

BYLAWS
OF
ARIZONA HUNTER-JUMPER ASSOCIATION, INC.

I. OFFICES

1.01. Principal Office. The principal office of the corporation in the State of Arizona shall be located at PROTECTED ADDRESS/ON FILE WITH ACC, in the County of Maricopa. The corporation may have such other offices, either within or outside the State of Arizona, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

1.02. Registered Office and Registered Agent. The corporation shall have and continuously maintain in the State of Arizona a registered office, and a registered agent whose office is identical with such registered office, as required by the Arizona Non-Profit Corporation Act. The registered office in the State of Arizona and the address of the registered office may be, but need not be, identical with the principal office; and may be changed from time to time by the Board of Directors.

II. MEMBERS

2.01. The corporation shall have no members or shareholders.

III. BOARD OF DIRECTORS

3.01. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

3.02. Number, Tenure and Qualifications. The Board of Directors of the Corporation shall consist of no less than one (1) director and no more than five (5) directors. The initial Board of Directors shall consist of four (4) directors. The number of directors may be increased or decreased by a majority vote of the full Board of Directors at any annual or special meeting called for that purpose.

3.03. Annual Meetings. A regular annual meeting of the Board of Directors shall be held during the first quarter of the corporation's fiscal year, at a time and place to be determined by the Board, for the purposes of transacting all business as may come before the meeting. The Board of Directors may provide by resolution the time and place, either within or outside the State of Arizona, for the holding of additional regular meetings of the Board without notice other than such resolution.

3.04. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of any two Directors. The person or persons authorized to call special meetings of the

Board may name any place, either within or outside the State of Arizona, as the place for holding any special meeting of the Board called by them.

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

3.06. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.07. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

3.08. Vacancies. Any vacancy occurring in the Board of Directors may be filled by a majority vote of the remaining directors, though less than a quorum, or by the sole remaining director, and any director so elected shall hold office until the next annual meeting of the Board of Directors or until the election and qualification of his successor. In the event of the simultaneous death or resignation of all of the directors or in the event of the death or resignation of the sole remaining director, the Attorney General of the State of Arizona, or his designee, shall appoint one (1) director who shall in turn appoint directors to fill all remaining vacancies.

3.09. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

3.10. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

IV. OFFICERS

4.01. Officers. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to 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 Chairman of the Board shall be President. 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.

4.02. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as it conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

4.03. Removal. Any director may be removed from office, with or without cause, by a majority vote of the full Board of Directors at any annual or special meeting called for that purpose.

4.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. In the event of the simultaneous death or resignation of all of the directors or in the event of the death or resignation of the sole remaining director, the Attorney General of the State of Arizona, or his designee, shall appoint one (1) director who shall in turn appoint directors to fill all remaining vacancies.

4.05. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the officers and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

4.06. Vice President. In the absence of the President or in event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) 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. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

4.07. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities

of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

4.08. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each director which shall be furnished to the Secretary by such director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

V. COMMITTEES

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

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

5.03. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the directors of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

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

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

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

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

VI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

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

6.02. Checks, Drafts, etc. 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 shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

6.03. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

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

VII. BOOKS AND RECORDS

7.01. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the directors entitled to vote. All books and records of the corporation may be inspected by any director or donor, or his agent or attorney, for any proper purpose at any reasonable time.

VIII. FISCAL YEAR

8.01. The fiscal year end of the corporation shall be December 31.

IX. WAIVER OF NOTICE

9.01. Whenever any notice is required to be given under the provisions of the Arizona Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

X. MISCELLANEOUS PROVISIONS

10.01. Interested Directors and Officers.

(A) If all the conditions of paragraph (B) below are satisfied, no contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization ("Other Entity") in which one or more of the corporation's directors or officers are directors or officers or have a financial interest in such Other Entity ("Interested Party"), shall be void or voidable solely for this reason.

(B) Paragraph (A) above will apply only if:

- (1) The contract or transaction is fair to the corporation as of the time it is authorized, approved, or ratified by the Board of Directors or a committee of the Board; and
- (2) The Interested Party abstains from voting on the matter; and
- (3) The Interested Party excuses himself from the meeting room in which the discussion of and voting on the matter will occur.

(C) For purposes of paragraphs (A) and (B) above, an Interested Party may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee for the purpose of authorizing a contract involving an Other Entity.

10.02. Limitation of Director Liability and Indemnification. To the fullest extent permitted by the Arizona Revised Statutes, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its members for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification. The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, 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. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

XI. AMENDMENTS TO BYLAWS

11.01. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal these Bylaws or to adopt new Bylaws at such meeting.

XII. GENDER

12.01. Whenever the context requires, the masculine shall include the feminine and neuter.