

**AMENDED AND RESTATED
BYLAWS
OF
WALTON JUNCTION SPORTSMAN'S CLUB**

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AMENDED AND RESTATED BYLAWS
OF
WALTON JUNCTION SPORTSMAN'S CLUB
(A Michigan Nonprofit Corporation)

ARTICLE I - OFFICES

Section 1.1 Registered Office. The registered office of the Corporation shall be as set forth in its Articles of Incorporation.

Section 1.2 Business Offices. The Corporation may have business offices at such places as the Board of Directors may from time to time determine.

ARTICLE II - PURPOSE

Section 2.1 General. The purposes of the Corporation are as set forth in Article II of the Articles of Incorporation of the Corporation.

ARTICLE III - MEMBERS

Section 3.1 - Eligibility. Any person is eligible for membership in the Corporation if he or she is at least eighteen (18) years of age and has paid Membership Dues as set forth, below.

All Members shall have the same rights, responsibilities and privileges.

Section 3.2 Membership Dues. The Board of Directors may, from time to time, establish reasonable annual membership dues to be paid by all Members. For purposes of dues payment, Members may be divided into classes, with Members in different classes paying a different amount of dues.

Section 3.3 - Members. Each Member shall be a Member for an initial term commencing on the date such person meets the requirements set forth in Section 3.1 above, and continuing until July 31st of the fiscal year end for which Membership Dues have been paid; provided, however, that if a person who has paid Membership Dues for a preceding year ended July 31st, but has not yet paid his or her Membership Dues for the current fiscal year, then such person shall continue to be a Member for a grace period during the current fiscal year ("Grace Period"). The Grace Period for Members shall extend from the beginning of the then current fiscal year of the Corporation through a date which is thirty (30) days after the annual meeting of the Members for the current fiscal year as set forth in Section 3.5, below. Members shall be entitled to vote on all matters which members are entitled to vote upon in Michigan nonprofit corporations organized on a membership basis.

Section 3.4 Place of Meeting. All meetings of the Members of the Corporation shall be held at the Corporation's Clubhouse, in Grand Traverse County, Michigan, or such other place, either within or without the State of Michigan, as may be determined from time to time by the Board of Directors.

Section 3.5 Annual Meeting of the Members. The annual meeting of the Members, for the purpose of electing the Directors, Officers and Committee Chairs to serve for the coming year and for the transaction of other business that may come before the meeting, shall be held on of the weekend days or Monday of Labor Day weekend. The time and place for this meeting will be designated by the Board of Directors with proper written or printed notice. If the annual meeting is not held on the date designated therefor, the Board of Directors shall cause the meeting to be held as soon thereafter as convenient.

Section 3.6 Order of Business at Annual Meeting. The order of business at the annual meeting of the Members shall be as follows:

- (a) Reading of notice and proof of mailing,
- (b) Reports of Officers,
- (c) Election of Directors, Officers and Committee Chairs,
- (d) Transaction of other business mentioned in the notice,
- (e) Adjournment,

provided that, in the absence of any objection, the presiding Officer may vary the order of business at his or her discretion.

Section 3.7 Notice of Meeting of Members. Except as otherwise provided in the Michigan Non-profit Corporation Act (the "Act"), written notice of the time, place and purpose of a meeting of Members shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, to each Member of record entitled to vote at the meeting. If a purpose of a meeting of Members is to vote upon an amendment to the Corporation's Articles of Incorporation, then the notice of the meeting shall be sent at least twenty (20) days before the date of the meeting to the last known address of each member and shall state the time, place and object of the meeting and shall also set forth the proposed amendment or a summary of the changes to be affected thereby.

When a meeting is adjourned to another time or place, it is not necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting. However, if after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member of record on the new record date entitled to vote at the meeting.

Section 3.8 List of Members Entitled to Vote. The President of the Corporation shall make and certify a complete list of Members and have this available at a Members' meeting or any adjournment thereof. The list shall:

- (a) Be arranged alphabetically, with the address of each Member.
- (b) Be produced at the time and place of the meeting.
- (c) Be subject to inspection by any Member during the whole time of the meeting.

(d) Be prima facie evidence as to who are the Members entitled to examine the list or to vote at the meeting.

