

SPORTING CHANCE

ARTICLE I. - PURPOSES

Section 1.01 The purpose for which the Corporation is formed are educational and charitable within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law. To this end, the Corporation will provide opportunities for people with disabilities to enjoy the outdoors through hunting, fishing and recreational activities. The events will educate disabled individuals as to their abilities and provide physical and mental support to disabled individuals, thereby further developing their confidence and abilities. The Corporation will do any act which, in the judgement of the directors, will best promote the purposes of the Corporation, but will not engage in activities which do not further the Corporation's exempt purpose.

ARTICLE II. - OFFICES

Section 2.01. Principal and Business Offices. The Corporation will maintain its principal office within the County of Burleigh, State of North Dakota. The Corporation may have such offices within or without the State of North Dakota as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 2.02. Registered office. The registered office of the Corporation required by the State of North Dakota Statutes, will be identical to the Business office. The address of the registered office may be changed from time to time by the Board of Directors.

Section 2.03. Registered office. The registered agent of the Corporation shall be such person or Corporation as shall, from time to time, be designated by the Board of Directors.

ARTICLE III. - MEMBERS

Section 3.01. Classes of Members. The Corporation shall have three classes of members: individual members, family members and corporate members. Individual members, family members and corporate members shall be entitled to attend meetings and programs of the Corporation and to utilize resources established by the Corporation with permission of 3 officers. Each individual, family and sponsor membership shall be entitled to one vote per membership on matters subject to vote by the membership under these bylaws or applicable law.

Section 3.02. Membership Dues. The Board of Directors may determine from time to time the amount of annual dues, payable to the Corporation by members of each class. Individual (\$15.00), family (\$25.00) and corporate (\$100.00).

Section 3.03. Termination of Membership. The Board of Directors, by affirmative vote of two thirds of all the directors then in office, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for a period in excess of six (6) months.

Section 3.04. Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges accrued and unpaid.

Section 3.05. Reinstatement. Upon written request, signed by a former member and filed with the secretary, the Board of Directors may, by affirmative vote of a majority of the members of Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

ARTICLE IV. - MEETINGS of MEMBERS

Section 4.01. Meeting. Monthly and Special meeting shall be set by the officers and are subject to change.

Section 4.02. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized attorney in fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

Section 4.03. Voting by Mail. Where directors are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE V. - BOARD OF DIRECTORS

Section 5.01. General Power and Number. The business and affairs of the Corporation shall be managed by its Board of Directors. The number of directors of the Corporation shall be no less than **SEVEN** directors and no more than **FIFTEEN** directors. The Secretary of the Corporation shall keep accurate records of the election, removal, resignation or death of directors. Such records shall be sufficient to permit determination of the number of directors holding office at any one time, and the name and addresses of the same.

Section 5.02. Election. The Board of Directors of the Corporation shall recommend candidates for election to fill vacancies on the Board. Candidates approved by the Board of Directors shall then be subject to election by the members at a monthly meeting. A majority of all member's votes cast shall be necessary to elect directors.

Section 5.03. Tenure and Qualifications. Each Director shall hold office for a term of **1** year. A director may be removed from office by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors which a majority of the Board of directors is present. A director may resign at any time by filing his/her written resignation with the Secretary of the Corporation.

Section 5.04. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any **Two** directors. The President or Directors calling the meeting shall fix the time and place of the meeting.

Section 5.05. Notice Waiver. Notice of each meeting of the Board of directors shall be given by telephone or written notice.

Section 5.06. Quorum. Except as otherwise provided by law or these bylaws, a majority of the directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5.07. Conduct of Meetings. The President, and in his/her absence, a Vice President, and in their absence, any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as chair of the meeting. The presiding officer may appoint any director or other person present to act as secretary of the meeting.

Section 5.08. Vacancies. Any vacancy occurring on the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled by the affirmative vote of a majority of the directors at any meeting.

Section 5.9. Compensation. The Board of Directors shall not be paid any compensation for their services as directors to the Corporation, other than reimbursement for their reasonable and necessary expenses incurred in serving the Corporation, according to such regulations as the Board shall specify.

Section 5.10. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof of which he/she is a member, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his/her dissent shall be entered into the minutes of the meetings or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation immediately after adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 5.11. Unanimous Consent Without Meeting. Any action required or permitted by the articles of incorporation, bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the directors then in office.

ARTICLE VI. - OFFICERS

Section 6.01. Name, Election and Term. The principal officers of this Corporation shall consist of a President, Vice President, Secretary and Treasurer, each of whom shall also be directors. The President of the Corporation shall also serve as the President of the Board of Directors. Such officers shall be elected by the general membership including the Board of Directors at the first regular meeting of the Board held each calendar year. Officers shall serve for a term of one year and until their successors are elected, except for the President who shall be elected to a term of three (3) years. A majority of all votes cast shall be necessary to a choice.

