

CENTRAL FLORIDA FIGURE SKATING ASSOCIATION, INC.

BY-LAWS

OFFICES

1. (a) Registered Office and Registered Agent. The location of the registered office and the name of the registered agent of the corporation in the state of its incorporation shall be such as shall be determined from time to time by the Board of Directors and on file in the appropriate office of the state of its incorporation pursuant to applicable provisions of law.

(b) Corporate Offices. The corporation may have such corporate offices, anywhere within and without the state of its incorporation as the Board of Directors from time to time may appoint, or the business of the corporation may require. The "principal place of business" or "principal business" or "executive" office or offices of the corporation may be fixed and so designated from time to time by the Board of Directors.

2. (a) Records. The corporation shall keep ~~at its registered office, or principal place of business~~ **at a location designated by the board each year**, in the state of its incorporation, original or duplicate books in which shall be recorded, the amount of its assets and liabilities, and the names and places of residence of its officers, and from time to time such other or additional records, statements, lists, and information **kept by the board** as may be required by law, including the members' lists mentioned in Paragraph 10 of these By-Laws.

(b) Inspection of Records. An individual, if he or she is entitled and demands to inspect the records of the corporation pursuant to any statutory or other legal right, shall be privileged to inspect such records **within two weeks of a written request and then only** during the usual and customary hours of business and in such manner as will not unduly interfere with the regular conduct of the business of the corporation.

CORPORATE POLICY

3. At all times and in all cases, the officers and directors of the corporation shall conduct themselves with due sensitivity to the cultural diversity of the community and shall not discriminate with respect to any individual or member on the basis of race, age, sex, religion, creed, or nationality. In particular, neither the corporation nor any of its officers or directors shall discriminate in selecting persons to be officers, directors or members or in taking disciplinary or other action against a person who shall be an officer, a director, or a member of the corporation.

MEMBERS' MEETING

4. Place of Meeting. All meetings of the members shall be held at the principal business office of the corporation in the state of its incorporation except such meetings as the Board of Directors to the extent permissible by law expressly determines shall be held elsewhere, in which case such meetings may be held, upon notice thereof as hereinafter provided, at such other place or places within or without the state of its incorporation, as said Board of Directors shall have determined, and as shall be stated in such notice; and, unless specifically prohibited by law, any meeting may be held at any place and time, and for any purpose, if consented to in writing **or by email** by all of the members entitled to vote thereat.

5. (a) Annual Meetings. An annual meeting of members shall be held in the spring ~~and fall~~ of each year, on such day and date and at such time as may be expressly determined by the Board of Directors. At the spring meeting the members shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. ~~At the fall meeting, the members shall transact such business as may properly be brought before the meeting.~~

(b) Special Meetings. Special meetings of the members may be held for any purpose or purposes. They may be called. By the Chairman of the Board, President, Secretary, or by the Board of Directors, or by not less than ten percent (10%) of the members in good standing entitled to vote at any such meeting.

6. (a) Notice. Written or printed notice of each meeting of the members, whether annual or special, stating the place, day and hour of the meeting, and, in case of a special meeting, the purpose or purposes thereof, shall be ~~delivered or given~~ **available or given** to each member entitled to vote thereat, not less than ten (10) days nor more than sixty (60) days prior to the meeting, unless, as to a particular matter, other or further notice is required by law, in which case such other or further notice shall be given. In addition to such written notice, published notice shall be given in the manner then required by law. Any notice of a members' meeting sent by mail shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid addressed to the member at his address as it appears on the records of the corporation.

(b) Presiding Officials. Every meeting of the corporation for whatever object, shall be convened by the President, or by the officer or person who called the meeting by notice as above provided, but it shall be presided over by the officers specified in these By-Laws; provided, however, that the members at any meeting, by a majority vote represented thereat, and notwithstanding anything to the contrary elsewhere in these By-Laws, may select any persons of their choosing to act as Chairman and Secretary of such meeting or any session thereof.

(c) Waiver of Notice. Whenever any notice is required to be given under the provisions of these By-Laws, or the Certificate or Articles of Incorporation of the corporation or of any law, 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 the equivalent to the giving of such notice.

