

**BYLAWS
OF
THE FOAM RANGERS**

These Bylaws govern the affairs of **The Foam Rangers** (the "Corporation"), a nonprofit corporation organized under the Texas Non-Profit Corporation Act ("Act"). The purpose of the Corporation is social, recreational, educational and not for profit as set forth in its Articles of Incorporation and all of its activities and assets shall be devoted exclusively for such purposes.

**ARTICLE I
OFFICES**

Section 1. Registered Office. Until the Board of Directors otherwise determines, the registered office of the Corporation required by the Act to be maintained in the State of Texas, shall be the principal office of the Corporation, but such registered office may be changed from time to time by the Board of Directors in the manner provided by law and need not be identical to the principal office of the Corporation.

Section 2. Other Offices. The Corporation may also have offices at such other places or locations, within or without the State of Texas, as the Board of Directors may, by resolution, from time to time determine or the business of the Corporation may require.

**ARTICLE II
MEMBERS**

Section 1. Class of Members. The Corporation shall have one class of members, each of whom is entitled to cast one vote in any election of the Corporation that requires general membership approval.

Section 2. Admission of Members and Renewal of Membership. Membership in the Corporation is open and limited to any natural person interested in the brewing and appreciation of beer, mead and similar fermented beverages. Interested persons may be admitted to membership upon the proper completion of an application in the form promulgated by the Board of Directors and upon the payment in advance of dues at the rates established from time to time by the Board of Directors. The Board of Directors may adopt and amend application procedures and qualifications for membership in the Corporation. The membership of a member shall be automatically terminated upon the expiration of its initial term unless the member renews the membership and pays renewal dues in accordance with procedures adopted from time to time by the Board of Directors.

Section 3. Termination of Membership. The Board of Directors, by unanimous vote, may suspend or expel a member for cause after an appropriate hearing. Upon any expulsion, prorated dues shall be refunded.

Section 4. Certificates of Membership. There shall be no certificates evidencing membership in the Corporation.

Section 5. Resignation. Any member may resign from the Corporation by submitting a written resignation to the Secretary. The resignation need not be accepted by the Corporation to be effective. Unless approved by a majority vote of the Board of Directors, prorated dues shall not be refunded to a resigning member.

Section 6. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

Section 7. Waiver of Interest in Corporation Property. All real and personal property acquired by the Corporation shall be owned by the Corporation. A member shall have no interest in the property of the Corporation.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held within 13 months of the previous annual meeting at the regular monthly member's meeting, the date, time and place for which is established by the Board of Directors, for the purpose of electing officers and directors and for the transaction of any and all such other business as may properly be brought before or submitted to this meeting. Any and all business of any nature or character whatsoever may be transacted, and action may be taken thereon, at any annual meeting, except as otherwise provided by law or by these Bylaws.

Section 2. Regular and Special Meetings. Regular meetings of the members shall be held monthly, at such place within the State of Texas as may be determined by the Board of Directors.

Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, or by law or by the Articles of Incorporation of the Corporation, may be called by the President, or by the Board of Directors, or by not less than one-quarter of the voting members.

Section 3. Notices of Members' Meetings. Notice of the regular and annual meetings of the members shall be given by publication in the Corporation's newsletter or other common means of communication with members such as e-mail, website calendar or by other means approved by the Board of Directors. No other notice of regular and annual meetings of the members need be given.

Written or printed notice stating the place, day and hour and purpose or purposes of each special meeting of the members, shall be delivered not less than ten (10) days nor more than sixty (60) days before the date of the meeting either personally or by publication in the Corporation's newsletter or other common means of communication with members such as e-mail, website calendar or by other means approved by the Board of Directors to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 4. Quorum of Members. The members holding one-quarter of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum at a meeting of members. The vote of the majority of the vote entitled to be cast by the members present or represented by proxy at a

meeting at which a quorum is present shall be the act of the members' meeting, unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 5. Meetings of the Members. The President of the Corporation, or in the event of his absence or omission or refusal to so act, a Vice-President of the Corporation, shall call each meeting of the members to order and shall act as Chairman of such meeting. If for any reason whatever neither the President nor a Vice-President of the Corporation acts or will act as the Chairman of the meeting of the members, then the members present, in person or by proxy, and entitled to vote thereat may by majority vote appoint a Chairman who shall act as Chairman of the meeting.

