

AMENDED BYLAWS OF THE SANCTUARY FELLOWSHIP

*A TEXAS NONPROFIT CORPORATION WITH NON-VOTING MEMBERS
AND
MANAGEMENT SOLELY VESTED WITH THE BOARD OF DIRECTORS*

ARTICLE I THE CIVIL AND ECCLESIASTICAL GOVERNMENT

The government of The Sanctuary Fellowship, also known as The Sanctuary Fellowship Church ("Church"), is established and headed by Jesus Christ. The church is first and foremost an ecclesiastical body of believers, the supreme governing document of which is the Bible. The Sanctuary Fellowship is secondarily a civil corporation, the governance of which is established by its Articles of Incorporation, bylaws, and Texas law as codified in the Texas Business Organizations Code. The articles, bylaws, and Texas law, however, are subordinate to the Bible and must be interpreted in light of the scriptures.

We believe the Bible is clear that the local church is to be led by Elders of the church; therefore, the church government of The Sanctuary Fellowship is an Elder led model. The church government set forth in these bylaws is a two-level ecclesiastical body, the powers and duties of which are derived from the authority of Jesus Christ and the Bible. The acts and functions of each level of government shall be presumed to be ecclesiastical unless explicitly required for civil purposes under Texas law. The two levels shall consist of the following

- Elders of the Church
 - o All male Elders of The Sanctuary Fellowship
- Board of Directors (required under Texas law)
 - o All the Elders of The Sanctuary Fellowship, and
 - o Select male Members of The Sanctuary Fellowship assisting and reinforcing the Eldership of the church. These selected male members are critical to gird up and protect the Eldership, which in turn protects the church. They exhibit best practices in leadership and advisory service in the operation of the Church.

Except as otherwise explicitly stated in these bylaws, the term "member" herein is a spiritual and theological term for a member of the body of Christ that has completed the membership process at The Sanctuary Fellowship and remains in good standing, and shall not mean a member for purposes of the Texas Business Organizations Code. For purposes of governance and in accordance with Texas law, The Sanctuary Fellowship is organized as a Non-Profit Corporation

with non-voting members and with its management resting solely with the Church's Board of Directors. The Sanctuary Fellowship may be referred herein as the "Corporation" for purposes of describing the civil aspects of its organization as a Non-Profit Corporation organized under Texas law.

ARTICLE II **OFFICES**

1. REGISTERED OFFICE AND AGENT

The registered office and registered agent of the Corporation shall be as set forth in the Corporation's Certificate of Formation. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

2. PRINCIPAL OFFICE

The principal office of the Corporation shall be at 2006 Thompson Road, #204, Richmond, Texas 77469, provided that the Board of Directors shall have the power to change the location of the principal office.

3. OTHER OFFICES

The Corporation may also have other offices at such places, within or without the State of Texas, as the Board of Directors may designate, or as the business of the Corporation may require or as may be desirable.

ARTICLE III **THE ELDERSHIP PROCESS** **QUALIFICATION AND SELECTION OF ELDERS** **OF THE SANCTUARY FELLOWSHIP**

The Elders (also known as the Eldership) are composed of Elders (paid or unpaid) who follow the leading of Jesus who is the Senior Pastor of The Sanctuary Fellowship.

To be considered as an Elder, a man must have been called by God into leadership at The Sanctuary Fellowship and be a man of the highest Christian character according to the qualifications of Scripture.

1. PROCESS ESTABLISHED BY EXISTING ELDERSHIP, APPROVED BY BOARD OF DIRECTORS

The process of becoming an Elder shall be established by the existing Eldership and approved by a resolution of the Board of Directors.

2. ORDINATION DETERMINED BY THE ELDERSHIP

The final step of the Elder selection process shall include ordination in a manner to be determined by the Eldership. Upon such ordination, the Elder shall have the authority to preach, administer the ordinances of the church, marry, and enjoy all the rights and privileges accorded to licensed or ordained ministers under secular law

ARTICLE IV **THE ELDERSHIP SERVICE - DURATION, RESIGNATION, REMOVAL**

SECTION A – Once a man becomes an Elder at The Sanctuary Fellowship, it is expected that the man would continue to serve as an Elder indefinitely.

SECTION B – If the Eldership determines that an Elder needs an extended Sabbath for a season because of a legitimate need (e.g., illness, tragedy), then that Elder can transition to an inactive and non-voting Elder for a set period of time as determined by the lead Elder.

SECTION C – To resign from the Eldership, an Elder must notify the Eldership in written form.

