

BYLAWS

THE ALL-AMERICAN BOYS CHORUS

ARTICLE 1

Offices

Section 1.1 Principal Executive Office. The board of directors shall designate the location of the corporation's principal executive office. Branch or subordinate offices may be established at any time and at any place by the board of directors.

ARTICLE 2

Members

Section 2.1 Members. This corporation shall have no members. All rights which would otherwise vest in members shall vest in the directors.

ARTICLE 3

Directors

Section 3.1 Powers. Subject to the California Nonprofit Public Benefit Corporation Law, and any limitations in the articles of incorporation and these bylaws, the affairs of this corporation shall be managed and all corporate power shall be exercised by or under the direction of the board of directors.

Without prejudice to these general powers, and subject to the same limitations, the board of directors shall have the power to:

A. Select and remove all officers, agents and employees of the corporation, prescribe powers and duties for them that are consistent with the law, with the articles of incorporation and with these bylaws; fix their compensation; and require from them security for faithful service;

B. Adopt, make and use a corporate seal;

C. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities;

D. Qualify to conduct its activities in any other state, territory, dependency or foreign country;

E. Make gifts, contributions, grants and other donations for the charitable purposes of this corporation, consistent with the articles of incorporation;

F. Act as trustee under any trust incidental to the principal objects of the corporation, and receive, hold, administer, exchange and expend funds and properties subject to such trust;

G. Vote any investment at any time comprising any part of the assets of this corporation in any manner and to the same extent as if said board of directors owned the same, including but not limited to the power to vote upon any question of corporate reorganization, election of officers and any other matter. Such vote shall be cast by any of the directors specifically designated by the board of directors for this purpose, or by any person authorized by the board of directors to act as proxy;

H. Exercise any conversion privilege or subscription right incident to the ownership of any investment constituting a part of the assets of this corporation; and to accept and hold as a part of the assets of this corporation the investments resulting therefrom;

I. Hold and retain any property coming into the ownership of this corporation in the form in which received;

J. Compromise, compound and adjust claims arising out of any property held by this corporation and any other claims in favor of or against this corporation upon such terms and conditions as they may deem most advantageous and, in the exercise of the foregoing, to execute any and all releases, receipts or instruments necessary or advisable and to employ competent legal counsel in connection therewith;

K. Sell any property, real, personal or mixed, owned by this corporation at any time upon such terms as the board of directors may deem advisable, at public or private sale for cash or upon credit;

L. Retain sums received by this corporation uninvested, provided the same are deemed insufficient for advantageous investment or advisable for the protection of the assets of this corporation;

M. Invest funds received by this corporation in such stocks, bonds, mortgages, loans, whether secured or unsecured, or other investment as the Board of Directors deems advisable consistent with the standards imposed by the California Nonprofit Public Benefit Corporation Law;

N. Lend money to individuals, partnerships or corporations upon such terms and conditions or repayment as the board of directors, in its unconditional discretion, may determine, with or without security, provided that no such loan shall be made to any officer or member of the board of directors or any member of his or her immediate family without security at least equivalent in market value at the time of making of the loan to the amount thereof or at interest rates below the then current commercial rates unless the conditions in Section 4.8 of these bylaws are met;

O. Borrow money if deemed advisable for carrying out the purposes of this corporation upon the most advantageous terms available and to pledge assets of this corporation as collateral to secure the repayment thereof;

P. Purchase investments at a premium and charge the premium against income or principal as they may determine; to purchase investments at a discount and credit to principal the entire proceeds realized upon any sale or redemption thereof, provided that the scheduled increment in the value of bonds issued on a discount basis and subject to definite appreciation on a fixed schedule shall constitute income; to apply to principal in whole or in part as they may determine any extraordinary dividends regardless of the form in which paid and rights to subscribed stock; to apportion and allocate between principal and income as they shall determine all expenses in connection with the maintenance and conservation of the corporation's assets or the conduct of its affairs; and

Q. Appoint agents and custodians to act on behalf of this corporation, and to carry the property of this corporation in the name of any such agent or custodian with or without disclosing any fiduciary capacity.

Section 3.2 Number of Directors. The number of directors shall be between seven (7) and twenty-one (21), as fixed by a resolution. This can be changed by an amendment to the articles of incorporation or any amendment to this bylaw adopted by the board of directors.

Section 3.3 Election and Term of Directors. Directors shall be elected at each annual meeting of the board of directors, by plurality vote of the directors in office immediately prior to the annual meeting, to hold office for a three (3) year term. Election of directors by written consent without a meeting requires the unanimous written consent of all the directors then in office. Directors may be elected between annual meetings. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected.