The Secretary of the Corporation, or in the event of his absence, omission or refusal to act, an Assistant Secretary, shall act as Secretary of each meeting of the members. If for any reason whatever neither the Secretary nor an Assistant Secretary acts or will act as Secretary of the meeting of members, then the Chairman of the meeting or, if he fails to do so, the members present, either in person or by proxy, and entitled to vote thereat may by majority vote appoint any person to act as Secretary of the meeting and such person shall act as Secretary of the meeting.

Section 6. Attendance and Proxies. Each member entitled to vote at the particular members' meeting may attend such meeting and vote in person or may attend such meeting by proxy, and vote by such proxy, appointed by instrument in writing subscribed by the member or by such member's duly authorized agent or attorney-in-fact and filed with the Secretary of the Corporation before or at the time of the particular meeting, and the attendance or the vote at any such meeting of a proxy of any such member so appointed shall for all purposes be considered as attendance or vote in person of such member. No proxy shall be valid after eleven (11) months from the date of its execution unless a longer period is expressly provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for a period of more than eleven (11) months.

Section 7. Voting. At each meeting of the members, each member shall be entitled to one (1) vote, excepting only as may be otherwise provided or required by law, on each matter submitted to a vote at such meeting.

At each election for directors by the members, every member entitled to vote at such election shall have the right to vote, in person or by proxy, for as many candidates as are to be elected and for whose election he has a right to vote. The right of cumulative voting shall not exist.

Section 8. Decisions at Meetings of Members. At all meetings of the members all questions, business, and matters except those the manner of deciding which is otherwise expressly governed by the Act or by the Articles of Incorporation or by these Bylaws, shall be decided by the vote of the majority of the members present in person or by proxy, and entitled to vote, a quorum being present. All voting shall be viva voce, except that upon the determination of the officer or person presiding at the meeting or upon the demand of any qualified voter or his proxy, voting on any further question, matter or business at such meeting shall be by ballot. In the event any business, question or matter is so voted upon by ballot, then each ballot shall be signed by the member voting or by his proxy and shall state the number of votes so voted.

Section 9. List of Members. A complete list of members entitled to vote at each members' meeting or any adjournment thereof, arranged in alphabetical order, with the address of and number of votes held by each, shall be prepared by the Treasurer and provided to the Secretary for each members' meeting or any adjournment thereof. Members may elect to have their address, e-mail and

phone numbers withheld from inspection by other members, but not from Directors of the Corporation. Member information may not be used for any purpose other than official Corporation business and the Corporation will make a reasonable effort to protect Member data.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Board of Directors. The affairs of the Corporation shall be managed and controlled by the Board of Directors and, subject to such restrictions, if any, as may be imposed by law, the Articles of Incorporation or by these Bylaws, the Board of Directors may, and are fully authorized to, exercise all the powers of the Corporation. Directors need not be residents of the State of Texas but shall be members of the Corporation.

In addition to the powers and authority expressly conferred on the Board of Directors by law, the Articles of Incorporation or any amendment thereof, by these Bylaws or any amendment thereof, the Board may exercise all the powers of the Corporation and do all such lawful acts and things as may be done by the Corporation which are not by the laws of the State of Texas or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members.

Section 2. Number of Directors. The number of directors shall be five (5) but the number of directors may be increased or decreased (provided such decrease does not shorten the term of any incumbent director) from time to time by amendment to the Bylaws of the Corporation, provided however, that the number of directors shall never be less than three (3).