SECTION D – An Elder who senses God's call to leave The Sanctuary Fellowship to help plant a Sanctuary Fellowship sponsored church plant should make his desire known to the Eldership. If the Eldership confirms his calling, the Elder will be sent out with blessing to help lead another church.

SECTION E – Discipline and removal of Elders shall be consistent with the standards set by the Bible, the specific procedures to be determined by the Board of Directors in its discretion. An Elder who is also an employee is employed at will and may be terminated as an employee at any time, with or without cause, by the Eldership or its designee (e.g. campus pastor or employee's immediate supervisor). Any such termination shall automatically result in suspension as an Elder pending discipline or removal as such by the Board of Directors.

SECTION F – Once a man becomes an Elder of The Sanctuary Fellowship then he shall serve also a member of the Board of Directors of The Sanctuary Fellowship as long as he remains an Elder.

ARTICLE V **POWERS AND MEETINGS OF THE ELDERSHIP**

SECTION A – A plurality of elders is God's design for leadership. An Elder will serve indefinitely until resignation, death, removal, or replacement. The Eldership may supplement its leadership with non-elders amongst male Members of The Sanctuary Fellowship. This is solely to better function as an organization and to allow its Eldership to remain, in both appearance and in fact, "above reproach". The role of any non-elder leader at The Sanctuary Fellowship is not one of "lording" or "exercising control" over the Eldership but rather one of genuine assistance and support to the Eldership in achieving God's calling for the Eldership and the Church.

The male members selected for supplemental leadership shall assist the Eldership in achieving best practice in the governance of the Church; provide advisory service to the Eldership, protect the Church, provide accountability, and model genuine love and devotion to the Church. The following issues are reserved for a vote of the Eldership, with any voting requirements other than simple majority specified for such issue, unless specified:

- Election of Elders. Requires unanimous approval.
- Developing any needed slate of non-elder male members to serve on the Board of Directors. This includes any selection, retention, and removal of any non-elder male members serving on the Board of Directors. Action requires a two-thirds vote.
- Establishing the overall vision for the entire church
- Directing and managing the operations of The Sanctuary Fellowship
- Any change to The Sanctuary Fellowship's doctrinal statement and/or any changes to key ministerial approaches. Approval requires three fourths vote.
- Self discipline and removal of Elders. Requires unanimous approval, the Elder of such having no vote. Consistent with a man of the highest Christian character, the Eldership is initially and primarily responsible for this. The Board of Directors has the power to supplement and override this area as needed for full accountability and to protect/safeguard the Church (see "Board of Directors Purpose and Powers" below).
- Any issue or item delegated to Eldership by resolution of the Board of Directors

Any issue not reserved for the Eldership pursuant to this section may be decided by the Board of Directors.

ARTICLE VI

THE BOARD OF DIRECTORS

SECTION A – Purpose and powers. The primary governing body for The Sanctuary Fellowship shall be its Board of Directors. Except for those powers reserved for the Eldership pursuant to Article V, the Board of Directors shall have the power to determine all issues regarding The Sanctuary Fellowship, including, but not limited to:

- Changes to and adoption of articles of incorporation or by-laws
- Approve the selection of Elders as presented by the Eldership. Requires simple majority.
- Discipline or removal of an Elder. This power is reserved for the Board of Directors when in its opinion an Elder has failed to live a life consistent with a man of the highest character and/or has committed acts that are detrimental to the Church. In this role, the

Board may override and/or modify any Eldership action or failure by the Eldership to act. Action requires unanimous vote, with the Elder the subject of such having no vote.

- Approval of the annual salary and benefits of all paid Elders. Requires simple majority.
- Appoint the officers of the corporation as set forth in Article VIII below
- Establish policies and procedures necessary to govern the affairs of the organization in consonance with the laws and regulations described in Section 501 (c) (3) of the Internal Revenue Code
- Approval of the annual operating and capital budgets
- Authorize the purchase, management and sale of all land, buildings or other major assets for use by The Sanctuary Fellowship, and the construction of new buildings and major renovations of existing buildings
- Borrow money and make and issue bonds, notes, contracts and other evidence of indebtedness therefore and, by the proper resolution duly adopted by a majority vote of the Board of Directors
- Apply for and aid in the processing of all applications for patents and copyrights; receive or purchase patents and copyrights, inventions, processes and discoveries; hold, manage, use and develop the same; sell, license or otherwise dispose of the same; and collect royalties thereon
- Any other power or action not explicitly reserved for the Eldership

SECTION B – Size. The size of the Board of Directors shall be no less than three men and no more than thirteen men, the specific number to be established from time to time by resolution of the Board. In the event of a vacancy on the Board of Directors, the Eldership may by majority vote elect a successor for each vacancy to fill the unexpired term.

