

BYLAWS

OF THE

FLAGSHIP DOG SPORTS, INC. (THE "CORPORATION")

ARTICLE I - OFFICES

1. Registered Office. The initial registered office of the Corporation shall be at 6085 Northern Drive, Fairview, Pennsylvania 16415.
2. Other Offices. The Corporation may also have offices at such other places in the Erie, Pennsylvania or within the greater Erie, Pennsylvania area (including communities south to Edinboro, Pennsylvania west to the Ohio state line, east to New York state line) as the Board of Directors (hereinafter the "Board") may from time to time designate, or the activities of the Corporation may require.

ARTICLE II - PURPOSES

1. Charitable Nature. The Corporation is formed under the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa.C.S.A. Section 5101 et seq., and is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations promulgated thereunder. The primary purpose of the Corporation is to ~~further the advancement of educated dog owners through training and do all in its power to protect the interests of~~ scent work trials, ~~to further educate about dog sports, and to~~ grow the ~~bondbonds~~ between owners and ~~their~~ dogs, ~~and work to create more designated public areas for dogs in Erie County.~~ Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the Commonwealth of Pennsylvania upon nonprofit corporations, including, but without limitation thereon, to solicit and receive funds and any other property or interests in property by gift, grant, bequest, devise, bargain, purchase, or any similar transaction, and to hold, administer, invest, and disburse such funds and property and such income as may be generated through the investment of such funds and property, exclusively for the charitable purposes of the Corporation and activities related thereto, including to use, apply, invest, and reinvest the principal and/or income therefrom or distribute the same for the above purposes. However, no such action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial or revocation of the tax exemption under Section 501(a) of the Code and its Regulations as they now exist or as they may be amended as an organization described in Section 501(c)(3).

2. Prohibited Transactions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, employee, volunteer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. The Corporation shall not participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any

candidate for political office. The Corporation shall not participate in attempting to influence legislation by propaganda or otherwise. Notwithstanding any other provisions in these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law).

3. Additional Prohibited Transactions. The Corporation shall be required to distribute its income for each taxable year at such time and such manner as not to subject the Corporation to tax under Code Section 4942. The Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code), from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE III - MEMBERS

1. Eligibility. There shall be three (3) membership options open to all persons who are in good standing with The American Kennel Club and who subscribe to the purposes of this Corporation.

a. Individual Member. Any individual eighteen (18) years of age or older, who at the time of joining is the owner of a dog who participates in scent trials, is entitled to one (1) vote.

b. Junior Member. Any individual between the ages of six (6) and eighteen (18), who may not vote or hold office.

c. Associate Member. Any individual who may not vote or hold office and either:

i. Desires to be a Member, but does not want to vote or hold office; or

ii. Desires to be a Member, but is not Active, as described below.

2. Dues. Membership dues shall not exceed seventy-five dollars (\$75) per year for Individual Members, fifty dollars (\$50) for Junior Members and twenty-five (\$25) for Associate Members. Dues are payable on or before the 1st day of January of each year. During the month of October, the Treasurer shall send to each member a statement of dues for the ensuing year.

3. Election. Each applicant for membership shall apply on a form as approved by the Board and which shall provide that the applicant agrees to abide by the Bylaws and the rules of The American Kennel Club.

a. Application and Vote. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two Members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the Secretary and each application is to be sent to the

Members for review. The application will be voted upon and affirmative votes of two-thirds (2/3) of the Members present and voting after the meeting shall be required to elect the applicant.

b. Rejection. Applicants for membership who have been rejected by the Corporation may not reapply within twelve (12) months after such rejection.

4. Termination. Memberships may be terminated:

a. Resignation. Any Member in good standing may resign from the Corporation upon written notice to the Secretary; but no Member may resign when in debt to the Corporation. Obligations other than dues are considered a debt to the Corporation and must be paid in full prior to resignation.

b. Lapsing. A membership will be considered as lapsed and automatically terminated if such Member's dues remain unpaid for sixty (60) days after the first day of the Fiscal year; however, the Board may grant an additional fourteen (14) day grace period to such delinquent Members on a case by case basis.

c. Expulsion. A membership may be terminated by a unanimous vote by the Board.