Section 3. Election and Term. Each of the four principal officers of the Corporation, the President, the Vice President, the Secretary and the Treasurer shall, ex officio, be voting members of the Board of Directors. A single Director at large, who shall not be an officer of the Corporation, shall also be elected by the membership. Except as otherwise provided in Section 5 of this Article IV, the officers and directors shall be elected each year at the annual meeting of the members, and each such director shall hold office, unless removed in accordance with the provisions of these Bylaws or he resigns, for the a one year term or until his successor shall have been elected and qualified. A director may be elected to succeed himself or herself as a director. Each director shall qualify by accepting his election to office either expressly or by acting as a director.

Prior to any meeting at which the election of directors occurs, the Board of Directors shall nominate the persons whom it desires to be elected as directors. At any meeting at which the election of directors occurs, the members shall consider the persons nominated for officer and director by the Board of Directors, but are not limited to the persons so nominated, and may elect any person as a director.

Under no circumstances may a single individual fill the positions of President and Treasurer simultaneously.

Section 4. Resignation. Any director or officer of the Corporation may resign at any time as provided in Section 4 of Article X of these Bylaws.

Section 5. Vacancy and Increase. Any vacancy or vacancies occurring in the Board 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 and until his successor shall have been elected and

qualified. In case of any increase in the number of directors, the additional director or directors shall be elected at either an annual meeting or at a special meeting of the members called for that purpose.

Section 6. Removal. A director of the Corporation may be removed from office from time to time and at any time with or without cause, by the vote of one-third of the members entitled to vote, at any meeting of the members; and any vacancy or vacancies in the Board resulting therefrom may be filled by the remaining directors, though less than a quorum, or by the members, whichever shall first act thereon.

Section 7. Offices and Records. The directors may have or establish one or more offices of the Corporation and keep the books and records of the Corporation, except as otherwise provided by the Act, in such place or places in the State of Texas or outside the State of Texas, as the Board of Directors may from time to time determine.

Section 8. Meeting of Directors. Meetings of the Board of Directors, regular or special, may be held either within or without the State of Texas.

Section 9. First Meeting. Each newly elected Board of Directors may hold its first meeting for the purpose of organization and the transaction of business, if a quorum is present, immediately after and at the same place as the annual meeting of the members, and no notice of such meeting shall be necessary.

Section 10. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as shall be designated or determined from time to time by resolution of the Board of Directors. Notice of such regular meetings shall not be required.

Section 11. Special Meetings. Special meetings of the Board of Directors shall be held whenever and wherever called or provided to be held by the President or by any two of the directors for the time being in office at the place, day and hour determined by the officer or the director(s) calling or providing for the holding of the particular meeting, in each instance, and such determination may be conclusively evidenced in a call, waiver of notice or other communication signed by such officer or such director(s).

Section 12. Notice. The Secretary or an Assistant Secretary shall, but in the event of the absence of the Secretary or an Assistant Secretary or the failure, inability, refusal or omission on the part of the Secretary or an Assistant Secretary so to do, any other officer of the Corporation may, give notice of each special meeting, and of the place, day and hour of the particular meeting, in person or by mail, or by telephone, telegraph or other means of communication, at least three (3) days before the meeting to each director. 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 on the ground that the meeting is not lawfully called or convened.

Section 13. Business to be Transacted. Neither the business to be transacted at, nor the purpose or purposes of, any regular or special meeting of the Board of Directors need be specified in the notice or any waiver or waivers of notice of such meeting. Any and all business of any nature or character whatsoever may be transacted and action may be taken thereon at any such first meeting or at any other meeting, regular or special, of the Board of Directors. At any meeting at which every director shall be present, even though without any

notice, any business may be transacted.

Section 14. Order of Business. At all meetings of the Board of Directors business shall be transacted in such order as from time to time the Board of Directors may determine. At all meetings of the Board of Directors the President shall preside and in the absence of the President, a Vice-President shall preside, but if neither the President nor a Vice-President shall be present or if neither shall for any reason preside at any meeting of the Board, then a Chairman shall be chosen by the Board from among the directors present and such Chairman so chosen shall preside at the meeting.