SECTION C – Composition. The Board of Directors shall consist of:

- All Elders of the church
- Any non-elder selected for service on the Board of Directors

The above composition shall be subject to the following additional requirements:

- At least forty percent of the Board of Directors shall be financially independent from The Sanctuary Fellowship (that is, neither he nor any member of his immediate family shall be an employee or independent contractor with respect to The Sanctuary Fellowship).

SECTION D – Terms of Office. All Elders serve on the Board of Directors so long as they remain an Elder at The Sanctuary Fellowship. Any non-elder selected for service on the Board of Directors will serve for a term of two years and may succeed themselves in office. To facilitate the orderly rotation of members of the Board of Directors, the terms of office shall be arranged as evenly as possible so that approximately one-half of the terms of office will expire each year on January 31. The term of office for each Non-Elder Director shall begin on February 1. Each member shall hold office until his successor is selected and/or qualified.

SECTION E - Resignation. Any Non-Elder Director may resign at any time by delivering notice to the president or the secretary, or by giving oral or written notice at any meeting of the Board of Directors. Any member of any committee may resign at any time by delivering notice thereof to the president, the secretary, or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION F - Removal. If a plurality of Eldership exits, at a meeting of the Eldership called expressly for that purpose and at which a quorum is present, one or more of the Board of Directors may be removed from office, with or without cause, by unanimous vote of the Eldership. Removal as a Director shall not automatically remove a person as an Elder, but removal as an Elder shall automatically remove the person as a Director.

SECTION G – Quorum/Voting. One-half of the members of the Board of Directors shall constitute a quorum. Directors present by proxy may not be counted toward a quorum. The act of the majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required under Texas law, these bylaws, or the Certificate of Formation.

A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

SECTION H - Annual Meeting. The annual meeting of the Board of Directors shall be held during of the month of February. If in the judgment of the Board of Directors the meeting cannot be then held, it shall be held as soon as feasible thereafter. The Board of Directors may specify by resolution the time and place, either within or without the State of Texas, for holding any other regular meetings, which may be held without notice other than such resolution. Failure to hold the annual meeting at the designated time shall not work a dissolution of the Corporation. In the event the Board of Directors fails to call the annual meeting at the designated time, any Director may make demand that such meeting be held within a reasonable time, such demand to be made in writing by registered mail directed to any officer of the Corporation. If the annual meeting of the Board of Directors is not called within sixty (60) days following such demand, any Director may compel the holding of such annual meeting by legal action directed against the Board of Directors, and all of the extraordinary writs of common law and of courts of equity shall be available to such Director to compel the holding of such annual meeting.

SECTION I - Meetings. Regular meetings of the Board of Directors may be held with or without notice at such time and place as may be from time to time determined by the Board of Directors. All meetings of the Board of Directors shall be held either at the principal office of the Corporation or at such other place, either within or without the State of Texas, as shall be specified in the notice of meeting or executed waiver of notice.

The Secretary shall call a special meeting of the Board of Directors whenever requested to do so by the President or by one (1) or more directors. Such special meeting shall be held at the date and time specified in the notice of meeting.

Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at that Director's address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transaction at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

SECTION K - Participation by Telephone. Directors of the corporation may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

SECTION L - Action Without a Meeting. Any action required by the Texas Business Organizations Code to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Board of Directors entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

Any action required by the Texas Business Organizations Code to be taken at a meeting of the Board of Directors or any action that may be taken at a meeting of the Board of Directors of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Board of Directors or committee members as would be necessary to take that action at a meeting at which all of the Board of Directors or members of the committee were present and voted.

Each written consent shall bear the date of signature of each Director or committee member who signs the consent. A written consent signed by less than all of the Board of Directors or committee members is not effective to take the action that is the subject of the consent unless,

within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required by this section, a consent or consents signed by the required number of Board of Directors or committee members is delivered to the Corporation at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the Corporation having custody of the books in which proceedings of meetings of Board of Directors or committees are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the Corporation's principal place of business shall be addressed to the President or principal executive officer of the Corporation.

Prompt notice of the taking of any action by Board of Directors or a committee without a meeting by less than unanimous written consent shall be given to all Board of Directors or committee members who did not consent in writing to the action.

