

**BYLAWS
OF
TECHLAHOMA FOUNDATION
an Oklahoma nonprofit corporation**

THESE BYLAWS OF THE CORPORATION (the “Bylaws”) are entered into on this 14 day of November, 2017, by and among the signatories hereto.

Explanatory Statement

The parties have agreed to organize and operate a nonprofit corporation under Oklahoma law and in accordance with the terms and subject to the conditions set forth in these Bylaws. The parties have agreed that the Corporation shall only operate in accordance with the mission and tax exempt purpose set forth in these Bylaws.

NOW THEREFORE, the parties have entered into the following Bylaws as follows:

ARTICLE ONE

Formation; Name; Office; Term

1.1 *Organization.* The parties shall organize an Oklahoma nonprofit Corporation pursuant to Okla. Stat. Title 18, Section 1080 and the provisions of these Bylaws and, for that purpose, have caused the Certificate of Incorporation to be prepared executed, and filed with the Secretary on April 15, 2014.

1.2 *Corporation Name.* The name of the Corporation shall be “**TECHLAHOMA FOUNDATION**” (the “Corporation”). The Corporation may do business under that name and under any other name or names which the Board of Directors selects. If the Corporation does business under a name other than that set forth in its Articles of Incorporation, then the Corporation shall file any trade name certificates required by law.

1.3 *Term.* The term of existence of the Corporation shall begin upon the filing of the Certificate of Incorporation with the Secretary of State and shall be perpetual, unless terminated pursuant to these Bylaws or Oklahoma law.

1.4 *Principal Office.* The principal office of the Corporation shall be located within or without the State of Oklahoma, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate.

1.5 *Registered Agent.* The name and address of the Corporation’s resident agent in the State of Oklahoma shall be United States Corporation Agents, Inc., 6440 Avondale Drive, Suite 200, Oklahoma City, Oklahoma 73116. The Corporation shall continuously maintain within the State of Oklahoma a registered agent and office as may be designated by the Board of Directors.

ARTICLE TWO

Nature; Mission; Purpose

2.1 *General Nature of Corporation.* The general nature of this Corporation is not for profit, and as such the Corporation shall not afford pecuniary gain, incidentally or otherwise, to its Members or Directors.

2.2 *Corporate Mission.* **Advance the grassroots technology of Oklahoma**

2.3 *Tax Exempt Purpose.* In conjunction with the not for profit nature set forth in these Bylaws, the purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the general corporation law of Oklahoma. This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2.4 *Limit of Activities.* Notwithstanding any other provision of these Bylaws, this Corporation shall not carry on any other 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 the corresponding section of any future federal tax code; or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE THREE

Members

3.1 *Classes of Membership.* The Board of Directors may cause the Corporation to have one class of Members. No more than one membership may be held by any one person. The rights and privileges of all Members shall be equal. Each member shall be entitled to one vote.

3.2 *Qualifications of Members.* Any individual person that pays the dues as provided below and that agrees to be bound by the Certificate of Incorporation of this Corporation, by these Bylaws, and by such Membership Qualifications as the Directors may from time to time adopt, is eligible for membership in this Corporation. The Membership Qualifications as set forth in Exhibit A attached hereto shall be maintained by the Secretary of the Corporation and may be revised from time to time as directed by the Board of Directors.

3.3 *Admission to Membership.* The Directors shall from time to time prescribe the form and manner in which application may be made for membership. A membership roll shall be maintained and kept up to date by the Secretary of the Corporation.

3.4 *Property Rights.* No Member shall have any right, title, or interest in any of the assets, including any earnings or investment income of this Corporation, nor shall any of such assets be distributed to any Member on the Corporation's dissolution.

3.5 *Liability of Members.* No Member of this Corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

3.6 *Transfer, Termination, and Reinstatement.* Membership in this Corporation is nontransferable. Membership shall terminate on the resignation or removal as set forth below, or death of a Member, or on a Member's failure to pay the dues required in these Bylaws, or on a Member's failure to meet the Membership Qualifications set forth on Exhibit A. A Member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

3.7 *Resignation or Removal of Member.* Notwithstanding the foregoing, any Member may resign at any time by mailing or delivering written notice to the Secretary of the Corporation (any resignation to take effect as specified therein or, if not specified, upon receipt by the Secretary), and any Member may be removed at any time, with or without cause, by majority vote of the Board of Directors.