7. (a) Business Which May Be Transacted at Annual Meetings. At the annual spring meeting of the members, the members shall elect, by ballot, a Board of Directors to hold office until the second annual spring meeting following their election as Directors as provided in Section 13 hereof. At each annual meeting of the members, in the spring ~~and in the fall~~, the members may transact such other business -as may be desired, whether or not the same was specified in the notice of the meeting, unless the consideration of such other business without its having been specified in the notice of the meeting, as one of the purposes thereof, is prohibited by law.

(b) Business Which May Be Transacted at Special Meetings. Business transacted at all special meetings shall be confined to the purposes stated in the notice of such meetings, unless the transaction of other business is consented to by a majority of the members in good standing entitled to vote at any such meeting.

8-9. (a.) Quorum. Except as otherwise may be provided by law or by the Articles of Incorporation, not less than twenty percent (20%) of the voting members in good standing of the Corporation shall be present in person **or by proxy** shall be requisite for and shall constitute a quorum at all meetings of the members for the transaction of business. Every decision of a majority of members of such quorum shall be valid as a corporate act, except in those specific instances in which a larger vote

is required by law, by these By-Laws or by the Articles of Incorporation. If, however, such quorum should not be present at any meeting *in person or by proxy*, the members present and entitled to vote shall have the power successively to adjourn the meeting, without notice other than announcement at such adjournments. At such adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally notified.

(b.) Proxy By section 3.9 of US Figure Skating a proxy can be designated up to the day of a meeting.

9.8. ~~Membership.~~ ***Voting Rights.*** At any meeting of the members, every member having the right to vote shall be entitled to vote in person, ~~and only in person.~~ ***or by proxy, but not by both.***

10. ***Classes of Membership.*** The classes of membership of the corporation are set forth below. In addition, the Board of Directors may establish any other categories of membership as amendments to these By Laws. The amount of dues or other fees to be paid by a person who shall become a member of the corporation within any of the classes as set forth below, shall be established from time to time by the Board of Directors. All persons who shall become members of the corporation and who shall be then current in the payment of all dues or other fees or charges owed to the corporation as a member, shall be deemed to be members in good standing. ~~All persons who are at least 18 years old and members in good standing as members of the following classes: (a) Home Club Junior Skating Membership, (b) Home Club Adult Skating Membership & (c) Professional Skating Membership, (g) USFSA/ISI Transition Membership shall be entitled to vote as members.~~ ***All persons who are at least 18 years of age and are members in good standing shall be entitled to vote as members.***

The classes of membership in the corporation are set forth below. In order for a person to elect to be a member of a class, he or she must select such class of membership and have the bona fide intention to become and be a member with the attributes required by each such class except that a person who is an honorary member shall not be entitled to vote by virtue of such designation.

~~(a) Home Club Junior Skating Membership. Any person under 18 years of age at the time he/she elects to become a member of the corporation and who designates the corporation as his/her "home club" and thereby the person becomes a member of the United States Figure Skating Association ("USFSA") through the corporation.~~

~~(b) Home Club Adult Skating Membership. Any person at least 18 years of age at the time he/she elects to become a member of the corporation and who designates the corporation as his/her "home club" and thereby the person becomes a member of USFSA through the corporation.~~

(a.) Home Club Full Membership Any person who elects to become a member of the corporation and who designates the corporation as his/her home club and thereby becomes a member of US Figure Skating through the corporation.

~~(c) Associate Junior Skating Membership. Any person under 18 years of age at the time he/she elects to become a member of the corporation, but has designated another affiliate of USFSA as his/her "home club".~~

~~(d) Associate Adult Skating Membership. Any person 18 years of age or older at the time he/she elects to become a member of the corporation, but has designated another affiliate of USFSA as his/her "home club".~~

(b.) Associate Membership Any person who elects to become a member of the corporation but has designated another affiliate of US Figure Skating as his/her "home club."

~~(e) Professional Skating Membership. Any person, who at the time he/she elects to become a member of the corporation, is professionally involved in the capacity as a skater or coaching skating, and who designates the corporation as his/her "home club" and thereby the person becomes a member of USFSA through the corporation.~~

(c.) Professional Membership Any person, who at the time he/she elects to become a member of the corporation, is professionally involved in the capacity as a skater or coaching skating at the RDV Sportsplex Ice Den, and who designates the corporation as his/her "home club" and thereby the person becomes a member of US Figure Skating through the corporation.