5. Transfer. A Member may not transfer their Membership to another individual under any circumstances.

ARTICLE IV - DIRECTORS

1. Number. The Business and affairs of this Corporation shall be managed by the Board, which shall not be less than four (4) or more than eight (8) in number, as may from time to time be fixed by resolution of the Board itself.

2. Qualification. Directors shall be natural persons of at least eighteen (18) years of age and have such skills, education, abilities, or experience which the Board of Directors deems appropriate in order to carry out the charitable purposes of the Corporation in an effective manner. Directors shall be dues-paying Member of the Corporation and in good standing with the American Kennel Club. Directors need not be residents of the Commonwealth of Pennsylvania, however they shall be Active Member. An Active Member regularly attends events held by the Corporation and attends at least ten (10) Regular Meetings in a Calendar Year. There shall be no other qualifications with respect to directors, except such qualifications as may be imposed by law.

3. Election and Term of Directors.

a. Election. Directors will be elected at the annual meeting of the Board by a two-thirds (2/3) vote of the Members.

b. Term. Directors will be elected for a three (3) year term and shall serve and remain in office until their successors are selected and qualified or until their earlier death, resignation or removal.

c. Removal. Any Director absent from three (3) consecutive regularly scheduled meetings of the Board during the span of the fiscal year or from two (2) consecutive annual meetings of the Board shall be deemed to have resigned from the Board and shall be so notified in writing, unless a special recommendation is made to the Board of Directors.

4. Vacancies. Any vacancy which occurs on the Board by reason of death, resignation, removal from office, or otherwise may (but need not) be filled by a two-thirds (2/3) vote of the Members. The new director so elected, if any, will serve as a director for the remaining term of such director's predecessor in office.

5. Powers. In addition to the powers and authorities expressly conferred upon the Board by law, the Articles of Incorporation, and these Bylaws, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are by law directed or required.

6. Meetings.

a. Annual Meeting. The annual meeting of the Board shall be held at such time during the month of November and at such place as shall be determined by the Board in Erie, Pennsylvania or within the greater Erie, Pennsylvania area (including communities south to Edinboro, Pennsylvania west to the Ohio state line, east to New York state line) with the intention of updating the Members on the relevant news regarding the Corporation and to vote for new Board of Directors and Officers, should there be any vacancies.

b. Regular Meetings. Regular meetings of the Board shall be held each month in Erie, Pennsylvania or within the greater Erie, Pennsylvania area (including communities south to Edinboro, Pennsylvania west to the Ohio state line, east to New York state line) at such hour and place as may be designated by the Board. Written notice of each such meeting shall be sent by the Secretary ten (10) days prior to the date of the meeting. Unless otherwise provided by these Bylaws or by a resolution of the Board, the President may postpone or re-schedule the time and place of a regular meeting of the Board for any proper purpose, including, but not limited to, the following purposes: (1) to assure attendance of a quorum; (2) to assure that the agenda (or other matters which are likely to come before the Board) for the meeting in question is of sufficient magnitude to warrant convening of the Board; and (3) to assure the timely and expeditious consideration of matters which are to be brought before the Board.

c. Special Meetings. The President or a majority of the Board may call a special meeting of the Members, the Board or both whenever he or she deems such meeting appropriate. The President shall call a special meeting of the Board within ten (10) days of having received a written request for a special meeting signed by a majority of the directors. Unless otherwise stated in the notice provided to directors regarding the special meeting, any business of the Corporation may be addressed and voted upon at a special meeting as if the special meeting were a regular meeting of the Board. Special meetings of the Board shall be held in Erie, Pennsylvania or within the greater Erie, Pennsylvania area (including communities south to Edinboro, Pennsylvania west to the Ohio state line, east to New York state line) at such hour and place as may be designated by the Board.

d. Notice. Written or personal notice of the time and place of every meeting (including postponed, rescheduled or recessed meetings) of the Board shall be given to each director at least five (5) days prior to the day named for the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice of the meeting.

e. Quorum. A majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. The votes of two-thirds (2/3) of the directors present at a meeting at which a quorum is present shall be the acts of the Board. In the event that a quorum of directors is not present at a meeting which has been duly called, the Members of the Board there present may recess the meeting to a later time, provided that notice of the time and place thereof is given to all directors as provided in Article III(6)(d), above.

f. Action by Consensus. Any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the Secretary of the Corporation.

g. Matters to be Acted Upon. Except as is otherwise provided in Article III(6)(c), Article III(9), and Article XIII of these Bylaws, the Board may consider and act upon any matter which is placed before the Board at any annual, regular, or special meeting at which a quorum is present.