ARTICLE FOUR

Membership Fees and Dues

4.1 *Initiation Fee and Annual Dues.* The Board of Directors may determine from time to time the amount of initiation fee, if any, and the amount of annual dues payable to the Corporation by Members.

4.2 *Payment of Fees and Dues.* Dues shall be payable in advance on the first day of the second month in each fiscal year. Dues of new Members shall be prorated from the first day of the month in which such new Member is admitted to membership for the remainder of the fiscal year of the Corporation, and shall be payable, together with any initiation fee at the time the new Member is elected to membership.

4.3 *Default and Termination of Membership.* When any Member shall be in default in the payment of fees or dues for a period of three months from the beginning of the fiscal year or period in which such dues become payable, that person's membership may be terminated by the Board of Directors.

ARTICLE FIVE

Meetings of Members

5.1 *Annual Meeting.* The Board of Directors may call for an annual meeting of Members to be held during the fourth quarter of every year, beginning with the year 2017 at such place as the Board of Directors may designate by resolution. Appropriate for consideration at such meetings may be the nomination of potential Directors, and such other corporate business as may come before the meeting as determined by the Directors. If the day fixed for the annual meeting shall be a legal holiday in the State of Oklahoma, then such meeting shall be held on the next succeeding business day. If the nomination of potential Directors shall not be held on the day designated for an annual meeting, or at any adjournment of such a meeting, the nominations shall occur at such time and method as directed by the Board of Directors, including a special meeting of Members conducted as soon as may be convenient.

5.2 *Special Meetings.* Special meetings of Members may be called by the President, the Board of Directors, or not less than 60% of such Members as may be qualified to vote.

5.3 *Place of Meeting.* The Board of Directors may designate any place, either within or without Oklahoma, as the place of meeting for any annual or special meeting of Members. However, if all members shall meet at any time and place, either within or without Oklahoma, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any member action may be taken.

5.4 *Notice of Meetings.* Written or electronic notice stating the place, day and hour of any meeting of members shall be delivered personally or by mail or electronic mail, to each member entitled to vote at such meeting, not less than thirty (30) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President or such officers or persons as are calling the meeting. In the case of special meetings, or when required by these Bylaws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the records of the Corporation at the time of mailing. If sent by electronic mail, a notice of meeting shall be deemed delivered when sent to the member at the member's electronic mail address as it appears on the records of the Corporation at the time of mailing.

5.5 *Written Action by Members.* Any action required or permitted to be taken at any meeting of Members, may be taken without such meeting if a consent in writing, setting forth the action to be taken, shall be signed by all Members entitled to vote with respect to such action. A telegram, telex, cablegram, or similar transmission by a member, or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by a member shall be regarded as signed by the Member for purposes of this rule.

5.6 *Quorum.* Members holding 60% of the total votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Members, a majority of those present may adjourn the meeting from time to time without further notice.

5.7 *Proxies.* At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. No proxy shall be valid after 11 months from its date of execution unless otherwise provided in the proxy.

5.8 *Voting Online.* Where Directors are to be nominated, such nomination may be conducted by electronic messages or online polling in such manner as the Board of Directors shall determine.

5.9 *Voting Rights.* Each member shall be entitled to one vote.

ARTICLE SIX

Directors

6.1 *Number.* The authorized number of Directors of this Corporation shall be eleven (11) Directors. The number of Directors may be increased or decreased from time to time by amendment to the Bylaws, but no decrease shall have the effect of shortening the Term of any incumbent Director.

6.2 *Qualifications of Directors.* Directors must be Members of the Corporation and must meet the Director Qualifications. The Director Qualifications as set forth in Exhibit B attached hereto shall be maintained by the Secretary of the Corporation and may be revised from time to time as directed by the Board of Directors.

6.3 *Election of Directors.* As described in Article Eight, the Board of Directors may determine to delegate in whole or in part, the authority to determine the method, policy and procedure for the election of the members of the Board of Directors to an election committee consisting of not less than two (2) members of the Board (who shall be elected by majority vote of the Board). Notwithstanding the foregoing, the method for electing of the Board of Directors must include, at a minimum:

- (a) an election occurring at least every year;
- (b) a vote by the Board of Directors; and
- (c) nominees meeting Director Qualifications set forth in Exhibit B.