~~(f) Professional Associate Membership. Any person, who at the time he/she elects to become a member of the corporation, is professionally involved in the capacity as a skater or coaching skating, but is currently a member of another club and/or has designated another affiliate of USFSA as his/her "home club".~~

~~(g) USFSA/ISI Transition Membership. Any person who is a member of the Ice Skating Institute ("ISI"), who elects to become a member of the corporation, designates the corporation as his/her "home club" and thereby the person becomes a member of USFSA ***US Figure Skating*** through the corporation, and this person is eligible for competition or participation in all USFSA ***US Figure Skating*** activities (except testing) .~~

~~(h) CFFSA Booster Membership. Any person who elects to become a member of the corporation to support its activities and/or competitive skating.~~

~~(i) Honorary Membership. Membership designated by the Board of Directors or conferred by the Board of Directors upon a person believed to be deserving of the honor.~~

11. Members' Lists. ~~A complete list of the members entitled to vote at each meeting of the members arranged in alphabetical order, with the address of each, shall be prepared by the officer of the corporation having charge of the membership records of the corporation, and shall for a period of ten (10) days prior to the meeting be kept on file in the registered office of the corporation in the state of its incorporation or the principal business office of the corporation and shall at any time during the usual hours for business be subject to inspection by any member. A similar or duplicate list shall also be produced and kept open for the inspection by any member during the whole time of the meeting. The original list of members kept in the state of incorporation shall be prima facie evidence of who are members entitled to examine such list or to vote at any meeting as members. Failure to comply with the foregoing shall not affect the validity of any action taken at such meeting.~~ ***A complete list of the members entitled to vote at each meeting of the members arranged in alphabetical order shall be prepared by the officer of the corporation having charge of the membership records of the corporation, and shall be kept in a location deemed appropriate by the board. A similar or duplicate list shall also be produced and kept open for inspection by any member during the whole time of a meeting of the members. The original list of members kept in the state of incorporation shall be prima facie evidence of who are members entitled to examine such list or to vote at any meeting as members.***

DIRECTORS

12. Removal of Directors. The members shall have the power by a two-thirds majority vote of a quorum of the voting members in good standing and entitled to vote at an annual meeting or a special meeting expressly called for that purpose, to remove any director or directors from office with or without cause.

13. Directors- Number *and Eligibility* The directors of this corporation shall be ~~nine (9)~~ ***between 7 and 10.***

The initial directors of the corporation as identified in the Articles of Incorporation, shall, at the meeting at which these By-Laws are adopted, appoint and elect five (5) additional persons to serve as the additional initial directors of the corporation.

At this meeting, and in connection with the election of these persons, the full Board of Directors (consisting of nine (9) persons) shall agree to the terms of office for which they shall serve; it being the express requirement of these By-Laws that four (4) persons shall serve as directors until the spring annual meeting of the members in the year 2000 and the remaining five (5) persons shall serve as directors until the spring annual meeting of members in the year 1999.

Thereafter, members of the Board of Directors shall be elected at the annual spring meeting of members for terms expiring upon the election of their successors. ~~at the second annual spring meeting of members following their election.~~

Any active member of the Central Florida Figure skating club who has been a member for at least 6 months is eligible to run as director on the board. This person must be able to attend monthly board meetings and a majority of special meetings called.

Employees of RDV Sportsplex are not expressly prohibited from board of director positions. However, they cannot hold an officer position. Further, the club cannot have more than 3 RDV employees as directors on any one board.

The board reserves the right to appoint RDV coaches to the board of directors as non-voting members. These non-voting members can participate in all meetings and be a part of all committees. They cannot hold officer positions and will not vote on any motions. The number of non-voting coach directors can be unlimited.

No class of director - general members, RDV employees and non-voting members are exempt from the membership requirement. All classes must be members of CFFSC prior to election or appointment.

Formal nominations to the Board of Directors shall ~~be made at the annual spring meeting of members by motion and second of any voting member and~~ ***be accepted no less than 21 days and no more than 60 days prior to the spring meeting and be presented to*** the nominating committee, if one shall be designed in accordance with Section 24 of these By-Laws; provided however, all such formal nominations shall be submitted to the corporation in accordance with such policies and procedures as may be adopted by resolution of the Board of Directors which may provide for the submission of names of nominees to the Board of Directors or the nominating committee prior to the

meeting of members, and for such other policies and procedures as the Board of Directors may adopt by resolution.