The Secretary of the Corporation, or in his absence, an Assistant Secretary, shall act as Secretary of the meetings of the Board of Directors, but in the absence of the Secretary and an Assistant Secretary, or if for any reason neither acts as Secretary thereof, the presiding officer shall appoint any person of his choice to act, and such person shall act as Secretary of the meeting.

Section 15. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 16. Compensation. Directors shall not be entitled to receive any fixed sums or stated salaries for their services, but, by resolution of the Board, actual out-of-pocket expenses of a Director incurred in connection with the performance of his duties may be reimbursed.

Section 17. Consent and virtual Meetings. Any action required or permitted to be taken at any annual or special meeting of Directors of the Corporation may be taken without a meeting, without prior notice, and without a vote, if the consent in writing, setting forth the action so taken, shall be signed by all of the Directors of the Corporation. Pursuant to proper notice or waiver thereof, any regular or special meeting of the Directors may be held by conference telephone or other communications means that allow all persons participating in the meeting to communicate with each other, and participation in such a meeting shall constitute presence in person at such meeting and waiver of notice of such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE V INDEMNIFICATION OF OFFICERS AND DIRECTORS

To the fullest extent permitted by applicable law, including to the fullest extent permitted by Article 2.22A of the Texas Non-Profit Corporation Act, any successor to or modification of such article, or any other applicable statute or judicial or administrative decision, the Corporation shall indemnify, reimburse and advance expenses prior to the final disposition of the proceeding to, each director, former director or officer of the Corporation who was, is or is threatened to be made a defendant or respondent in any proceeding, and shall indemnify, reimburse and advance expenses prior to the final disposition of the proceeding to, each director, former director, officer, employee, agent or person who is or was serving at the request of the Corporation as a director, officer, partner,

venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, who was, is or is threatened to be made a defendant or respondent in any proceeding.

ARTICLE VI COMMITTEES

The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish one or more committees and appoint or remove members of a committee. The Board of Directors shall not delegate any of its authority to a committee.

ARTICLE VII OFFICERS

Section 1. Principal Officers. The four principal officers of the Corporation shall be chosen by the membership and shall, by virtue of their office, serve ex officio as voting members of the Board of Directors. The four principal officers shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. Additional Officers. The Board may appoint such other officers, agents and factors as it shall deem necessary, but none of such officers shall be members of the Board of Directors.

Section 3. Terms of Officers. Each officer shall hold his office for one year or until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal in the manner hereinafter provided. An officer may be elected to succeed himself in the same office.

Section 4. Removal. Any officer who is not a principal officer and member of the Board of Directors and any agent or any member of any committees elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. Election or appointment of an officer or agent shall not of itself create contract rights. Principal officers of the Corporation who serve on the Corporation's Board of Directors shall only be removed in accordance with the procedure for removal of Directors set forth in Article IV, Section 6 of these Bylaws.

Section 5. Powers and Duties of Officers. The officers so chosen shall perform the duties and exercise the powers expressly conferred or provided for in these Bylaws, as well as the usual duties and powers incident to such office, respectively, and such other duties and powers as may be assigned to them from time to time by the Board of Directors or by the President.

Section 6. The President (a/k/a Grand Wazoo). The President (who shall, for purposes of the Corporation's internal affairs, be referred to as "The Grand Wazoo") shall, subject to the control of the Board of Directors, be the chief executive officer of the Corporation and shall have general executive charge, management and control of the affairs, properties and operations of the Corporation in the ordinary course of its business, with all such duties, powers and authority with respect to such affairs, properties and operations as may be reasonably incident to such responsibilities; he may make, execute, acknowledge and deliver any and all contracts, leases, deeds, conveyances, assignments, bills of sale,

transfers, releases and receipts, and any and all other instruments, documents and papers of any kind or character for and on behalf of and in the name of the Corporation, and he shall do and perform such other duties and have such additional authority and powers as from time to time may be assigned to or conferred upon him by the Board of Directors.