6.4 *Term of Office.* The Directors named in the Certificate of Incorporation as the first Board of Directors shall hold office until December 31, 2019, when an election of Directors shall be held. Subsequently, the term of office of each Director shall be two (2) years (the "Term"). There shall be no maximum number of Terms for any Director. Notwithstanding the foregoing, no Director shall serve more than three (3) consecutive Terms.

6.5 *Director Powers.* Except as otherwise provided in the Certificate of Incorporation, or Bylaws, the powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers, committees and agents as the Board may designate from time to time.

6.6 *Management of Income Property.* As described in Article Eight, the Board of Directors may determine, by resolution from time to time duly adopted, to delegate in whole or in part, the management, investment, and disposition of the property of the Corporation for the purpose of earning an income from that property, as distinguished from the matter of applying property and funds to charitable purposes, to a finance committee consisting of not less than two (2) Directors (who shall be elected by majority vote of the Board), or to one or more trust companies or banks duly authorized to conduct a trust or banking business under the laws of the State of Oklahoma.

6.7 *Replacement of Directors.* Whenever a vacancy exists on the Board of Directors, whether by death, resignations, or otherwise, the vacancy shall be filled by appointment of a new Director by the President of the Corporation, and if that power is not exercised within thirty (30) days after the President receives notice of the vacancy, by appointment by a majority of the remaining Directors at a regular or special meeting of the board. Any person appointed or elected to fill the vacancy of a Director shall have the remaining Term as were required of the Director whose office was vacated.

6.8 *Removal of Directors.* Any Director may be removed, with or without cause, by the majority vote of the Board of Directors at a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled as stated in Section 6.7 above.

6.9 *Compensation of Directors.* No member of the Board of Directors shall receive any compensation from the Corporation.

6.10 *Liability of Directors.* The Directors of this Corporation shall not be personally liable for its debts, liabilities, or other obligations.

ARTICLE SEVEN

Meetings of the Board of Directors

7.1 *Meetings.* Meetings of the Board of Directors, regular or special, may be held either within or without the State of Oklahoma at such times as may be fixed by the Board. No notice need be given of regular meetings of the Board of Directors. Neither the business to be transacted at, nor the purpose of any meeting of the Board need be specified in the notice or waiver of notice of such meeting. Attendance of a Director at a 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 on the ground that the meeting is not lawfully called or convened. The order of business of all meetings of the Board of Directors shall be as follows:

- (a) Roll call and certifying proxies;
- (b) Proof of notice of meeting or waiver of notice;
- (c) Reading and disposal of unapproved minutes;
- (d) Reports of officers;
- (e) Reports of Board of Directors;
- (f) Reports of committees;
- (g) Unfinished business (including elections, if applicable);
- (h) New business; and
- (i) Adjournment.

7.2 *Special Meetings.* Special meetings of the Board may be called by the President, not less than 60% of Members as may be qualified to vote, or not less than 60% of the Board of Directors. In such event, thirty (30) days' written notice to each Director shall be deemed sufficient. In lieu of notice of special meetings of the Board, 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 the equivalent to the giving of such notice.

7.3 *Written Action by Directors.* Any action required or permitted to be taken at any meeting of Directors, may be taken without such meeting if a consent in writing, setting forth the action to be taken, shall be signed by all Directors entitled to vote with respect to such action. A telegram, telex, cablegram, or similar transmission by a member, or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by a Director shall be regarded as signed by the Director for purposes of this rule.

7.4 *Quorum.* Unless a greater proportion is required by law or these Bylaws, Directors holding 60% of the total votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Directors, a majority of those present may adjourn the meeting from time to time without further notice. Unless otherwise provided by law or these Bylaws, the act of 60% or more 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.

7.5 *Proxies.* At any meeting of Directors, a Director entitled to vote may vote by proxy executed in writing by the Director or by the Director's duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from its date of execution unless otherwise provided in the proxy.

7.6 *Voting Rights.* Each Director shall be entitled to one vote.

ARTICLE EIGHT

Officers

8.1 *Designation of Officers.* The officers of the Corporation shall be a President, one or more Vice Presidents (as shall be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. Notwithstanding the foregoing, a committee duly designated by the Board as described in Article Nine may perform the functions of any officer and the functions of any two or more officers may be performed by a single committee.

8.2 *Qualifications of Officers.* Officers must be Members of the Corporation and must meet the Officer Qualifications. The Officer Qualifications as set forth in Exhibit C attached hereto shall be maintained by the Secretary of the Corporation and may be revised from time to time as directed by the Board of Directors.

