwise assigned by these By-laws or the Board of Directors, all income, including dues, accruing to this corporation shall be credited to the General Fund, and the assets of this fund shall be used to defray all the normal operating expenses of TBS and other budgeted expenses including, but not limited to:

- a) The publication of all regular periodicals and mailings.
- b) Funding for the establishment of new bluebird trails.
- c) Any expense incurred exclusively for the charitable, educational or scientific purposes within the meaning of and consistent with Section 501(c) 3 of the Internal Revenue Code and any regulations promulgated thereunder or any successor provisions related to nonprofit corporations.

Section 2: Review of Accounts

Accounts of the Treasurer will be reviewed at completion of each fiscal year by a CPA at the direction of the Board of Directors.

Section 3: Annual Operating Budget

The Board of Directors will develop an annual operating budget around income and expense categories and where applicable, line items within these expense categories. Expenditures not in the operating budget must be approved by a majority of the Directors. Unbudgeted expenses not approved by the Board of Directors become the responsibility of the person incurring them. By resolution the Board of Directors may alter or establish rules and guidelines for creating, implementing, monitoring and reconciling the Annual Operating Budget.

**ARTICLE IX**  
Non-Profit Compliance

Section 1: Restriction on Corporation Income and Disbursements

All income and earnings of TBS shall be used exclusively for corporate purposes and no part shall inure to the benefit of any member, private individual, or other entity.

Section 2: Restriction on Compensation

No member of the Board of Directors, Committee Chairperson or Member shall receive compensation for any service rendered to TBS. However, any such person may be reimbursed for actual expenses incurred in performance of duties (with approval of Board of Directors) and nothing in this provision shall prevent TBS from contracting in writing with such a person for provision of goods or services at fair value, provided that person and all direct relatives are recused from any vote relating to such a contract for goods or services.



### Section 3: Lobbying

No substantial part of the corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation or campaigns for elective office, and no endorsement of any candidate shall be made on behalf of TBS.

### Section 4: Prohibition of Discrimination

TBS shall not discriminate on basis of gender, race, religion, national origin, sexual orientation or disability in any manner.

### Section 5: Distribution of Assets Upon Dissolution

Should this corporation dissolve, the assets of the corporation, after payment of all outstanding liabilities, shall be contributed to such charitable organizations that the Board of Directors may designate as a recipient. To be qualified as a recipient, all such organizations shall be qualified to receive deductible charitable donations under the Internal Revenue Code Section 501(c) 3.

## **ARTICLE X** Indemnification

TBS shall indemnify and hold harmless its Officers and Board Members from liability of acts undertaken on behalf of TBS in good faith to the maximum extent permitted by law, including the tender of defense of any claims against them, and TBS may maintain Board Members and Officers liability insurance as the Board may deem necessary and finances may permit.

## **ARTICLE XI** Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31 in each year.

**ARTICLE XII**  
Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIII**  
Amendments to By-laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting, or by a two-thirds (2/3) majority of the Board of Directors, if adopted by informal action.

**ARTICLE XIV**  
Legal Authorities

Section 1: Legal Authorities Governing Construction of Bylaws

The bylaws shall be construed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended' from time to time.

Section 2: Legal Construction

If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

**ARTICLE XV**  
Adoption of By-laws

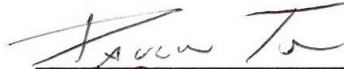
The foregoing Amended By-laws of this Corporation are hereby adopted by the undersigned, being all the Directors of such Corporation named in the Articles of Incorporation on \_\_\_\_, 2003.

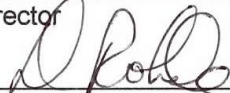
*Signature page is in TBS Permanent Records.*


**ARTICLE XV**


Adoption of By-laws


The foregoing Amended By-laws of this Corporation are hereby adopted by the undersigned, being all the Directors of the Corporation as of this \_\_\_\_ day of November 2003.

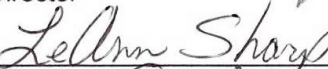
  
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Director

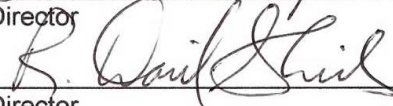
  
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