Section 7. Vice-Presidents (a/k/a Secondary Fermenter). In the absence of the President or in the event of his disability or refusal to act, the Vice-President (who shall, for purposes of the Corporation's internal affairs, be referred to as "The Secondary Fermenter") 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. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors of the Corporation. Any action taken by a Vice-President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

Section 8. Treasurer (a/k/a Purser). The Treasurer (who shall, for purposes of the Corporation's internal affairs, be referred to as "The Purser") shall have custody of all the funds and securities of the Corporation which come into his hands. When necessary or proper, he may endorse on behalf of the Corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be selected or designated by or in the manner prescribed by the Board of Directors. He may sign all receipts and vouchers for payments made to the Corporation, either alone or jointly with such officer as may be designated by the Board of Directors. Whenever required by the Board of Directors he shall render a statement of his cash account. He shall enter or cause to be entered, punctually and regularly, on the books of the Corporation to be kept by him or under his supervision or direction for that purpose, full and accurate accounts of all dues and other moneys received and paid out by, for or on account of the Corporation. He shall have charge of and maintain and keep or supervise and control the maintenance and keeping of the membership books and provide a membership list to the Secretary as needed. He shall at all reasonable times exhibit his books and accounts and other financial records to any director of the Corporation during business hours. He shall have such other powers and duties as may be conferred upon or assigned to him by the Board of Directors. The Treasurer shall perform all acts incident to the position of Treasurer subject always to the control of the Board of Directors. He shall, if required by the Board of Directors, give such bond for the faithful discharge of his duties in such form and amounts as the Board of Directors may require.

Section 9. Secretary (a/k/a Scrivener). The Secretary (who shall, for purposes of the Corporation's internal affairs, be referred to as "The Scrivener") (1) shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members, in books provided for that purpose, (2) shall attend to the giving and serving of all notices, (3) may sign with the President or a Vice-President in the name of the Corporation and/or attest the signatures of either to, all contracts, conveyances, transfers, assignments, encumbrances, authorizations and all other instruments, documents and papers, of any and every description whatsoever, of or executed for or on behalf of the Corporation and affix the seal of the Corporation thereto, (4) shall have charge of and maintain and keep or supervise and control the maintenance and keeping of such other books and papers as the Board of Directors may authorize, direct or provide for, all of which shall at all reasonable times be open to the inspection of any director, upon request, at the office of the Corporation during business hours, (5) shall in general perform all the duties incident to the office of Secretary, and (6) shall have such other powers and duties as may be conferred upon or assigned to him by the Board of Directors; subject always to the control of the Board of Directors.

ARTICLE VIII DUES

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by its members. In extraordinary circumstances and upon the unanimous vote of the Board of Directors, the dues of any specific member may be waived in the event of economic hardship or in appreciation for past service to the Corporation.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of January in each year. The Board of Directors may permit dues of new members to be prorated from the first day of the month in which such new member is admitted to membership, for the remainder of the fiscal year of the Corporation. Members in Default or who are Terminated are not eligible for prorated dues.

Section 3. Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of two months from the beginning of the fiscal year or period for which such dues became payable, his or her membership may be terminated by the Board of Directors in the manner provided in Article III of these Bylaws.

ARTICLE IX TRANSACTIONS OF THE CORPORATION

Section 1. 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. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Bylaws, the Articles of Incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax-exempt status.

Section 2. Potential Conflicts of Interest. The Corporation shall not make any loan to a director or officer of the Corporation. A member, director, officer, or committee member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by the Bylaws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact business with a member, director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a member, director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors or the members, not including the vote of any person having a personal interest in the transaction.

Section 3. Prohibited Acts. As long as the Corporation is in existence, and except with the prior approval of the Board of Directors or the members, no director, officer, or committee member of the Corporation shall:

- (a) Do any act in violation of the Bylaws or a binding obligation of the Corporation.

- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
- (h) Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE X MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be such as the Board of Directors shall, by resolution, provide or establish or such as the President shall determine subject to approval of the Board.

Section 2. Seal. The seal of the Corporation shall be in such form as the Board of Directors shall prescribe, and may be used by causing it or a facsimile thereof to be impressed, affixed, printed, or reproduced in any other manner.

Section 3. Notice and Waiver of Notice. Whenever any notice whatever is required to be given to any member or director under the provisions of the Act or under the provisions of these Bylaws or the Articles of Incorporation of this Corporation, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed post-paid wrapper addressed to the person or persons entitled thereto at their post office addresses, respectively, as same appear on the books or other records of the Corporation, and such notice shall be deemed to have been given and received if given in any other manner or by any other means authorized or provided for elsewhere in these Bylaws. A waiver or waivers of notice, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 4. Resignations. Any director or officer may resign at any time. Each such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by either the Board of Directors or the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided

in the resignation.

Section 5. Depositories. Funds of the Corporation not otherwise employed shall be deposited from time to time in such banks or other depositories as either the Board of Directors or the President or the Treasurer may select or approve.

Section 6. Signing of Checks, Notes, etc. In addition to and cumulative of, but in nowise limiting or restricting, any other provision or provisions of these Bylaws which confer any authority relative thereto, all checks, drafts and other orders for the payment of money or moneys out of funds of the Corporation and all notes and other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation, in such manner, and by such officer or officers, person or persons, as shall from time to time be determined or designated by or pursuant to resolution or resolutions of the Board of Directors; provided, however, that if, when, after and as authorized or provided for by resolution or resolutions of the Board of Directors the signature or signatures of any such officer or officers, person or persons, may be facsimile or facsimiles, engraved or printed, and shall have the same force and effect and bind the Corporation as though such officer or officers, person or persons, had signed the same personally, and, in event of the death, disability, removal or resignation of any such officer or officers, person or persons, if the Board of Directors shall so determine or provide, as though and with the same effect as if such death, disability, removal or resignation had not occurred.

Section 7. Persons. Wherever used or appearing in these Bylaws, pronouns of the masculine gender shall include the persons of the female sex as well as the neuter gender and the singular shall include the plural wherever appropriate.

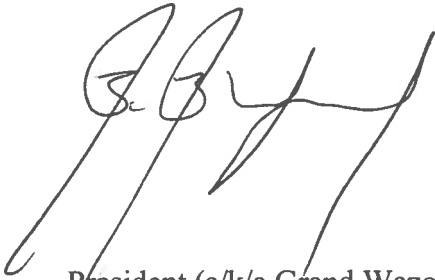
Section 8. Laws and Statutes. Wherever used or appearing in these Bylaws, the words "law" or "laws" or "statute" or "statutes," respectively, shall mean and refer to laws and statutes, or a law or a statute, of the State of Texas, to the extent only that such is or are expressly applicable, except where otherwise expressly stated or the context requires that such words not be so limited.

Section 9. Headings. The headings of the Articles and Sections of these Bylaws are inserted for convenience of reference only and shall not be deemed to be a part thereof or used in the construction or interpretation thereof.

ARTICLE XI AMENDMENTS

These Bylaws may, from time to time, be added to, changed, altered, amended or repealed or new Bylaws may be made or adopted by the affirmative vote of at least one-third of the members entitled to vote at any annual or regular or special meeting of the members of the Corporation; provided that notice of the proposed amendment is included in any notice of the meeting at which it is adopted.

WITNESS the seal and the signature of its duly authorized officers this 15th day of December 2013.

A handwritten signature in black ink, appearing to be 'S. B. W.' with a long horizontal stroke extending to the right.

President (a/k/a Grand Wazoo)

A handwritten signature in black ink, appearing to be 'M. R.' with a large circular flourish on the left side.

Secretary (a/k/a Scrivener)