14. Powers of the Board. The property, affairs and business of the corporation shall be managed by and under the direction of the directors, acting as a board. The board shall have and is vested with all and unlimited powers and authorities, except as may be expressly limited by law, the Articles of Incorporation or these By-Laws, to do or cause to be done any and all lawful things for and in behalf of the corporation, to exercise or cause to be exercised any or all of its powers, privileges and franchises, and to seek the effectuation of its objects and purposes.

15. Meetings of Directors – Offices. All meetings of the directors shall be held at the principal business office of the corporation unless for any particular meeting all of the directors unanimously agree and consent to the holding of the meeting elsewhere, in which event the meeting may be held at such place agreed upon, either within or without the state of incorporation.

The directors may have one or more offices, and keep the books of the corporation (except the original) and such other books and records as may by law be required to be kept at the registered office, ~~or at some office,~~ **or at the location designated as the location as per 2(a),** of the corporation in the state of its incorporation, at such place or places within or without the state of its incorporation as they may from time to time determine.

16. Meetings of the Newly Elected Board - Notice. The members of each newly elected board shall meet at the principal business office of the corporation, at such time as shall be suggested or provided for by resolution of the members at the spring annual meeting, for the purpose of organization or otherwise, and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting; provided, however, that a two-thirds majority (six persons) of the whole board shall be present. ~~Each director, upon his election, shall qualify by accepting the office of director, and his attendance at, or his written approval of the minutes of the first meeting of the newly elected directors, shall constitute his acceptance of such office; or he may execute such acceptance by a separate writing, which shall be placed in the minute book.~~

17. Regular Meetings - Notice. Regular meetings of the board may be held without notice at such time or times and place either within or without the state of incorporation as shall from time to time be fixed by resolution of the whole board. Any business may be transacted at a regular meeting.

18. Special Meetings - Notice. Special meetings of the board may be called by the President, any Vice President or the Secretary, **or by a committee of no less than 20% of the voting members with a minimum of 90 days of tenure**, by giving ~~three (3)~~ **five (5)** days notice of such meeting to each director, either personally or by mail, ~~or by telegram,~~ **or by email**, stating the time, place and purpose of any such meeting. Special meetings shall be called by anyone of such officers in like manner and on like notice when requested in writing to do so by anyone or more directors. "Notice" and "call" with respect to such meetings shall be deemed to be synonymous.

19. Quorum. At all meetings of the board, a two-thirds majority (~~six persons~~) of the whole Board of Directors shall, unless a greater number for any particular matter is required by the Articles of Incorporation or these By-Laws, constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum, except as may be

otherwise specifically provided by statute, by the Articles of Incorporation, or by these By-Laws, shall be the act of the Board of Directors. Less than a quorum may adjourn a meeting successively until a quorum is present, and no notice of adjournment shall be required.

20. Waiver by Writing. Any notice provided or required to be given to the directors may be waived in writing by any of them, whether before, at or after the time stated therein.

21. Waiver by Attendance. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where he attends for the express purpose and so states at the opening of the meeting, of objecting to the transaction of any business because the meeting is not lawfully called or convened.

22. Vacancies. If the office of any officer or director becomes vacant by reason of death, removal or resignation, a majority of the surviving or remaining directors, though less than a quorum, may fill the vacancy until a successor shall have been duly elected at a special members' meeting called for that purpose or the next annual spring meeting of members, whichever first occurs.

23. Executive Committee. The Board of Directors may, by resolution passed by a majority of the whole board, designate an executive committee such committee to consist of ~~six (6)~~ five (5) or more Directors of the corporation, which committee, to the extent provided in said resolution or resolutions, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation as permitted by law and the Articles of Incorporation.

The executive committee shall keep regular minutes of its proceedings and the same shall be recorded in the minute book of the corporation. The Secretary or an Assistant Secretary of the corporation may act as Secretary for the committee, if the committee so requests.

24. Special Committees The Board of Directors may, by resolution passed by a majority of the whole board, designate special committees of the Board, consisting of members of the corporation as well as members of the Board of Directors, which to the extent provided in said resolution or resolutions, advise and/or assist the Board of Directors in the governance, management or operation of the corporation or establishment and implementation of policies.

With respect to a nominating committee as contemplated by Section 13 of the By-Laws, the Board of Directors may provide that nomination of members to, and/or election of members of the nominating committee shall be by the voting members of the corporation and that members of the Board and/ or members of the corporation may serve on such committee. The Board may also provide that the nominating committee shall have the authority and power to establish policies and procedures governing the scope of its authority and the matters which are within its jurisdiction and authority.

