

Bylaws

SILVER STATE BARREL & POLE ASSOCIATION

a Nevada nonprofit corporation

ARTICLE I

PURPOSES AND ACTIVITIES

Section 1. PURPOSES. This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including but not limited to charitable purposes.

Section 2. LIMITATIONS ON ACTIVITIES. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(h) of the Internal Revenue Code, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 3. PROHIBITION AGAINST PRIVATE INUREMENT. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered in accordance with applicable law and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 4. DISTRIBUTION OF ASSETS. Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE II MEMBERS

Section 1. CORPORATION HAS MEMBERS. This Corporation shall have Members. Any natural person may become a Member by paying to the Corporation the dues as set by the Corporation and filling out and signing the Corporation's application form.

Section 2. DUES. Each Member shall pay annually to the Corporation dues in an amount set by rules adopted by the Board of Directors (the "Board") or the Members. A Member in "Good Standing" is a Member who has satisfied all of the following requirements: (x) he or she has paid his or her dues as required by the corporation; and (y) has not materially violated the Association's Rules.

Section 3. BOUND BY RULES. All Members must become familiar with and comply with such rules promulgated by the Board subject to such rules as may be promulgated by the Members (collectively the "Rules").

Section 4. MEMBERS NOT IN GOOD STANDING. A Member may be suspended by the President of the corporation. The President must send a notice in writing to the Member's last known address not less than 15 calendar days before the effective date of the suspension. A Member who is suspended shall not be permitted to exercise his or her vote as a Member and cannot and has none of the rights described in Section 6 of this Article below.

Section 5. APPEAL. A suspended Member may appeal the Member's suspension by appealing the suspension to the Board. The suspended Member must file a written appeal with the Board no more than 15 calendar days after Notice of the suspension was sent to the Member. The written appeal need not contain more than a statement of the

Section 6. RIGHTS OF MEMBERS. A Member in Good Standing has the right to vote at all meetings of Members and to become an officer and/or director of the Corporation and be a member of any committee created by the Board or the Members, receive points, awards and benefits sanctioned by the Rules of the Corporation.

Section 7. PLACE OF MEETINGS. All annual meetings of Members and all other meetings of Members shall be held at the time and place within or without the State of Nevada which may be designated by the Board of Directors.

Section 8. ANNUAL MEETINGS. Written notice of each annual meeting signed by the President or Vice President, or the Secretary, or an Assistant Secretary, or by such other person or persons as the Directors shall designate, shall be given to each Member entitled to vote thereat either personally or by mail charges prepaid, or by email, addressed to the Member at his address appearing on the books of the Corporation or given by him to the Corporation for the purpose of notice. If a Member gives no address, notice shall be deemed to have been given if sent by mail or other means of written communication addressed to the place where the principal office of the Corporation is situated. All notices shall be sent to each Member entitled thereto not less than ten (10) nor more than sixty (60) calendar days before each annual meeting, and shall specify the place, the day and the hour of such meeting.

Section 9. SPECIAL MEETING. Special meetings of the Members, for any purpose or purposes whatsoever, may be called at any time by the President, Vice President or by a majority of the Board of Directors or by a signed notice of meeting signed by 20% or more of the Members in Good Standing. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of Members. Notices of any special meeting shall specify, in addition to the place, day and hour of such meetings the purpose or purposes for which the meeting is called.

Section 10. ADJOURNED MEETINGS AND NOTICE THEREOF. Any Members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Members present, the holders of which are either present in person or represented by proxy, but in the absence of a quorum no other business may be transacted at any such meeting.

Other than by announcement at the meeting at which such adjournment is taken, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. However, when any Members' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

Section 11. ENTRY OF NOTICE. Whenever any Member entitled to vote has been absent from any meeting of Members, whether annual or special, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such meeting was given to such Member, as required by law and the Bylaws of the corporation.

Section 12. VOTING. At all meetings of Members, every Member entitled to vote shall have the right to cast one vote, in person or by proxy, on each matter to come before the meeting. Such vote may be by voice or by ballot upon demand made by a Member at any election and before the voting begins.

Section 13. QUORUM. The presence in person or by proxy of 35% of the Members entitled to vote at any meeting shall constitute a quorum for the transaction of business. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. The act of a majority of the Members present, if a quorum is present, is the act of the Members.