Section 3.9 Inspectors of Election. The Board of Directors, in advance of a Members' meeting, may appoint one (1) or more inspectors of election to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a Members' meeting may, and on request of a Member entitled to vote thereat shall, appoint one (1) or more inspectors. In case a person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or at the meeting by the person presiding thereat. The inspectors shall determine the number of Members eligible to vote, the Members represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, questions arising in connection with the right to vote, count and tabulate votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all Members. On request of the person presiding at the meeting or a Member entitled to vote thereat, the inspectors shall make and execute a written report to the person presiding at the meeting.

Section 3.10 Special Meeting of Members. A special meeting of Members may be called at any time by the President of the Corporation or by a majority of the Members of the Board of Directors then in office, or by not less than ten percent (10%) of the Members entitled to vote at such special meeting. The method by which such meeting may be called is as follows: Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the Chair, or by a majority of the Members of the Board of Directors then in office, or by Members as above provided, the President of the Corporation shall prepare, sign and mail the notices requisite to such meeting.

Section 3.11 Quorum of Members. Unless a greater or lesser quorum is provided in the Articles of Incorporation, in a By-Law adopted by the Members, or in the Act, the presence of ten (10) voting Members.

Section 3.12 Vote of Members. Each Member is entitled to one (1) vote on each matter submitted to a vote, including (but not limited to) the election of Directors and Officers, as set forth in Articles IV and V, below. A vote may be cast either orally or in writing. Members shall not be allowed to vote by proxy. When an action, other than the election of Directors, is to be taken by vote of the Members, it shall be authorized by a majority of the votes cast by Members entitled to vote thereon, unless a greater plurality is required by the Articles of Incorporation or the Act. Directors shall be elected by a plurality of the votes cast at an election.

Attendance of a Member at a meeting of Members in person or by proxy constitutes: (a) waiver of objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waiver of objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

Section 3.13 Record Date for Determination of Members. For the purpose of determining Members entitled to notice of and to vote at a meeting of Members or an adjournment thereof, or to express consent or to dissent from a proposal without a meeting, or for

the purpose of determining Members entitled to allotment of a right, or for the purpose of any other action, the Board of Directors may fix, in advance, a date as the record date for any such determination of Members. The date shall not be more than sixty (60) nor less than ten (10) days before the date of the meeting, nor more than sixty (60) days before any other action. If a record date is not fixed (a) the record date for determination of Members entitled to notice of or to vote at a meeting of Members shall be the close of business on the day next preceding the day on which notice is given, or if no notice is given, the day next preceding the day on which the meeting is held, and (b) the record date for determining Members for any purpose other than that specified in subdivision (a) shall be the close of business on the day on which the resolution of the Board relating thereto is adopted. When a determination of Members of record entitled to notice of or to vote at a meeting of Members has been made as provided in this Section, the determination applies to any adjournment of the meeting, unless the Board of Directors fixes a new record date under this Section for the adjourned meeting.

Section 3.14 Resignation. Any Member desiring to resign shall submit a written resignation to the Board of Directors, which shall accept such resignation.

Section 3.15 Dropping from Membership. Any Member who fails to meet the requirements to renew his or her membership, or who does not comply with any of the conditions and requirements for remaining as a Member as established by these Bylaws, shall be reported by the President to the Board of Directors which shall review such Member's actions and, if appropriate, declare such Member delinquent and drop such delinquent Member from membership.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1 Functions. Except as specifically provided in the Corporation's Articles of Incorporation or these Bylaws, all rights, powers, duties and responsibilities relative to the management and control of the Corporation's property, activities and affairs are vested in the Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may take any lawful action on behalf of the Corporation which is not by law or by the Articles of Incorporation or by these Bylaws required to be taken by some other party.

Section 4.2 Number, Selection and Term. The number of Directors, which shall constitute the Board of Directors shall be eleven (11) Members, as follows:

(a) Non-officer Directors. Six (6) Directors shall be non-officer Members of the Corporation. Two (2) non-officer Member Directors shall be elected at each annual meeting of the Members. Each Member may cast one single vote per open Non-officer Director position. Non-officer Member Directors shall each serve for a term of three (3) years, but only so long as such Non-officer Director remains a Member (as defined in Article III hereof) and has not resigned, been removed, or otherwise vacated from office.

(b) Officer Directors. The other five (5) Directors, all of whom shall serve for terms of one (1) year each, shall be the four (4) elected officers of the Corporation (i.e., president, vice-president, secretary and treasurer), and the immediate past president of the Corporation who is different from any officer then in office for the current one year

term. Such immediate past president shall serve as a Director only so long as he or she qualifies as a Member as set forth in Article III of these Bylaws. In the event the immediate past president is already serving a three (3) year term on the Board of Directors, then the one year office of Director ordinarily reserved for the immediate past president shall be determined by a special vote of the Members at the same meeting as when the officers of the Corporation are elected, immediately following the vote of the Members for the officers and for the Non-officer Member Directors.