Section 6.02. Removal. Any officer or agent may be removed from office by the affirmative vote of a majority of the Board of Directors present at a meeting of the Board of Directors called for that purpose, at which a majority of the Board of directors is present, whenever in their judgement the best interest of the Corporation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 6.03. Vacancies. A vacancy in any general office because of death, resignation, removal, disqualification or otherwise, shall be filled by the general membership for the unexpired portion of the term, by the vote of a majority of the membership at any general membership meeting.

Section 6.04. The President. The President shall be the principal operating officer of the Corporation, preside over the Board of Directors and, subject to the control of the Board of Directors, shall in general supervise and control all the day-to-day business and affairs of the Corporation. And maintain a complete set of corporate records.

Section 6.05. The Vice President. In the absence of the President or in the event of his/her death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, 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.

Section 6.06. The Secretary. The Secretary shall: (a) Keep the minutes of all meetings; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records; (d) keep or arrange for the keeping of a register of the post office address of each member which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him /her by the President or by the Board of Directors.

Section 6.07. The Treasurer. The Treasurer shall in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

**ARTICLE VII. - Contracts, Loans
Checks and Deposits; Special Corporate Acts**

Section 7.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances.

Section 7.02. Conveyance of Real Estate. The Board of Directors shall have the authority to sell, lease, exchange, mortgage, pledge or otherwise convey or dispose of all or any part of the real property, fixtures, improvements or chattels real of this Corporation.

Section 7.03. Loans. No indebtedness shall be contracted on behalf of the Corporation and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 7.04. Checks, Drafts, etc. All checks, drafts or other 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 or under the authority of resolution of the Board of Directors. Any amount over \$100.00 must have pre-approval from one other officer.

Section 7.05. Deposits. all funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

ARTICLE VIII. - SEAL

The Corporation shall have no seal.

**ARTICLE IX. - Indemnification of officers,
Directors, Employees and Agents.**

Section 9.01. Definitions Applicable to Indemnification and Insurance Provisions of Bylaws.

(1) "Corporation" means Sporting Chance, Inc., a nonstock, nonprofit Corporation organized under North Dakota State law.

(2) "Director", "Officer", "Employee" and "Agent" means any of the following:

(a) A natural person who is or was a Director, Officer, Employee, or Agent of the Corporation.

(b) A natural person who, while a Director, officer, Employee or Agent of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, member of any governing or decision making committee, employee or agent of another corporation or foreign corporation, partnership, joint venture, trust or other enterprise.

(c) A natural person who, while a Director, Officer, Employee or Agent of the Corporation, is or was serving an employee benefit plan because his or her duties on, or otherwise involved services by, the person to the plan or to participants in or beneficiaries of the plan.

(d) Unless the context requires otherwise, the estate or personal representative of a Director, Officer, Employee or Agent.

(3) "Expenses" include fees, costs, charges, disbursements, attorney fees, and any other expenses incurred in connection with a proceeding.

(4) "Liability" includes the obligation to pay a judgement, settlement, penalty, assessment, forfeiture or fine, including any excise tax assessed with respect to reasonable expenses.

(5) "Party" means a natural person who was or is, or who is threatened to be made, a defendant or respondent in a proceeding.

(6) "Proceeding" means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the Corporation or by any other person.

Section 9.02. Mandatory Indemnification for Directors and Officers.

(1) The Corporation shall indemnify a Director or officer to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the Director or Officer was a party because he or she is a Director or Officer of the Corporation.

(2) (a) In cases not included under sub. (1) above, the Corporation shall indemnify a Director or Officer against liability incurred by the Director or Officer in a proceeding to which the Director or Officer was a party because he or she is a Director or Officer of the Corporation, unless liability was incurred because the person breached or failed to perform a duty he or she owes to the Corporation and the breach or failure to perform constitutes any of the following:

1. A willful failure to deal fairly with the Corporation with a matter in which the Director or officer has a material conflict of interest.

2. A violation of criminal law, unless the Director or Officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.

3. A transaction from which the Director or Officer derived an improper personal profit.

4. Willful misconduct.

(b) Determination of whether indemnification is required under this subsection shall be made pursuant to the procedure provided for in ARTICLE IX. section 9.03 of these Bylaws.

(c) The termination of a proceeding by judgement, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification is not required under these Bylaws.

(3) A Director or Officer who seeks indemnification under these Bylaws shall make a written request to the Corporation.