OFFICERS

25. (a) Elected Officers. The following officers of the corporation shall be chosen or appointed by election by the Board of Directors, and shall be deemed elected officers: A President, a Vice President, a Secretary, and a Treasurer; and additional Vice Presidents, as well as one or more Assistant Secretaries and Assistant Treasurers.

No two (2) offices may be held by the same person.

An elected officer shall be deemed qualified when he enters upon the duties of the office to which he has been elected and furnishes any bond required by the board; but the board may also require of such person his written acceptance and promise faithfully to discharge the duties of such office.

(b.) Any objections to the appointments of officers can be raised by the general membership through a special meeting request as defined in 5b.

~~(b)~~ ***(c) Election of Officers.*** The Board of Directors annually, at its ~~first~~ ***last*** meeting ~~after~~ ***prior*** to each annual spring meeting of the members, shall elect a President, Vice President, Secretary and Treasurer. ***The new officers will be presented at the spring meeting with an explanation of how objections can be raised to their appointments.*** The board then, or from time to time, may elect such additional Vice Presidents and also such Assistant Secretaries and Assistant Treasurers as it may deem advisable or necessary.

~~(c)~~ ***(d) Term of Office.*** Each elected officer of the corporation shall hold his office for a term of one (1) year or until his successor is duly elected and takes office, or until he resigns or is removed by the board, whichever first occurs.

~~(d)~~ ***(e) Appointment of Officers and Agents Terms of Office.*** The board from time to time may also appoint such other officers and agents for the corporation as it shall deem necessary or advisable. All appointed officers and agents shall hold the irrelative positions at the pleasure of the board or for such terms as the board may specify, and they shall exercise such powers and perform such duties as shall be determined from time to time by the board, or by an elected officer empowered by the board to make such determination.

26. **Removal.** Any officer or agent elected or appointed by the Board of Directors, and any employee, may be removed or discharged by the board whenever in its judgment the best interests of the corporation would be served thereby, but such removals shall be without prejudice to the contract right, if any, of the person so removed.

27. **Delegation of Authority to Hire, Discharge, Etc.** The Board of Directors of the corporation shall have the authority to hire, discharge and fix and modify the duties, salary or other compensation of employees of the corporation under their jurisdiction, and the similar authority with respect to obtaining and retaining for the corporation the services of attorneys, accountants and other consultants and advisors.

28. **The President.** The President shall be the Chief Executive Officer of the corporation and the Chief Operating Officer of the corporation. The President shall preside at all meetings of the members and directors. The President shall have general and active management of the business of the corporation and shall carry into effect all' directions and resolution of the board and members.

The President, when authorized to do so by the board, may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of the corporation and may cause the seal to be affixed thereto, and all other instruments for and in the name of the corporation, except that if by law such instruments are required to be executed only by the President, he shall execute them.

The President, when authorized so to do by the board, may execute powers of attorney from, for and in the name of the corporation to such proper person or persons as he may deem fit, in order that thereby the business of the corporation may be furthered or action taken as may be deemed by him necessary or advisable in furtherance of the interests of the corporation.

The President, shall, unless the board otherwise provides, be ex officio a member of all standing committees. The President shall have such general executive powers and duties of supervision and management as are usually vested in the Chief Executive Officer or Chief Operating Officer of a corporation.

The President shall have such other or further duties and authority as may be prescribed elsewhere in these By-Laws or from time to time by the Board of Directors and the board may from time to time divide the responsibilities, duties and authority between them to such extent as it may deem advisable.

29. Vice President. The Vice Presidents in the order of their seniority shall, in the absence, disability or inability to act of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall from time to time prescribe.

30. The Secretary and Assistant Secretary. The Secretary shall attend all sessions of the board and, except as otherwise provided for in Paragraph 6(b) of these By-Laws, all meetings of the members, and shall record or cause to be recorded all votes taken and the minutes of all proceedings in a minute book of the corporation to be kept for that purpose. He shall perform like duties for the executive and other standing committees when requested by the board or such committee to do so.

His shall be the principal responsibility to give, or cause to be given, notice of all meetings of the members and of the Board of Directors, but this shall not lessen the authority of others to give such notice as is authorized elsewhere in these By-Laws.