Section 4.3 Meetings.

(a) The Board of Directors may set the time and place for regular meetings of the Board.

(b) The annual meeting of the Board of Directors of the Corporation shall be held at the same place as and immediately following the annual meeting of Members in each year.

(c) Special meetings of the Board of Directors may be called by the Secretary of the Corporation upon the request of the President or one (1) of the Directors.

(d) Meetings of the Board of Directors may be held at any place or places.

Section 4.4 Notice of Meetings. The annual meeting of the Board of Directors shall be held without other notice than this Bylaw. Regular and special meetings of the Board of Directors shall be held pursuant to notice of the time, place and purpose thereof either delivered personally or sent by telephone or fax to each Director not less than twenty-four (24) hours prior to the meeting and if by telephone or fax, confirmed in writing before or after the meeting. Notice may also be sent by first class mail to a Director at least three (3) days before the day on which the meeting is to be held. Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting any lack of notice.

Section 4.5 Resignation. A Director may resign by giving written notice to the President of the Corporation which notice shall be immediately forwarded to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the President, and the acceptance of the resignation shall not be necessary to make it effective.

Section 4.6 Removal. Any Director may be removed at any time, with or without cause, by vote of a majority of Members entitled to vote at an election of Directors.

Section 4.7 Vacancies. A position occurring in the Board of Directors resulting from a vacancy or an increase in the number of Directors shall be filled either by the affirmative vote of a majority of the Members present at a meeting at which a quorum is present, or by the affirmative vote of a majority of the remaining Directors, though less than a quorum. A person elected by the Members to fill a Director position shall serve for the unexpired portion of the term of the Director who is being replaced. A Director elected by the Members because of an

increase in the number of Directors shall serve for an initial term that is approved by the Members not to exceed three (3) years. If a position on the Board of Directors is to be filled by the vote of the Directors, the person so elected shall serve only until the next election of Directors by the Members.

If because of death, resignation or other cause, the Corporation has no Directors in office, an Officer, a Member, an executor, administrator, trustee or guardian of a Member, or other fiduciary entrusted with like responsibility for the person or estate of a Member, may call a special meeting of Members in accordance with the Articles of Incorporation or these Bylaws.

Section 4.8 Quorum. The presence of a majority of the total number of Directors then in office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may reschedule the meeting for a date certain. Notice of the rescheduled meeting shall be given pursuant to the terms of these Bylaws.

Section 4.9 Voting. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater vote is required by law, by the Articles of Incorporation or by these Bylaws. Each Director present shall have one vote.

Section 4.10 Action by Unanimous Consent. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all the Directors.

Section 4.11 Compensation of Directors. The Directors, as such, shall not be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the Corporation.

Section 4.12 Participation in Meeting by Telephone. By written permission of a majority of the Board of Directors, a member of the Board of Directors or of a committee designated by the Board may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

ARTICLE V - OFFICERS

Section 5.1 Officers. The Officers of the Corporation shall be a President, a Vice President, a Treasurer, and a Secretary. The Officers shall be elected by the Members at each annual meeting. A candidate receiving a plurality of the votes cast for a particular office shall be declared to have been elected to office. No two offices may be held by the same person. In order to stand for election a candidate must be a Member, and once elected, an Officer must also remain a Member as described in Article III of these Bylaws. In addition to the powers and duties of the Officers of the Corporation as set forth in these Bylaws, the Officers shall have such authority and shall perform such duties as from time to time may be determined by the Board of Directors. No Officer shall execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law or the Articles of Incorporation or Bylaws to be executed, acknowledged or verified by two (2) or more Officers.

Section 5.2 President. The President shall be the chief operating Officers of the Corporation. He or she shall preside at all meetings of the Board of Directors. The President shall perform such other duties and functions as shall be assigned to him or her from time to time by the Board of Directors. He or she shall be, ex officio, a Member of all standing committees. The President shall, unless otherwise provided by resolution of the Board of Directors, possess the power and authority to sign all certificates, contracts, instruments, papers and documents of every conceivable kind and character whatsoever in the name of and on behalf of the Corporation.

Section 5.3 Vice President. The Vice President shall have such powers and perform such duties as shall from time to time be assigned by these Bylaws or by the Board of Directors. In the event the President is absent or unavailable, then the Vice President shall perform the duties and exercise the powers of the President.