(4) (a) Indemnification under these Bylaws is not required to the extent limited by the Articles of Incorporation.

(b) Indemnification under these Bylaws is not required if the Director or Officer has previously received indemnification or allowance of expenses from any person, including the Corporation, in

connection with the same proceeding.

Section 9.03. Allowance of Expenses as Incurred. Upon written request by a Director or Officer who is a party to a proceeding, the Corporation may pay or reimburse his or her reasonable expenses as incurred if the Director or Officer provides the Corporation with all of the following:

- (1) A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the Corporation.
- (2) A written undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by the Corporation, to pay a reasonable interest on the allowance to the extent that it is ultimately determined that indemnification is not required by this Article and that indemnification is not ordered by a court under North Dakota Statutes. The undertaking under this subsection shall be unlimited general obligation of the Director or officer and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

Section 9.04. Determination of Right to Indemnification. Except for court ordered indemnification of Directors and Officers provided for in North Dakota law, the right of a Director, Officer, Employee or agent of the Corporation against liability asserted against and incurred by the individual in his or her capacity as an Employee, Agent, director or Officer or arising from his or her status as an Employee, Agent, Director or Officer, regardless of whether the Corporation is required or authorized to indemnify or allow expenses to the individual against the same liability under these Bylaws or applicable North Dakota Statutes.

- (1) **Additional Rights to Indemnification and Allowance of Expenses.** The Board of Directors, by resolution, may authorize rights to indemnification and payment of expenses for Directors and Officers, which are in addition to those provided for in section 9.02 of this Bylaw, provided that such authorization is determined by independent and legal counsel to be permissible under North Dakota law.
- (2) **Court Ordered Indemnification.** It is acknowledged that a Director and Officer of the Corporation has the right to apply to a court of competent jurisdiction for judicial determination of the right of a Director or Officer to be indemnified by the Corporation.

ARTICLE X - AMENDMENTS

Section 10.01. By Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors by affirmative vote of two thirds of the directors present at either a regular meeting, or at a special meeting of the Board of Directors called for that purpose, at which a majority of the Board of Directors is present.

Section 10.02. By Members. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by affirmative vote of two thirds of members present at a regular meeting, or a special meeting of the members called for that purpose. No Bylaws so adopted or amended by the members shall be subject to amendment or repeal by the Board of Directors unless the members shall have conferred such authority on the Directors.

ARTICLE XI - DISSOLUTION

Section 11.01. In the event of dissolution of the Corporation, the assets of the Corporation shall be distributed as provided in the Articles of Incorporation to North Dakota Association of Disabled.

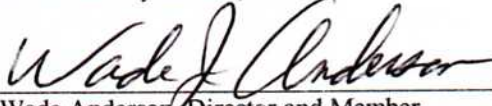
ARTICLE XII - FISCAL YEAR

Section 12.01. The fiscal year of the Corporation shall be the calendar year.

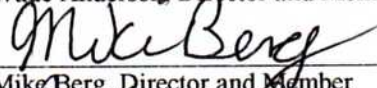
CONSENT RESOLUTION OF
MEMBERS AND DIRECTORS OF
SPORTING CHANCE.

All of the members and directors of Sporting Chance, a North Dakota nonprofit corporation, hereby adopt the attached Articles of Incorporation for Sporting Chance Corporation.

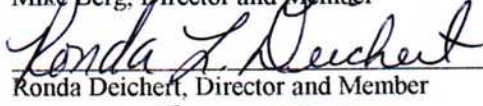
Executed this 1st day of June, 1999.



Wade Anderson, Director and Member



Mike Berg, Director and Member



Ronda Deichert, Director and Member




Greg Engelhart, Director and Member



Karla Engelhart, Director and Member



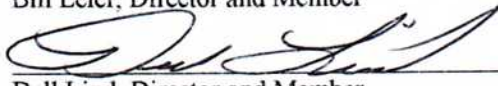
Bob Gibbons, Director and Member



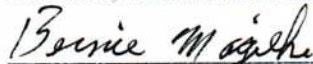
Lloyd Jones, Director and Member



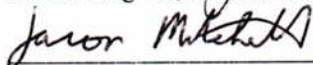
Bill Leier, Director and Member



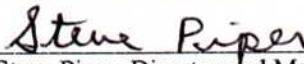
Dell Lind, Director and Member



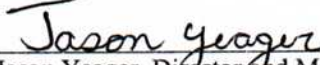
Bernie Magilke, Director and Member



Jason Mitchell, Director and Member



Steve Piper, Director and Member



Jason Yeager, Director and Member



Ron Yeager, Director and Member