Section 14. CONSENT OF ABSENTEES. The transactions of any meeting of Members, either annual or special, however called and noticed, are as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the Members entitled to vote,

not present in person or by proxy, sign a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 15. PROXIES. Every Member entitled to vote or execute consents has the right to do so either in person or by an agent or agents authorized by a written proxy executed by the Member or his duly authorized agent and filed with the Secretary of the Corporation. However, no such proxy shall be valid after the expiration of six (6) months from the date of its execution, unless the Member executing it specifies therein the length of time for which the proxy is to continue in force, which in no case shall exceed seven (7) years from the date of its execution.

Section 16. ACTION WITHOUT A MEETING. ^{[[]]}_{SEP}(a) Any action which may be taken by the vote of Members at a meeting, may be taken without a meeting if authorized by the written consent of Members holding at least a majority of the voting power; provided: ^{[[]]}_{SEP}(1) That if any greater proportion of voting power is required for such action at a meeting, then such greater proportion of written consents shall be required; and ^{[[]]}_{SEP}(2) That this general provision for action by written consent shall not supersede any specific provision for action by written consent contained in Nevada Revised Statutes Chapter 82. ^{[[]]}_{SEP}(b) In no instance where action is authorized by written consent need a meeting of Members be called or noticed.

Section 17. TELEPHONIC MEETINGS. At any meeting held pursuant to these Bylaws, Members may participate by means of a telephone conference or similar method of communication by which all persons participating in the meeting can hear each other. Participation in such a meeting constitutes presence in person at the meeting.

Section 18. MEMBER'S IMAGES. A member of the Corporation who enters a Corporation event shall, as a condition of entry, employment, admission, or other involvement therein, be deemed to consent to ownership by the Corporation of all rights in and to his or her appearance or other involvement therein, and the Corporation shall have the right, and may permit others as it sees fit, to dispense, reproduce, and otherwise use any such person's name, voice, likeness, biography, photograph and other pictures in connection with the advertisement and promotion of the event, the Corporation, and/or sport of barrel racing and other related equestrian events.

Section 19. PROMOTIONS. Any member of the Corporation who participates in Corporation events authorizes the Corporation to act in the member's behalf as well as on behalf of the Corporation in engaging in promotional activities relating to the conduct of the sport of barrel racing and other related equestrian events.

Section 20. ENDORSEMENTS. No member or any other individual has the authority to grant any endorsement on behalf of the Association without permission of the Board of Directors.

Section 21. RELEASE. Members acknowledge that barrel racing and related equestrian events are dangerous activities and that participation in a barrel race as a competitor or volunteer exposes the participant to a substantial and serious risk of property damage, personal injury, or death. Members acknowledge that participation in events of the Corporation will involve such a hazard. Being fully aware that participation in Corporation events will expose Members to substantial and serious risk of property damage and/ or personal injury or death, said member or members hereby release the Corporation, sponsors, related or subsidiary companies, and the officers, directors, producers, employees, and agents of the Corporation from liability for any and all property damage, personal injuries or other claims arising from participation in Corporation events, including claims that are known and unknown, foreseen and unforeseen, future or contingent. Members shall not now or at any time in the future, directly or indirectly, commence or prosecute any action, suit, or other proceeding against the aforementioned arising out of or related to the actions, causes of action, claims and demands hereby waived, released or discharged by an Member. This provision shall be binding upon each Member, member's spouse, legal representatives, heirs, successors, and assigns.

ARTICLE III DIRECTORS

Section 1. POWERS. Subject to the limitations of the Articles of Incorporation, of the Bylaws, and the provisions of the Nevada Revised Statutes, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:

First - To select and remove all officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the Bylaws, fix their compensation, and require from them security for faithful service.

Second - To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or the Bylaws, as they may deem best.

Third - To fix and locate from time to time one or more offices of the corporation within or without the State of Nevada; to designate any place within or without the State of Nevada for the holding of any Directors' meeting or meetings; and to adopt, make and use a corporate seal, if desired, and to alter the form of such seal from time to time, as in their judgment they may deem best.

Fourth - To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt.

Section 2. COMMITTEES. The Directors may appoint an executive committee and may appoint other committees and may delegate to the executive committee any of the powers and authority of the Board in the management of the affairs of the corporation. The executive committee shall consist of the President, the Vice President and such other persons as the Directors may appoint. The Directors may also appoint a nominating committee to choose nominations for the Board of Directors. The nominating committee shall consist of the President, the Secretary and the Treasurer and such other persons as the Directors may appoint. The Directors may appoint and create such other committees as they may desire.