8.2 *Election and Term of Office.* The officers of this Corporation shall be elected annually by the Board of Directors at a regular meeting of the Board of Directors. New officers may be created and filled at any meetings of the Board. Each officer shall hold office until a successor shall have been duly elected and shall have been qualified. Any officer elected or appointed by the Board may be removed by the Board for any reason with or without cause. 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 shall not of itself create contract rights.

8.3 *Vacancies.* Any vacancy in any office, whether due to death, resignation, removal, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

8.4 *Powers and Duties of Officers.*

8.4.1 *President.* The President shall be the chief executive officer of the Corporation, and shall exercise general supervision and control over all activities of the Corporation. The President:

- (a) shall preside at all meetings of Members and Directors;
- (b) may sign, with the Secretary or other officer duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board of Directors, except in cases where the signing and execution of such instruments has been expressly delegated by the Board of Directors by these Bylaws, or to some other officer or agent of the Corporation by law; and
- (c) shall perform all other duties generally incident to the office of President and such other duties as may be prescribed by the Board of Directors.

8.4.2 *Vice-President*. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform 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 perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.

8.4.3 *Treasurer*. If so required by the Board of Directors, the Treasurer shall:

- (a) give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors may deem appropriate;
- (b) have charge and custody of, and be responsible for, all funds and securities of the Corporation;
- (c) receive and give receipts for moneys due and payable to the Corporation from any source and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and
- (d) perform all duties generally incidental to the office of treasurer and such other duties as may from time to time be assigned to the treasurer by the president or by the Board of Directors.

8.4.4 *Secretary*. The Secretary shall:

- (a) keep the minutes of meetings of members and of the Board of Directors, in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with these Bylaws or as required by law;
- (c) be custodian of the corporate records and of the seal of the Corporation;
- (d) keep a membership book containing the names and addresses of all members and Directors of the Corporation, and with respect to any membership that has been terminated, records that fact together with the date of termination; and
- (e) exhibit to any trustee of the Corporation, or to a trustee's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these Bylaws, the Certificate of Incorporation, the membership book, the minutes of any meeting, and the other records of the Corporation.

8.5 *Agents and Employees*. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not of itself create contract rights.

8.6 *Compensation of Officers, Agents and Employees.* The Corporation may pay compensation in reasonable amounts to officers for services rendered to the Corporation, such amounts to be fixed by a majority of the Board of Directors, or, if the Board delegates power to any officer or committee, then by such officer or committee. The Board may require officers, agents or employees to give security for the faithful performance of their duties. The election or appointment of an officer or agent shall not of itself create contract rights.

ARTICLE NINE

Committees

9.1 *Executive Committees.* By majority vote of the Board of Directors, the Board of Directors may establish one or more committees, each of which shall consist of two (2) or more Directors, which committees, to the extent provided by such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that the designation of and delegation of authority to such committees shall not relieve the Board of Directors, or any individual Director by these Bylaws, or by law.

9.2 *Election Committee.* The matter of developing and executing the manner and method of collecting nominations and conducting the election of the Board of Directors pursuant to Section 6.3 may be vested in an Election Committee. An Election Committee shall consist of at least two (2) Directors, who shall be elected by majority vote of the Board of Directors.

9.3 *Finance Committee.* The matter of controlling, managing, investing, and disposing of the property of this Corporation for the purpose of earning an income as distinguished from applying property and funds to charitable purposes, shall be exclusively vested in a finance committee which shall consist of at least two (2) Directors, who shall be elected by majority vote of the Board of Directors.

9.4 *Other Committees.* Other committees not having and exercising the managerial authority of the Board of Directors, may be established by majority vote of the Board of Directors. Members of committees shall be Members of the Corporation and shall be appointed by the President. Any Member may be removed by the President, whenever in the judgment of the President the interests of the Corporation would be best served by such removal.

9.5 *Terms of Office.* Each member of a committee shall continue as such until a successor is appointed, unless such committee shall be sooner abolished, or unless such member resigns, be removed or cease to qualify as a member of the committee.

9.6 *Chairperson.* One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members of the committee.

9.7 *Vacancies.* Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of the predecessor member.

9.8 *Quorum.* Unless otherwise provided in the committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

9.9 *Rules.* Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however that such rules and regulations shall be consistent with these Bylaws, and provided further that regular minutes of all proceedings shall be kept.