7. Committees.

a. Event Committee. The President shall establish an Event Committee prior to each event. The Event Committee shall consist of five (5) individuals. The purpose of the Event Committee is to handle any misconduct during an event. When handling misconduct, the Event Committee shall consult "Dealing with Misconduct at American Kennel Club Events: Guide for Event Committees" before acting.

b. Nominating Committee. The President shall establish a Nominating Committee. The Nominating Committee shall propose to the Directors a list of potential nominees to fill the expiring term or terms of the Directors to be voted on at the Annual Meeting. In default of establishing a Nominating Committee, the Committee shall consist of the President, Vice-President and Treasurer.

c. Other Committees. The Board may establish such committees of the Board as the Board may deem appropriate and useful to the conduct of the affairs of the Corporation. The Members of such committees may, but need not be, directors. Such committees shall be strictly advisory in nature and shall have no power or authority to act on behalf of the Corporation, except to the extent that such powers and authority have been specifically delegated to the committee by these Bylaws or by resolution of the Board.

8. Salaries. Directors shall not be entitled to receive any compensation for their services as such. However, a director may serve the Corporation in another capacity and receive

compensation for those services; provided however, that such services are reasonable and necessary to carrying out the exempt purpose of the Corporation, any such compensation be made in accordance with the Corporation's conflict of interest policy, and any such compensation is not excessive.

9. Reimbursement of Expenses. Notwithstanding any other provision herein, each Director shall be entitled to reimbursement from the Corporation for the Director's reasonable expenses related to his/her service as a Director, including reimbursement for reasonable costs and expenses of attending Meetings under Section 6 of this Article, including any travel and lodging costs. Reimbursement of a Director's reasonable cost of attendance shall not be considered compensation for services

10. Removal or Declaration of Vacancy. Any director may be removed from office, with or without cause, by the affirmative vote of the majority of the Board at a meeting of the Board. The Board may also declare vacant the office of a director if that director is declared to be of unsound mind by an order of court or is convicted of a felony, or if within sixty (60) days after notice of election, the person does not accept such office either in writing or by attending a meeting of the Board, and fulfill such other requirements of qualification as the Bylaws may specify. If a director is to be removed, or if a vacancy in the office of a director is to be declared, written notice of the proposed removal or declaration of vacancy must be given to all directors no less than ten days prior to the meeting at which such action is to be proposed and taken.

11. Personal Liability of Directors.

a. Limitation of Liability. A director shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

b. Exceptions. The provisions of Article III(11)(a), above, shall not apply to: (i) the responsibility of a director pursuant to any criminal statute; or (ii) the liability of a director for the payment of taxes pursuant to local, state or federal law.

12. Trial Chair and Trial Secretary. Each event shall have a Trial Chair and a Trial Secretary who will be appointed by the President and Vice-President.

ARTICLE V - OFFICERS

1. Officers. The executive officers of the Corporation shall be chosen by the Members and shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers and assistant officers as the needs of the Corporation may require. All officers shall be elected at the Annual Meeting of the Board and shall hold their offices for a term of one (1) year or until their successors are elected by the Board. They shall have such authority and shall perform such duties as are provided by the Bylaws and as shall from time to time be prescribed by the Board. The officers and assistant officers may, but need not be, directors. Any number of offices may be held by the same person. All Officers shall be dues-paying Members of the Corporation and in good standing with the American Kennel Club.

2. Removal. Any officer or agent may be removed by a two-thirds (2/3) vote of the Members whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

3. President (Chairman of the Board). The President shall also be the Chairman of the Board and shall preside at all meetings. The President shall have responsibility for the general and active management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect, subject however, to the right of the directors to delegate any specific powers to any other officer or officers of the Corporation.

4. Vice-President. The Vice-President shall act in all cases for and as the President in the latter's absence or incapacity, and shall have powers and perform such other duties as may be assigned to the Vice-President by the Board or the President. The Vice-President shall also act in all cases for and as the Chairman in the latter's absence or incapacity.