Section 3.4 Vacancies. A vacancy on the board of directors shall be deemed to exist (a) if a director dies, resigns or is removed as provided in Sections 5221 or 5223 of the California Nonprofit Public Benefit Corporation Code; (b) if the board of directors declares vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by final order or judgment of any court to

have breached any duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation law, or (c) if the authorized number of directors has increased. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office. Vacancies may be filled by a majority of the remaining directors, whether or not they constitute a quorum, or by a sole remaining director. The term of office of a director elected to fill a vacancy shall run until the next annual director's meeting, and the director shall hold office until a successor is elected and qualified.

Section 3.5 Resignation. Any director may resign upon giving written notice to the president, secretary, or the board of directors, unless the notice specifies a later effective date. If the resignation is effective at a future time, the board of directors may elect a successor to take office when the resignation is effective. Except upon notice to the Attorney General, no director may resign where the corporation would then be left without a duly elected director or directors in charge of its affairs.

Section 3.6 Place of Meetings. Meetings of the board of directors may be held at any place within the State of California as designated from time to time by the board. In the absence of a designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the board may be held at any place within or outside the State of California designated in the notice of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, provided that all directors participating can hear one another.

Section 3.7 Annual Meetings. The board shall hold an annual meeting for the purpose of organization, selection of directors and officers, and the transaction of other business. Annual meetings of the board shall be held without call during the second week of January at the time and place set in the notice of the meeting.

Section 3.8 Regular Meetings. Regular meetings of the board shall be held without call at times and places determined by the board of directors.

Section 3.9 Special Meetings. Special meetings of the board may be called at any time by the president or the secretary or any two directors.

Section 3.10 Notice. All meetings of the board shall be held upon four (4) days notice by first class mail or 48 hours notice delivered personally or by telephone or telegraph. A notice or waiver of notice need not specify the purpose of any regular or special meeting of the board. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Notice shall be addressed or delivered to each director at the director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 3.11 Quorum. A majority of the number of directors authorized in the bylaws constitutes a quorum of the board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 3.12 Adjournment. Whether or not a quorum is present, a majority of the directors present may adjourn any meeting to another time and place. Notice of the time and place resuming an adjourned meeting may not be given if the adjournment is for 24 hours or less. If the adjournment is for more than 24 hours, notice of the new time and place shall be given, before the time set for resuming the meeting, to any directors who are not present at the time of adjournment, but need not be given to the directors who were present at the time of adjournment.

Section 3.13 Action Without a Meeting by Written Consent. Any action required or permitted to be taken by the board of directors may be taken without a meeting if all members of the board shall individually or collectively consent in writing to such action. Written consent or consents shall be filed with the proceedings of the board. For the purposes of this section only, "all members of the board" shall not include any interested director as defined in Section 5227 of the California Nonprofit Public Benefit Corporation Law.

Section 3.14 Interested Persons. Not more than 49% of the persons serving on the board of directors may be either (a) currently compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as a director; or (b) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

ARTICLE 4

Officers

Section 4.1 Election. The corporation shall have a president who shall be chief executive officer, a secretary and a chief financial officer. There may also be other officers as designated by the board. Any number of offices may be held by the same person except that neither the secretary nor chief financial officer may serve concurrently as president or chairman of the board. The officers of the corporation shall be elected annually by the board of directors. All officers shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

Section 4.2 Chairman. The board shall elect a chairman at each annual meeting to serve until the next annual meeting. The Chairman shall preside at meetings of the board of directors.

Section 4.3 President. The president shall serve as general manager and chief executive officer of the corporation and shall have general supervision, direction and control over the corporation's business and its officers with all the general powers and duties of management usually vested in a corporation's chief executive officer. The board of directors may assign specific powers and duties to the president. The president shall preside at board meetings if there is no chairman of the board or if the chairman is absent. The president shall exercise and perform such other powers and duties as prescribed by the board of directors.

Section 4.4 Secretary. The secretary shall be present at and take the minutes of all meetings of the board of directors. If the secretary is unable to be present, the secretary or the presiding officer of the meeting shall designate another person to take the minutes of the meeting. The secretary shall keep or cause to be kept at the principal executive office a book of minutes of all meetings and actions of the board of directors and committees of the board. The minutes of each meeting shall state the following: the time and place of the meeting, whether it was regular or special; if special, how it was called or authorized; the notice given or waivers or consents obtained; the names of directors present; and an accurate account of the proceedings.