ARTICLE TEN

Contracts; Gifts; Deposits; Funds

10.1 *Contracts.* The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

10.2 *Gifts and Contributions.* The Board of Directors or an executive committee may:

(a) accept on behalf of the Corporation any contribution, gift, bequest, or devise of any type of property (a "Donation"), for the general and special charitable purposes of the Corporation, on such terms as the Board or committee shall approve;

(b) hold such funds or property in the name of the Corporation or of such nominee or nominees as the Board or committee may appoint;

(c) collect and receive the income from such funds or property;

(d) devote the principal or income from such donations to such benevolent and charitable purposes as the Board or committee may determine;

(e) enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and, after approval of such agreement by the Board or committee, devote the principal or income from that donation according to this agreement; and

(f) develop policies and procedures pursuant to these Bylaws to ensure proper handling and reporting of gifts and contributions.

10.3 *Deposits.* All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

10.4 *Checks, Drafts, Orders for Payment.* All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as the Board of Directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the treasurer, and countersigned by the president or a vice president of the Corporation.

ARTICLE ELEVEN

Prohibition Against Sharing in Corporate Earnings

11.1 *Sharing Earnings Prohibited.* No Member, Director, officer, employee, or member of any committee or person otherwise connected with the Corporation or any other private individual or Corporation shall receive at any time any of the assets, income, or profit of the Corporation; provided, however, that this shall not prevent the payment to any person of such reasonable compensation for unusual or special services rendered to or for the Corporation.

11.2 *Loans.* No loans shall be made by the Corporation to its Directors, Members or officers. Parties who vote for or assent to the making of a loan to a Director, Member or officer, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

ARTICLE TWELVE

Indemnification

12.1 *Indemnification.* The Corporation may indemnify any person made or threatened to be made a party to an action or proceeding because the person was a Director or officer of the Corporation, and any Director or officer of the Corporation who served any other company in any capacity at the request of the Corporation, in the manner and to the maximum extent permitted by Okla. Stat. Title 18 Section 1031 as now existing and as amended from time to time. In addition, the Corporation may indemnify and advance expenses to such persons to an extent greater than provided by Oklahoma law if authorized by the Board of Directors or an agreement providing for such indemnification.

12.2 *Advance Indemnification.* Reasonable expenses incurred by a Director or officer in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding on receipt of an undertaking by or on behalf of such Director or officer to repay such amount unless it is ultimately determined that such person is entitled to be indemnified by the Corporation as authorized by the provisions of this Article. Such expenses incurred by other employees and agents may be so paid on such terms and conditions, if any, as the Board deems appropriate.

12.3 *Nonexclusive Indemnification.* The indemnification and advancement of expenses provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification might be entitled under any bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and will continue as to a person who has ceased to be a Director, officer, employee or agent and inure to the benefit of the heirs, executors and administrators of such person.

12.4 *Insurance.* The Corporation will have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions.

ARTICLE THIRTEEN

Miscellaneous

13.1 *Books and Records.* The Corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its Members, Board of Directors, and committees, and shall keep at the registered or principal office a membership book giving the names and addresses of Members entitled to vote. All books and records of the Corporation may be inspected by any Director or Member, or the agent or attorney of either, or any proper person, at any reasonable time. All books and records shall be made available to relevant governmental agencies or to the public when required by law.

13.2 *Fiscal Year.* The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

13.3 *Waiver of Notice.* Whenever any notice is required to be given under the laws of Oklahoma or under the provisions of the Certificate of Incorporation or the Bylaws of this Corporation, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of such notice.

ARTICLE FOURTEEN

Amendments

14.1 *Power of Members to Amend Bylaws.* These Bylaws may be amended, repealed, or new Bylaws may be adopted by the vote of 75% of the Members entitled to vote.

14.2 *Power of Directors to Amend Bylaws.* These Bylaws may be amended, repealed, or new Bylaws may be adopted, by a majority vote of the Board of Directors.

[Signature Page to Follow]

IN WITNESS WHEREOF, the foregoing Bylaws were adopted by the Board of Directors as of the date set forth hereinabove.

DIRECTORS:

Jesse Harlin, Founder

Vance Lucas, Founder

Amanda Harlin, Founder

ACCEPTED BY THE CORPORATION:

Matthew Reily, Secretary of the Corporation

EXHIBIT A

Membership Qualifications

[Attached]

EXHIBIT B

Director Qualifications

[Attached]

EXHIBIT C

Officer Qualifications

[Attached]