5. Secretary. The Secretary shall attend all sessions of the Board and act as clerk thereof, and record all the votes of the Corporation and the minutes of all its transactions in a book to be kept for that purpose. The Secretary shall perform like duties for all committees of the Board when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board, and shall perform such other duties as may be prescribed by the Board. The duties of the Secretary which are set forth in these Bylaws may be delegated to, and may be carried out by, one or more assistant secretaries or other officers of the Corporation.

6. Treasurer. The Treasurer shall have custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the moneys of the Corporation in separate accounts to the credit of the Corporation. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, and whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation. The duties of the Treasurer which are set forth in these Bylaws may be delegated to, and may be carried out by, one or more assistant treasurers or other officers of the Corporation.

9. The Director. The Director is a required American Kennel Club position and a non-officer who supports and assists the Officers.

10. Executive Director. The Executive Director shall, under the supervision and direction of the President, manage the daily operations of the Corporation, with the power to engage and remove all employees under the Executive Director's direction. The Executive Director shall report his or her activities to the President and Directors at the regular meetings of the Board, or whenever they may require it. The duties of the Executive Director which are set forth in these Bylaws may be delegated to, and may be carried out by, one or more assistant executive directors or other officers of the Corporation. In the Executive Director's long-term absence or vacancy, the President shall be given the powers on a temporary bases to engage and remove all employees under the Executive Director's direction, until the return or filling of the position. A committee of three Directors with a minimum of two consecutive years of working Board experience with the

Corporation, including one Officer, would be engaged to make recommendation(s) to the Board for filling this position.

11. Other Officers and Assistant Officers. All other officers and assistant officers shall have such duties, and exercise such powers, as are conferred upon them by these Bylaws and as may from time to time be delegated to them by the Board and/or the President.

12. Vacancies. If the office of any officer becomes vacant for any reason, the Board may choose a successor or successors, who shall hold office for the unexpired term of that office.

ARTICLE VI - BOOKS AND RECORDS

1. Place. The Corporation shall keep an original or duplicate record of the proceedings of the directors, and the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the Corporation. The Corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Corporation in the Commonwealth of Pennsylvania, or at its principal place of business wherever situated.

2. Right to Examine. Every director shall, upon written notice stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the books and records of account, and records of the proceedings of the directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a director. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the director. The demand under oath shall be directed to the Corporation at its registered office in the Commonwealth of Pennsylvania or at its principal place of business wherever situated.

ARTICLE VII - TRANSACTION OF BUSINESS

1. Incidental Profits. Whenever the lawful activities of the Corporation involve among other things, the charging of fees or prices for its services or products, if any, it shall have the right to receive such income, and in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the directors, officers or employees of the Corporation.

2. Checks, etc. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board may from time to time designate.

3. Purchase, Sale, Mortgage and Lease of Real Property. No purchase, sale, mortgage, lease or disposition of real property shall be made by the Corporation without the approval of two-thirds (2/3) of the directors then in office at a meeting duly called and convened.

ARTICLE VIII - DISCIPLINE

1. American Kennel Club Suspension. Any Member who is suspended from any of the privileges of The American Kennel Club shall be suspended from the privileges of this Corporation for a like period, including the right to volunteer for the Corporation.

2. Charges. An individual Member may prefer Charges against another individual Member for alleged misconduct prejudicial to the best interests of the Corporation. Written Charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$25.00 which shall be forfeited if such Charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the Charges to each Board member or present them at a Board meeting. The Board shall first consider whether the actions alleged in the Charges, if proven, might constitute conduct prejudicial to the best interests of the Corporation. If the Board considers that the Charges do not allege conduct which would be prejudicial to the best interests of the Corporation, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the Charges, it shall fix a date for a hearing by the Board not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the Charges and the specifications to the accused Member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his or her own defense and bring witnesses if he or she wishes.

3. Board Hearing. If the Board has a hearing, the Board or a committee appointed by the Board may hear the Charges. The Board or the Board's appointed committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the Charges be sustained after hearing all the evidence and testimony presented by complainant and accused, the Board or Board's appointed committee may by a majority vote of those present reprimand or suspend the accused from all privileges of the Corporation for not more than six months from the date of the hearing. And, if the Board or the Board's appointed committee deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately after the Board or the Board's appointed committee has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's or the Board appointed committee's decision and penalty, if any.