The secretary shall give notice or cause notice to be given of all board meetings for which notice is required by the statute or by the bylaws. The secretary shall maintain records of the mailing or other delivery of notices and documents to the directors as prescribed by the bylaws or board of directors. The secretary shall keep the seal of the corporation in safe custody. The secretary shall have such other powers and perform such other duties as prescribed by the board of directors.

Section 4.5 Chief Financial Officer. The chief financial officer shall keep or cause to be kept adequate and correct books and records of accounts of the properties and

transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, contributions, grants and investments. The books of account shall at all reasonable times be open to inspection by any director.

The chief financial officer shall (a) deposit funds and other valuables in the corporation's name and to its credit with depositories designated by the board, (b) disburse funds as authorized by the board, (c) whenever requested by the board or the president, render a statement of the corporation's financial condition and an account of all transactions conducted as chief financial officer, and (d) exercise such other powers and perform such other duties as prescribed by the bylaws or by the board of directors. The chief financial officer shall be deemed the treasurer for any purpose requiring action by the corporation's treasurer.

Section 4.6 Subordinate Officers. The board of directors may appoint and may empower the president to appoint subordinate officers as required by the corporation's affairs, whose duties shall be determined from time to time by the board of directors or the president.

Section 4.7 Removal and Resignation of Officers. Any officer may be removed by the board at any time with or without cause or notice. Subordinate officers appointed by persons other than the board may be removed at any time with or without cause or notice by the board or by the person by whom they were appointed. A removed officer shall have no claim against the corporation or individual officers or board members arising from such renewal (other than any rights under an employment contract).

Any officer may resign at any time by giving the corporation written notice. Unless otherwise specified in the notice, resignation shall take effect on the date the notice is received and acceptance of the resignation is not necessary to make it effective. An officer's resignation or its acceptance by the corporation shall not prejudice any rights the corporation may have to monetary damages under an employment contract.

Section 4.8 Vacancies. Vacancies resulting from an officer's death, resignation, removal, disqualification or any other cause shall be filled by the board or by the person, if any, authorized by the bylaws or the board to make an appointment to that office.

Section 4.9 Salaries. Salaries of officers employed by the corporation shall be fixed from time to time by the board of directors or established under employment agreements approved by the board of directors. No officer shall be prevented from receiving this salary because he or she is also a director of the corporation.

Section 4.10 Loans to Officers. This corporation shall not make any loan of money or property to or guaranty the obligation of any director or officer, unless approved by the Attorney General of the State of California; provided, however, that this corporation may advance money to a director or officer for expenses reasonably anticipated to be incurred

in the performance of the duties of such officer or director, provided that in the absence of such advance, such officer or director would be entitled to be reimbursed for such expenses by the corporation. This provision shall not prevent the payment of premiums in whole or in part by the corporation on a life insurance policy on the life of a director or officer so long as repayment to the corporation in the amount paid by it is secured by the proceeds of the policy and its cash surrender value. This provision shall not prevent a loan of money to or for the benefit of an officer in circumstances where the loan is necessary, in the judgment of the board, to provide financing for the purchase of the principal residence of the officer in order to secure the services or continued services of the officer and the loan is secured by real property located in California.

ARTICLE 5

Indemnification

Section 5.1 Agent. For the purposes of this section, "agent" means (i) any present or former director, officer, employee or other agent of the corporation; (ii) any person serving, or who formerly served, at the request of the corporation, as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise ("Enterprise"); or (iii) any person who was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or such other Enterprise. For the purposes of this section, "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under these bylaws, any contract, or applicable law.

Section 5.2 Proceedings. This corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of criminal proceedings, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 5.3 Proceedings in the Corporation's Right. This corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interest of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 5.3:

1. In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

2. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

3. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

Section 5.4 Success. To the extent that an agent of the corporation has been successful on the merits in defense of any proceedings referred to in Sections 5.2 or 5.3 or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5.5 Authorization. Except as provided in Section 5.4, any indemnification under this section shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 5.2 or 5.3, by:

1. A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

2. The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the

agent, attorney or other person is opposed by the corporation.

Section 5.6 Advances. Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this section.