Section 3. NUMBER AND QUALIFICATION OF DIRECTORS. The initial number of Directors is three (3) and their names and addresses are set forth in the Articles of Incorporation of this Corporation (the "Articles"). The maximum number of Directors serving at any one time shall be 25, and the minimum number shall be 3. Within this range, the Members may change the number of Directors by a resolution increasing or decreasing the number, or by electing one or more additional Directors. No reduction in the number of Directors shall remove any Director from office before that Director's term ends. Every Director must be a Member in good standing of the Corporation.

Section 4. TERM OF OFFICE. All the directors are elected annually at the annual meeting of the Members. All Directors shall hold office for one year and until the Director's replacement has been elected and has qualified. Any director may be removed from office by the vote of Members representing not less than two-thirds of the voting power of the Members.

Section 5. VACANCIES. A vacancy in a Board of Director position shall be filled by a majority of the remaining Directors. All Directors elected to fill a vacancy shall hold office until their successors are elected at an annual or a special meeting of the Directors. A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director, or if the Members fail at any annual or special meeting at which any Directors are elected to elect the full authorized number of Directors to be voted for at that meeting.

Section 6. PLACE OF MEETING. Regular meetings of the Board of Directors shall be held at any place within or without the State of Nevada which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. Special meetings of the Board may be held at a place so designated.

Section 7. ANNUAL MEETING. The Board of Directors shall hold a regular annual meeting at such time chosen by the Board for the purpose of the election of officers and the transaction of other business.

Section 8. REGULAR MEETINGS. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board.

Section 9. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose or purposes may be

called at any time by the President, or, if he is absent or unable or refuse to act, by any Vice President or by any three Directors. Written notice of the time and place of meetings shall be delivered personally to the Directors or sent to each Director by mail, facsimile machine (if the recipient has a facsimile machine properly connected to a telephone line), a commercially reasonable overnight express service, or other form of written or electronic communication, including e-mail, charges prepaid, addressed to the Director at the Director's address as it is shown upon the records of the corporation, or if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. In case the notice is mailed, it shall be deposited in the United States mail at least three days before the meeting. If the notice is sent by an overnight express service, it must be sent at least one day before the meeting. If the notice is personally delivered or sent by facsimile machine, or by electronic communication, it shall be so delivered at least twenty-four (24) hours before the meeting. Such mailing or delivery as above provided shall be due, legal and personal notice to such Director.

Section 10. BYLAW CHANGES. Whenever a meeting of the Board of Directors will consider changes to the Bylaws, the notices for such meetings must contain the text of the changes to be considered. In addition, such notices must be personally delivered, sent by facsimile machine, or e-mailed, at least 72 hours before the meeting or, if mailed, placed in the U.S. mail at least 5 business days before the meeting.

Section 11. NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

Section 13. ROBERTS RULES OF ORDER. Meetings of the Board of Directors shall be conducted according to the most recent edition of Roberts Rules of Order.

Section 14. ENTRY OF NOTICE. Whenever any Director has been absent from any special meeting of the Board of Directors, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such special meeting was given to such Director, as required by law and the Bylaws of the corporation.

Section 15. WAIVER OF NOTICE. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present sign a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 16. QUORUM. If the number of Directors on the Board of Directors is 12 or less, a majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business. If the number of Directors on the Board of Directors is 13 or more, one-third of the number of Directors shall be necessary to constitute a quorum for the transaction of business.

Section 17. ACTION BY MAJORITY VOTE. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation.

Section 18. NOMINATION OF DIRECTORS. Directors must be nominated pursuant to the provisions of this Section 18 before they can be elected Directors. Directors may be nominated by the Board of Directors or if the Directors so provide, by a committee of the Board. Directors may also be nominated by a written petition signed in original or by counterpart by no less than 15 percent of the Members then in good standing. Nominations must be received by the Secretary no less than 45 days before the date set for (i) the Members' meeting at which the Directors will be elected, or (ii) the mailing of ballots if the Directors will be elected by mailed, written ballot. The ballots must be marked such that the Secretary can validate the authenticity of each ballot and that no Member has voted more than once.

Section 19. ELECTION OF DIRECTORS BY BALLOT. If the Board of Directors or the Members so resolve, Directors must be elected by written ballot mailed to all Members in good standing. The ballots must contain all names of persons nominated for each Director position and the date by which ballots must be received by the Secretary of

the Corporation. The ballots may be marked by the Members and must be received by the Secretary of the Corporation no less than 30 days before the end of the 1-year term of office of the Directors. For an election of Directors to be valid, no fewer than 40% of the ballots mailed to the Members must be returned to the Secretary timely, with a vote marked for at least one director on the ballot.