4. Expulsion. The Members shall vote by secret ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE IX - NOTICES

1. Written Notice. Whenever written notice is required to be given to any person, it may be given to such person by delivering a copy thereof to the individual: (1) personally; (2) by first class or express mail, postage prepaid; (3) e-mail; or (4) by electronic mail. If delivered by mail or e-mail, such notice shall be sent to the address or e-mail appearing on the books of the Corporation, or supplied by such person to the Corporation for the purpose of notice. If the notice is sent by mail, electronic mail or by facsimile, it shall be deemed to have been given to the person

entitled thereto when deposited in the United States mail or transmitted to such person. Such notice shall specify the place, day and hour of any meeting and any other information required by law or these Bylaws.

2. Waiver of Notice. Whenever any written notice is required to be given to any person, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by law, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE X - MISCELLANEOUS PROVISIONS

1. Conference Telephone. One or more directors may participate in a meeting of the Board, or a committee of the Board, by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting. Notwithstanding the forgoing, no director may participate in the annual meeting of the Board by means of conference telephone or similar communications. Every director must attend the annual meeting of the Board in person.

2. Annual Report. Within a reasonable time after the end of each fiscal year, the Board shall present an annual report. Such report shall be verified by the Treasurer and shall show in appropriate detail the following information:

- a. the assets and liabilities of the Corporation as of the end of such fiscal year;
- b. the principal changes in the assets and liabilities occurring during such year;
- c. the revenue, receipts and sources of income for such year;
- d. the expenses or disbursements of the Corporation, for such year; and
- e. a statement of the names and addresses of the directors of the Corporation as of the end of such year.

This report shall be filed with the minutes of the annual meeting of the directors.

ARTICLE XI - INDEMNIFICATION

1. Indemnification. The Corporation shall indemnify each of its directors, officers, agents, and employees (and his or her executor, administrator and heirs), whether or not then in service as such, against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a director, officer, agent, or employee of the Corporation to the full extent provided under law. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

2. Rights Not Exclusive. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a director, officer, agent or employee may be entitled.

ARTICLE XII - AMENDMENTS

Except to the extent otherwise restricted by law, the Articles of Incorporation of the Corporation and these Bylaws may be amended by a two-thirds (2/3) vote of the Members at any duly convened annual, regular or special meeting; provided, however, that no amendment shall authorize the Board to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Code and corresponding regulations. Written notice of the scope and nature of the proposed amendment shall have been given to each director no less than thirty (30) days prior to the meeting at which such amendment is to be considered and acted upon by the Board. The foregoing notice requirement shall not be construed as preventing the Board from considering and acting upon modifications to the proposed amendment, so long as the nature of such modifications are within the scope and nature of the proposed amendment as described in the notice.

ARTICLE XIII - DISSOLUTION

If, for any reason whatsoever, it becomes impractical or impossible to carry out the purposes set forth in the Articles of Incorporation and these Bylaws, as determined by the Board, then and in that event, the Board is hereby empowered to dissolve the Corporation and to take such action as may be necessary and appropriate to wind up the affairs of the Corporation. After paying or making provisions for the payment of all liabilities and obligations of the Corporation, the property of the Corporation shall be distributed to such organization or organizations which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, outright and in such amounts or proportions as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Erie County, Pennsylvania, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes. No creator, director, officer, employee, volunteer, or other private person, or family member thereof, shall be entitled to share in the distribution of corporate assets upon the dissolution of the Corporation.

ARTICLE XIV - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No creator, director, officer, employee, member of a committee, or other person connected with the Corporation, or any other private individual or entity shall receive at any time any of the net earnings or pecuniary profit of the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services actually rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All Directors shall be deemed to have expressly consented and agreed that upon such dissolution and winding up of the affairs of the Corporation, the assets of the Corporation, after all debts have been satisfied, then remaining in

the hands of the Board of Directors shall be distributed in such amounts and the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application by the Board of Directors, exclusively to organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its Regulations as they now exist or as they may be amended.

ARTICLE XV - PARLIAMENTARY AUTHORITY

The rules as contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.

Adopted as of

1886778.4

BYLAWS
OF
FLAGSHIP DOG SPORTS, INC.
a Pennsylvania Nonprofit Corporation

Federal Tax Identification Number: 99-3992180