

BY - LAWS
OF
PRAIRIE LAND COMPANY, INC.

ARTICLE I

The registered office of the corporation in the state of Washington shall be located in the city of Kennewick, County of Benton. It shall be within the discretion of the Board of Directors to establish such other offices as it may deem necessary for the proper transaction of corporate business.

ARTICLE II

Shareholders

Section 1 - There shall be an annual meeting of the shareholders of the corporation at the club rooms of Prairie Shufflers Square Dance Club the third Sunday in May of each year.

Section 2 - Special meetings of the shareholders may be called by the President, the Board of Directors, or by the holders of not less than one-fourth of all shares entitled to vote at the meeting. Special meetings shall also be held in the club rooms of Prairie Shufflers Square Dance Club, unless the Board of Directors designate another place.

Section 3 - Written notice stating the place, day and hour of the meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting, to each shareholder of record 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 shareholder at his address as it appears on the stock transfer books of the corporation, with postage prepaid.

Section 4 - There may be adjournment or adjournments of any annual or special meeting of shareholders of the corporation without new notice being given.

Section 5 - Unless otherwise provided in the articles of incorporation, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number is required by law.

ARTICLE III

Section 1 - The business and property of the corporation shall be managed by a board of Directors consisting of six persons who shall be shareholders of the corporation. At least three directors shall be members of the Prairie Shufflers Square Dance Club and three directors shall be nominated by that club so long as it remains active and is not in default in the performance of any obligation owed by it to the corporation. The directors shall be elected at the annual meeting of the shareholders and each director shall serve for a term of one year commencing at the annual meeting of the stockholders at which he is elected and until his successor is elected and qualified.

Section 2 - In order to provide continuity, each director shall be re-elected for two successive terms after his first term, except as to the directors elected at the first annual meeting, two shall be elected to serve only one term, two for two terms and two for three terms and one director in each class shall be one of the directors nominated by the Prairie Shufflers Square Dance Club provided that nothing contained in this section shall be construed to obviate the requirement of the annual election of directors or to prevent the shareholders from electing another in the place of a director who would normally be re-elected under this section.

Section 3 - A majority of the board of directors shall be necessary to constitute

a quorum for the transaction of business.

Section 4 - An annual meeting of the board of directors shall be held immediately following the close of the annual meeting of the shareholders for the election of officers of the corporation. Meetings of the board of directors shall be held at such times as the board may from time to time appoint and may be called by the President or any two directors upon two days notice. Such notice may be waived in writing and shall be deemed to be waived by attendance at the meeting.

ARTICLE IV

Officers

Section 1 - There shall be a President, Vice President, Secretary and Treasurer of the corporation. No officer of the corporation need be a director, except the President.

Section 2 - The Officers of the corporation shall be elected by the board of directors and shall serve for a period of one year.

Section 3 - The respective duties of the officers of the corporation are designated below.

Section 4 - The President shall preside at all directors and shareholders meetings, shall have general management of the affairs of the corporation, shall appoint and discharge all agents and employees, shall sign all stock certificates and written contracts of the corporation, subject always to the approval of the board of directors, and subject to the right of the board of directors to remove or discharge the same, and shall perform all such other duties as are incident to his office or as may be required of him by the board of directors.

Section 5 - The Vice President shall in the absence or incapacity of the President perform the duties of that officer.

Section 6 - The secretary of the corporation shall keep the minutes of all directors and shareholders meetings. He shall attend to the giving and serving of all notices of the corporation, shall be custodian of the corporate seal, shall attest with his signature and impress with the corporate seal all stock certificates and written contracts of the corporation, and shall perform all such other duties as are incident to his office or may be required of him by the board of directors.

Section 7 - The Treasurer shall keep regular books of account, and shall submit them, together with all his other records and papers, to the board of directors at any meeting when required to do so and shall report to the annual meeting of the shareholders the financial condition of the corporation. He shall, if required to do so by the board of directors give such bond for the faithful performance of his duties as the board may determine, and shall perform all such other duties as are incident to his office or as may be required by the board of directors.

Section 8 - In addition to the foregoing officers, the board of directors may, from time to time, elect such other officers as they may see fit, with such duties as the board may deem proper.

ARTICLE V

Stock

Section 1 - The form of the certificates representing shares of stock in the corporation may be determined by the board of directors and shall be signed by the President and Secretary.

Section 2 - Certificates of stock evidencing the number of shares purchased by a shareholder shall be issued upon receipt of full payment of such shares.

Section 3 - Certificates representing shares of stock shall be transferable