Section 5.4 Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose and sign, with the President, in the name of the Corporation, all contracts when authorized to do so. The Secretary shall have charge of such books and papers as the Board of Directors shall direct, all of which shall at all reasonable times be open to the examination of any Director, and in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors.

Section 5.5 Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation, endorse checks, notes and other obligations for collection on behalf of the Corporation and shall deposit the same to the credit of the Corporation in such bank or banks or depository or depositories as the Board of Directors may designate; sign all receipts and vouchers for payments made to the Corporation; enter or cause to be entered regularly in the books of the Corporation kept for that purpose, full and accurate accounts of all monies received and paid on account of the Corporation, and whenever required by the Board of Directors shall render statements of such accounts; shall, at all reasonable times, exhibit the books and accounts to any Director of the Corporation, and shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors.

Section 5.6 Giving of Bond by Officers. All Officers of the Corporation, if required to do so by the Board of Directors, shall furnish bonds to the Corporation for the faithful performance of their duties, in such penalties and with such conditions and security as the Board shall require. The Corporation shall assume the cost of providing any bond required hereunder.

Section 5.7 Compensation of Officers. No Officer of the Corporation shall be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the Corporation.

Section 5.8 Resignations. Any Officer may resign at any time by giving written notice to the Board of Directors or to the Chair of the Corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.9 Removal. Any of the Officers designated in Section 5.1 of this Article V may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby, by the vote of a majority of the total number of Directors.

Section 5.10 Vacancies. If there is a vacancy in any Officer position, the vacancy may be filled by the Board of Directors. Any person elected to fill a vacancy shall serve until the next election of Officers by the Members.

ARTICLE VI - COMMITTEES

Section 6.1 General. The Board of Directors may designate standing committees ("Standing Committees") with such duties and powers as it may provide in order to carry out the programs and purposes of the Corporation; and the President shall designate the individuals to serve as chairpersons of said standing committees. Special committees may be appointed by the President or by the Board of Directors. Any Special Committee shall be dissolved as soon as it has fulfilled its functions, or sooner if so determined by the President or Board of Directors who designated such standing committee. Membership on committees need not be confined to those who are Directors of the Corporation. Standing Committees shall be comprised only of individuals who are Members.

ARTICLE VII - INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 7.1 Indemnification of Directors and Officers: Claims By Third Parties. The Corporation may, in the complete discretion of the Board of Directors, indemnify in full or in part, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, director, Officer, employee, or agent of another Corporation, business Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 7.2 Actions by or in Right of the Corporation. The Corporation may, in the complete discretion of the Board of Directors, indemnify in full or in part, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or

suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, director, officer, employee, or agent of another corporation, business corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

Section 7.3 Expenses. To the extent that a Director, Officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 7.1 and 7.2 of this Article or in defense of any claim, issue or matter therein, the Corporation may, in the complete discretion of the Board of Directors, indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 7.4 Determination of Indemnification. As a condition precedent to any indemnification under Sections 7.1 and 7.2 of this Article the Board of Directors shall just make a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 7.1 and 7.2. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum (as defined in Section 3.11 of these Bylaws) consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. If a determination is made that the person seeking indemnification has met the applicable standard of conduct described in Sections 7.1 and 7.2, then the Board of Directors shall decide the amount the Corporation shall pay for indemnification. If the Corporation's Board of Directors determine that a person seeking indemnification shall be indemnified under Section 7.01 or 7.02 for a portion of his or her expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation shall indemnify such person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Board of Directors has determined the person is entitled to be indemnified and the Corporation shall not be liable for any additional amounts.

The Corporation is not obligated to indemnify such person unless the Board, in its complete discretion, determines that indemnification should be made in the particular case and determines the amount to be paid to such person for indemnification.

Section 7.5 Repayment of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections 7.1 and 7.2 of this Article may, in the complete discretion of the Board of Directors, be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.

Section 7.6 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the

Corporation or is or was serving at the request of the Corporation as a trustee, director, Officer, employee, or agent of another Corporation, business Corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her or the Corporation and incurred by him or her or the Corporation in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or Michigan law.

ARTICLE VIII - FISCAL YEAR

Section 8.1 Fiscal Year. The fiscal year of the Corporation shall begin August 1, and shall end on July 31.