If any action by Board of Directors or a committee is taken by written consent signed by less than all of the Board of Directors or committee members, any articles or documents filed with the Secretary of State as a result of the taking of the action shall state, in lieu of any statement required by this Act concerning any vote of the Board of Directors or committee members, that written consent has been given in accordance with the provisions of section 6.202 of the Texas Business Organizations Code and that any written notice required by such section has been given.

A telegram, telex, cablegram, or similar transmission by a Director or member of a committee or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by a Director or member of a committee shall be regarded as signed by the Director or member of a committee for purposes of this section.

SECTION M – Loans to Directors Prohibited. No loan shall be made from the church to any director. Any director who assents to the making of such a loan shall be jointly and severally liable for its repayment.

SECTION N – Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more persons, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending or restating the Certificate of Formation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repeated by such committee. The designation and appointment of any such committee and the delegation of authority to such committee shall not operate to relieve the Board of Directors, or any individual Director, of any

responsibility imposed by law upon the Board of Directors or upon any individual Director.

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Directors of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

SECTION O – Compensation. Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at any meeting of the Board or Directors. A director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for such services. Member of committees may be allowed similar compensation and reimbursement of expenses for attending committee meetings.

ARTICLE VII

MEMBERS OF THE SANCTUARY FELLOWSHIP

SECTION A –The reference to “member” in these bylaws is a spiritual and theological term for a member of the body of Christ that does not have any civil effect for purposes of state law. Consistent with the biblical concept of member and this Section A, members shall not have voting rights.

SECTION B – All persons desiring to unite with this Church shall sign an application to become a part of the fellowship, complete the required member process, sign the member covenant, and shall appear before at least one church member making a confession or reaffirmation of their faith in Jesus Christ as their Lord and Savior. Candidates having been approved by at least one church member must affirm by signature their agreement with the Doctrinal Statement and the Bylaws of The Sanctuary Fellowship. They must also agree to support in worship, giving, and service, and satisfy other conditions of fellowship defined by the Council of Elders.

SECTION C – Church Discipline. The threefold purpose of church discipline is to glorify God by maintaining purity in the local church, to edify believers by deterring sin, and to promote the spiritual welfare of the offending believer by calling him or her to return to a biblical standard of doctrine and conduct.

1. Members of The Sanctuary Fellowship and all other professing Christians who regularly attend or fellowship with this church that err in doctrine, or who engage in conduct that violates Scripture as determined by any two or more Elders or one Elder and one Board Member, shall be subject to church discipline. Each potential case of discipline will be weighed on its own merits and dealt with according to Scripture.
2. Members of The Sanctuary Fellowship are not guaranteed confidentiality regarding issues of church discipline, and understand that in submitting themselves to the authority of the church, issues of a sensitive or personal nature may become known to others. This includes, but is not limited to, notification of the authorities if a crime has been committed or if a real threat of someone is endangered exists, as well as other violations of scripture that may not result in physical danger.
3. Those who are members of the church or who regularly participate in church activities may be dismissed from the church by the agreement of at least one Elder and one board member. The dismissal of a church member may be made known to all church members.
4. A person dismissed from The Sanctuary Fellowship for disciplinary reasons may be reinstated to full membership if the Elder that oversaw the person's discipline accept the person's repentance as genuine.
5. Each member of this church, and every other professing Christian who regularly attends or fellowships with this church, agrees that there shall be no appeal to any court because of a discipline process or dismissal. A member who is under discipline by the church, as defined in the previous paragraphs, forfeits and waives the right to resign from The Sanctuary Fellowship. Resignation is possible only by a member who is in good standing and who is not under any disciplinary action.

6. Separate and apart from the process of church discipline, but subject to the discretion and approval of any two or more Elders or one Elder and one Board Member, a member, non-member regular participant in church activities, or other individual, may be notified that he or she is not to be present upon church premises or at church activities for such a period of time as is deemed necessary for the safety and well-being of others. Such required absence may, but need not, be concurrent with church discipline of that person.
7. Separate and apart from the process of church discipline, but subject to the discretion and approval of any two or more Elders or one Elder and one Board Member, members who have not met all of the criteria of church membership for a period of six months or longer may be removed as a member of The Sanctuary Fellowship and may be asked to no longer attend The Sanctuary Fellowship.

ARTICLE VIII

OFFICERS OF THE SANCTUARY FELLOWSHIP

1. NUMBER OF OFFICERS

The officers of a Corporation shall consist of a president and a secretary and may also consist of one or more vice-presidents, a treasurer, and such other officers and assistant officers as may be deemed necessary. New offices may be created and filled at any meeting of the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary. A committee duly designated may perform the functions of any officer and the functions of any two or more officers may be performed by a single committee, including the functions of both president and secretary.