Section 20. ADJOURNMENT. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated day and hour. However, in the absence of a quorum, a majority of the Directors present at any Director's meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 21. FEES AND COMPENSATION. Directors shall not receive any stated salary for their services as Directors, but the Corporation may pay Directors the expenses of attending meetings of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee or otherwise, and receiving the compensation, therefore.

Section 22. TELEPHONIC MEETINGS. At any meeting held pursuant to these Bylaws, Directors may participate by means of a telephone conference or similar method of communication by which all persons participating in the meeting can hear each other. Participating in such a meeting constitutes presence in person at the meeting.

ARTICLE IV OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board of Directors, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. The President, Treasurer, Secretary, and the Chairman of the Board must be Directors. One person may hold two or more offices.

Section 2. ELECTION. The officers of this corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by the Board of Directors and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. SUBORDINATE OFFICERS, ETC. The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board. Any officer may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section 6. PRESIDENT. The President shall be the chief officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. Shall preside at all meetings of the Board of Directors. Shall have the general powers and duties of management and shall have such other powers and duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 8. VICE PRESIDENT AND PRESIDENT-ELECT. In the absence or disability of the President, the Vice

President shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the Bylaws. The Vice President shall also be President-Elect who is expected to assume the presidency when the existing president resigns or leaves office.

Section 9. SECRETARY. The Secretary shall keep, or cause to be kept, a book of minutes at the registered office of all meetings of Directors, setting forth the time and place of each meeting, whether the meeting is regular or special, and if special, how authorized, the manner by which notice was given, the names of those present thereof. The Secretary shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws or by law to be given, and he shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 10. TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of gifts received by it, its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Director.

She shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his transactions as such an officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE V PERPETUAL EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI AMENDMENT TO BYLAWS

Bylaws may be adopted, amended, or repealed by the Board of Directors, subject to the Bylaws adopted, amended, or repealed by the Members.

ARTICLE VII INDEMNIFICATION

Section 1. This Corporation does hereby indemnify 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, except an action by or in the right of the Corporation, by reason of the fact that he is or was a director, officer, employee or agent of this Corporation, or is or was serving at the request of this Corporation as director, officer, employee or agent of another corporation, against expenses, including attorneys' fees, judgment, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of this Corporation, and, with respect to a criminal action or proceeding, had no reasonable cause to believe his 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, does not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of this Corporation, and that, with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful.

Section 2. This Corporation does hereby indemnify 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 this Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee or agent of another corporation,

partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by him in connection with the defense or settlement of the actions or suit if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of this Corporation. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to this Corporation or for amounts paid in settlement to this Corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

Section 3. To the extent that a director, officer, employee or agent of this Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in sections 1 and 2, or in defense of any claim, issue or matter therein, he must be indemnified by this Corporation against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense.

Section 4. Any indemnification under sections 1 and 2, unless ordered by a court or advanced pursuant to section 5 below, must be made by this Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances. The determination must be made: ^(a) By the Board of Directors by majority vote of a quorum consisting of Directors who were not parties to the act, suit or proceeding; ^(b) If a majority vote of a quorum consisting of Directors who were not parties to the act, suit or proceeding so orders, by independent legal counsel in a written opinion; or ^(c) If a quorum consisting of Directors who were not parties to the act, suit or proceeding cannot be obtained, by independent legal counsel in a written opinion.

Section 5. The expenses of officers and Directors incurred in defending a civil or criminal action, suit or proceeding shall be paid by this Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by this Corporation. The provisions of this subsection do not affect any rights to advancement of expenses to which corporate personnel other than Directors or officers may be entitled under any contract or otherwise by law

Section 6. The indemnification and advancement of expenses authorized in or ordered by a court pursuant to this Article VI: ^(a) Does not exclude any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation or any Bylaw, agreement, vote or disinterested Directors or otherwise, for either an action in his official capacity or an action in another capacity while holding his office, except that indemnification, unless ordered by a court pursuant to Section 2 above or for the advancement of expenses made pursuant to section 5 above, may not be made to or on behalf of any Director or officer if a final adjudication establishes that his acts or omissions involved intentional misconduct, fraud or a knowing violation of the law and was material to the cause of action. ^(b) Continues for a person who has ceased to be a Director, officer, employee or agent and inures to the benefit of the heirs, executors and administrators of such a person.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, the Secretary of Silver State Barrel & Pole Association, a Nevada nonprofit corporation, organized and existing under the laws of the State of Nevada, does hereby certify that the foregoing Bylaws, consisting of seven articles, were duly adopted as the Bylaws of said corporation by appropriate resolution of the Directors on the 6th day of October, 2009.

Secretary