ARTICLE IX - MISCELLANEOUS PROVISIONS

Section 9.1 Contracts, Conveyances, Etc. Unless otherwise directed by the Board of Directors, all conveyances, contracts and instruments of transfer and assignment shall be specifically approved by the Board of Directors and shall be executed on behalf of the Corporation by such Officers or agents as may be specifically authorized by the Board of Directors.

Section 9.2 Execution of Instruments. Unless otherwise designated by the Board of Directors, all Corporation instruments and documents including, but not limited to, checks, drafts, bills of exchange, acceptances, notes or other obligations or orders for the payment of money shall be signed by the President or by such other Officers of the Corporation as from time to time are designated by resolution of the Board of Directors.

Section 9.3 Borrowing. No loans and no renewals of any loans shall be contracted on behalf of the Corporation except as authorized by the Board of Directors of the Corporation. When authorized to do so, any Officer or agent of the Corporation may effect loans and advances for the Corporation from any bank, trust company or other institution or from any firm, Corporation or individual, and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness and liabilities of the Corporation. When authorized to do so, any Officer or agent of the Corporation may pledge, hypothecate or transfer, as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation any and all stocks, securities and other personal property at any time held by the Corporation and to that end may endorse, assign and deliver the same. The authority contained in this Section 9.3 shall be express and confined to specific instances.

Section 9.4 Deposits. All funds of the Corporation not otherwise employed 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. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation shall be endorsed, assigned and delivered by such person or persons and in such manner as may from time to time be designated by the Board of Directors.

Section 9.5 Method of Giving Notices. Any notice required by statute or by these Bylaws to be given to the Directors, or to any Officers of the Corporation unless otherwise provided herein or in any statute, shall be given by mailing to such Director or Officer at his or her last address as the same appears on the records of the Corporation, and such notice shall be deemed to have been given at the time of such mailing.

Section 9.6 Corporate Seal. The Corporation shall have the right to adopt a corporate seal.

Section 9.7 Headings and Parenthetical Insertions. The article and paragraph headings included in these Bylaws have been used solely for convenience and shall in no event act as or be used in conjunction with the interpretation of these Bylaws.

Section 9.8 Conflict With Statute. In the event any article or section of these Bylaws shall conflict with the Michigan Non-Profit Corporation Act, the Act shall rule.

ARTICLE X - AMENDMENTS AND ADDITIONS

Section 10.1 Amendments. These Bylaws may be altered or amended at any duly called meeting of the Members, at which a quorum is present, by a majority vote of those present, provided that written notice describing the substance of the proposed amendment has been sent to each Member of the Corporation at least ten (10) days in advance of the date of meeting, unless such notice is waived by all the Members.

These By-Laws may also be altered or amended at any duly called meeting of the Board of Directors by the affirmative vote of a majority of all Directors then in office, provided that written notice describing the substance of the proposed amendment has been sent to all Directors at least ten (10) days in advance of the meeting.

Section 10.2 Rules and Regulations. The Members may adopt additional rules and regulations, general or specific, for the conduct of meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Corporation provided, however, no such additional rule or regulation shall be inconsistent with or in contravention of any provision of the Articles of Incorporation or these Bylaws.

ARTICLE XI - DISSOLUTION

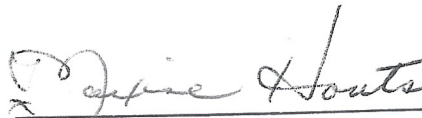
Section 11.1 General. In the event of the dissolution of the Corporation, all of the Corporation's assets, real and personal, shall (after payment of or other adequate provision for full payment of all of the Corporation's liabilities and all of its other anticipated expenses) be distributed to the following charitable organization(s) and/or governmental entities or agencies ("Distributee(s)"):

Forest Area Community Schools, 7741 Shippy Road, SW, Fife Lake, MI 49633

Section 11.2 Right to Designate, Change or Remove Distributee.

The Corporation, by a majority of its Board of Directors then in office, shall at all times have the right to designate, change or remove a Distributee name from this or any other such designation. No Distributee shall acquire, or otherwise benefit from, any of the Corporation's property, assets or rights thereto, unless and until such property, assets or rights thereto have actually been transferred to the Distributee(s) and the Distributee has agreed to any terms and conditions required by the Corporation pursuant to written authorization of the dissolved Corporation as authorized by a majority of its Board of Directors then in office.

I certify that the foregoing Bylaws were adopted by the Corporation on the 2nd day of September, 2001.

A handwritten signature in cursive script, appearing to read "Elaine Houts", is written over a horizontal line.

Secretary

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