He shall see that -all books, records, lists and information, or duplicates required to be maintained at the registered or other office of the corporation are so maintained.

He shall keep in safe custody the seal of the corporation, and when duly authorized to do so shall affix the same to any instrument requiring it, and when so affixed, he shall attest the same by his signature.

He shall perform such other duties and have such other authority as may be prescribed elsewhere in these By-Laws, or from time to time by the Board of Directors or the President, under whose direct supervision he shall be.

He shall have the general duties, responsibilities of a Secretary of a corporation. powers and

The Assistant Secretaries, in the order of their seniority, in the absence, disability or inability to act of the Secretary, shall perform the duties and exercise the powers of the Secretary, and shall perform such other duties as the board may from time to time prescribe.

31. The Treasurer and Assistant Treasurer. The Treasurer shall have the responsibility for the safekeeping of the funds and securities of the corporation, and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the corporation. He shall keep,

or cause to be kept, all other books of accounts and accounting records of the corporation, and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

He shall disburse, or permit to be disbursed, the funds of the corporation as may be ordered, or authorized generally, by the board and shall render to the Chief Executive Officer of the corporation and the directors whenever they may require it, an account of all his transactions as Treasurer and of those under his jurisdiction, and of the financial condition of the corporation.

He shall perform such other duties and shall have such other responsibilities and authority as may be prescribed elsewhere in these By-Laws or from time to time by the Board of Directors.

He shall have the general duties, powers and responsibilities of a Treasurer of a corporation, and shall be the Chief Financial and Accounting Officer of the corporation.

If required by the board, he shall give the corporation bond in a sum and with one or more sureties satisfactory to the board, for the faithful performance of the duties of his office, and for the restoration to the corporation, in the case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control which belong to the corporation.

The Assistant Treasurers, in the order of their seniority shall, in the absence, disability or inability to act of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties as the Board of Directors shall from time to time prescribe.

32. Duties of Officers May Be Delegated. If any officer of the corporation be absent or unable to act, or for any other reason that the board may deem sufficient, the board may delegate for the time being, some or all of the functions, duties, powers and responsibilities of any officer to any other office, or to another agent or employee of the corporation or other responsible person, provided a majority of the whole board concurs therein.

CERTIFICATES OF MEMBERSHIP

33. Certificate of Membership. Certificates of Membership evidencing that an individual is a member in good standing of the Corporation may be issued from time to time as may be prescribed Or authorized by the Board of Directors in conformity with law.

34. Checks. All checks or instruments for the payment of money and all notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate. If no such designations made and unless and until the board otherwise provides, the President and Treasurer shall have the power to sign all such instruments for, in behalf of and in the name of the corporation, which are executed or made in the ordinary course of the corporation's business.

35. Fiscal Year. The Board of Directors shall have the paramount power to fix and from time to time change the fiscal year of the corporation. In the absence of action by the Board of Directors, however, the fiscal year of the corporation shall end each year on the date which the corporation

treated as the close of its fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

36. Directors' Annual Statement. The Board of Directors may present at each annual meeting, and, when called for by vote of the members, shall present to any annual or special meeting of the members, a full and clear statement of the business and condition of the corporation.

37. Conduct of Affairs Without Formal Meeting. All matters regarding the business, operation, affairs or management of the corporation by the Board of Directors and an Executive or other committee or sub-committee of the Board of Directors may be undertaken without formal meeting by the Board of Directors of such committee or sub-committee and be deemed valid and lawful action by the Board of Directors or such committees or subcommittees so long as the written consent to such action of each Director or member of such committee or sub-committee is received by the Secretary of the corporation and filed in the minutes of the corporation.

All meetings of the Board of Directors and Executive Committee of the Board of Directors of the corporation may be held by conference, telephone or telex-call or similar communication equipment by means of which all Directors or members of said Board or committee may communicate among themselves. All Directors or members actually participating in such meeting shall be deemed present at such meeting in person for all purposes and all action taken at such meeting shall be deemed valid and lawful action by such Board of Directors or committee to the extent such action would be valid and lawful if taken in consequence of a formal meeting.

CERTIFICATE

We, the undersigned, hereby certify that the foregoing constitutes the By-Laws of said corporation.

DATED this day of _____, 1999.

President

Lorri Wilson

Secretary

Sandra Martinez