2. ELECTION OF OFFICERS AND TERM OF OFFICE

All officers shall be elected or appointed annually by the Board of Directors at the regular annual meeting of the Board of Directors for such terms not exceeding three (3) years.

3. REMOVAL OF OFFICERS, VACANCIES

Any officer elected or appointed may be removed by the Board of Directors whenever in their judgment the best interests of the Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

4. POWERS OF OFFICERS

Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties

and powers as the Board of Directors shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors. The President may secure the fidelity of any and all officers by bond or otherwise.

All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

In the discharge of a duty imposed or power conferred on an officer of a Corporation, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were prepared or presented by: (1) one or more other officers or employees of the Corporation, including members of the Board of Directors; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

An officer is not relying in good faith within the meaning of this section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

5. PRESIDENT

The President shall be the chief executive officer of the Corporation and shall preside at all meetings of all directors. Such officer shall see that all orders and resolutions of the board are carried out, subject however, to the right of the directors to delegate specific powers, except such as may be by statute exclusively conferred on the President, to any other officers of the Corporation.

The President or any Vice-President shall execute bonds, mortgages and other instruments requiring a seal, in the name of the Corporation. When authorized by the board, the President or any Vice-President may affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of either the Secretary or an Assistant Secretary.

The President shall be ex-officio a member of all standing committees.

The President shall submit a report of the operations of the Corporation for the year to the directors at their meeting next preceding the annual meeting of the Board of Directors.

6. VICE-PRESIDENTS

The Vice-President, or Vice-Presidents in order of their rank as fixed by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and they shall perform such other duties as the Board of Directors shall prescribe.

7. THE SECRETARY AND ASSISTANT SECRETARIES

The Secretary shall attend all meetings of the Board of Directors and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall keep in safe custody the seal of the Corporation, and when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by the Secretary's signature or by the signature of an Assistant Secretary.

The Assistant Secretaries shall in order of their rank as fixed by the Board of Directors, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and they shall perform such other duties as the Board of Directors shall prescribe.

In the absence of the Secretary or an Assistant Secretary, the minutes of all meetings of the board shall be recorded by such person as shall be designated by the President or by the Board of Directors.

8. THE TREASURER AND ASSISTANT TREASURERS

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys 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.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain the Corporation's books of account and shall render to the President and directors an account of all of the Treasurer's transactions and of the financial condition of the Corporation and exhibit the books, records and accounts to the President or directors at any time. The Treasurer shall disburse funds for capital expenditures as authorized by the Board of Directors and in accordance with the orders of the President, and present to the President's attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized. The Treasurer shall perform such other duties as may be directed by the Board of Directors or by the President.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the incumbent's possession or under the incumbent's control belonging to the Corporation.

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

ARTICLE IX
INDEMNIFICATION AND INSURANCE

1. INDEMNIFICATION

The Corporation shall have the full power to indemnify and advance or reimburse expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

2. INSURANCE

The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Corporation. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE X
MISCELLANEOUS

1. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the Corporation under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, 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 equivalent to the giving of such notice.

2. MEETINGS BY TELEPHONE CONFERENCE, ELECTRONIC OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY

Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such board, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3. SEAL

The Corporation may adopt a corporate seal in such form as the Board of Directors may determine. The Corporation shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

4. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

5. CHECKS, DRAFTS, ETC.

All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by such officer or officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors.

6. DEPOSITS

All funds of the Corporation 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.

7. GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

8. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors, and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its members entitled to vote. A Director of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the member.

9. FINANCIAL RECORDS AND ANNUAL REPORTS

The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Corporation shall be kept at the registered office or principal office of the Corporation in this state for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

10. FISCAL YEAR

The fiscal year of the Corporation shall be as determined by the Board of Directors.

ARTICLE XI **CONSTRUCTION**

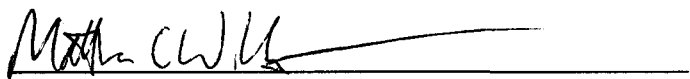
1. INVALID PROVISIONS

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

ARTICLE XII **AMENDMENT OF BYLAWS**

The Board of Directors may amend or repeal these Bylaws, or adopt new Bylaws, unless the Certificate of Formation or the Texas Business Organizations Code limits such powers.

These Amended Bylaws were adopted by the Board of Directors on March, 1st, 2010.


Secretary