Section 5.7 Consistency. No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the articles, bylaws, a resolution of directors, an agreement or otherwise, shall be valid unless consistent with these bylaws. Nothing contained in this section shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 5.8 Limitation. No indemnification or advance shall be made under this section, except as provided in Section 5.4 or paragraph 2 of Section 5.5, in any circumstance where it appears:

1. That it would be inconsistent with a provision of the articles, bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

2. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 5.9 Insurance. This corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this section; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 5.10 Benefit Plans. This article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 5.1. This corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

ARTICLE 6

Restrictions

Section 6.1 Articles. This corporation shall not engage in any activity which may violate the provisions of Article IV of its articles of incorporation.

Section 6.2 Prohibited Transactions. This corporation shall not engage in any transaction by virtue of which it:

1. Lends any part of its income or corpus, without the receipt of adequate security and a reasonable rate of interest, to;
2. Pays any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to;
3. Makes any part of its services available on a preferential basis to;
4. Makes any substantial purchase of securities or any other property, for more than adequate consideration in money or money's worth, from;
5. Sells any substantial part of its securities or other property, for less than an adequate consideration in money or money's worth, to; or
6. Engages in any other transaction which results in a substantial diversion of its income or corpus to the creator of this corporation, as that term is used in the United States Internal Revenue Code; any director of this corporation; any person who has made a substantial contribution to this corporation; a member of the family (as defined in Section 267(c)(4) of the Internal Revenue Code of 1986) of any such contributor or a corporation controlled by or controlling such creator or person through the ownership directly or indirectly of fifty percent (50%) or more of the total combined voting power of all classes of stock entitled to vote or fifty percent (50%) or more of the total value of shares of all classes of stock of the corporation; or to any director, officer or stockholder of any such corporation.

Section 6.3 Distributions. In distributing the property or income of this corporation to any corporation, trust, community chest, fund or foundation described in the articles of incorporation of this corporation, the board of directors shall, in all cases of doubt concerning the exempt status of any such corporation, trust, community chest, fund or foundation, require the distributee to furnish a current ruling from the United States Treasury Department that it is so exempt.

ARTICLE 7

Miscellaneous

Section 7.1 Maintenance of Bylaws. The corporation shall keep in its principal executive office the original or a copy of the bylaws as amended to date.

Section 7.2 Minutes and Accounting Records. The minutes of proceedings of the board of directors and committees of the board and accounting books and records shall be kept at the executive office of the corporation or at such other place as designated by the board of directors. The minutes shall be kept in written form, and the accounting books and records shall be kept in either written form or in a form capable of being converted into a written form.

Section 7.3 Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and physical properties of the corporation. The inspection may be made by the director in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 7.4 Authorized Signatories for Checks. All checks, drafts or other orders for payment of money, notes and other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed in the manner and by the persons authorized by the board of directors.

Section 7.5 Executing Contracts and Instruments. The board of directors may authorize any of its officers or agents to enter into any contract or execute any instrument in the name of and on behalf of the corporation. The authority may be general or it may be confined to one or more specific matters. No officer, agent, employee or other person purporting to act on behalf of the corporation shall have any power or authority to bind the corporation in any way, pledge its credit or render it liable for any purpose in any amount, unless that person was acting with authority duly granted by the board of directors or unless an unauthorized act was later ratified by the board of directors.

Section 7.6 Shares of Other Corporations. Shares of other corporations standing in the name of this corporation shall be voted by the president or a person designated by the president. If neither of them is able to act, the shares may be voted by a person designated by the board of directors. The authority to vote shares includes the authority to execute a proxy in the corporation's name for the purposes of voting the shares.

Section 7.7 Amendment of Bylaws. Except as otherwise required by law or by the articles of incorporation, these bylaws may be amended or repealed and new bylaws may be adopted by the board of directors.

Section 7.8 **Amendment of Articles of Incorporation.** Except as otherwise required by law, the articles of incorporation may be amended by the board of directors.

CERTIFICATE OF SECRETARY

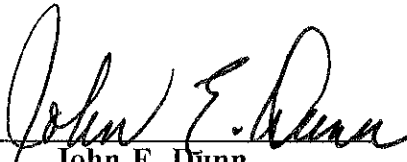
I, the undersigned, do hereby certify:

1. I am the duly elected and acting secretary of **The All-American Boys Chorus**, a California nonprofit public benefit corporation;

2. That the foregoing bylaws, comprising thirteen (13) pages, constitute the bylaws of the corporation as duly amended by resolution of the board of directors of the corporation duly passed on April 12, 1997.

In witness whereof, I have hereto inscribed my name and affixed the seal of the corporation this day.

Dated: April 12, 1997



John E. Dunn

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