

BYLAWS

SUNNYVALE RAIDERS YOUTH SPORTS ASSOCIATION

ARTICLE I

GENERAL

Section 1.1 Period of Duration. The period of duration of Sunnyvale Raiders Youth Sports Association (the "Corporation") shall be perpetual.

Section 1.2 Liability. The liability for debts of the Corporation shall be limited to property of the Corporation.

Section 1.3 Powers. Without limiting the generality of any other provisions of these Bylaws, the Corporation, acting by and through its Board of Directors (the "Board"), is authorized to do all acts permitted by the Texas Business Organizations Code (the "TBOC") as it applies to nonprofit corporations from time to time; except the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation as set forth in its Certificate of Formation, or which would otherwise cause it to fail as (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future internal revenue law, the "Code"), or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE II

OFFICES

Section 2.1 Permanent Address. The initial office of the Corporation shall be at the place designated as the registered office in the Certificate of Formation. Thereafter, the permanent address shall be at such other place as the Board may from time to time designate by resolution.

Section 2.2 Other Offices. The Corporation may have other offices at such places, within or without the State of Texas, as the Board may from time to time determine or the activities of the Corporation may require.

ARTICLE III

DIRECTORS

Section 3.1 Board of Directors. The business and affairs of the Corporation shall be managed by the Board, who may exercise all such powers of the Corporation and do all such lawful acts and things in furtherance of the purposes of the Corporation as are not prohibited by law or by its Certificate of Formation. Continuing and exclusive authority to fix, supervise, and control the business, and other affairs of the Corporation shall be wholly vested in the Board, subject to the terms of these Bylaws.

Section 3.2 Number; Election. The Board shall consist of no less than three (3) nor more than seven (7) Directors (herein so called), who need not be residents of the State of Texas. Directors shall be elected at the annual meeting of the Directors, except as provided in these Bylaws, and each Director elected shall hold office until the earlier to occur of (a) three (3) years from the date of such Director's election, or (b) his or her successor is elected and qualifies. The members of the Board shall be nominated, designated, elected and removed by the Board.

Section 3.3 Change in Number. The number of Directors may be increased or decreased from time to time by resolution adopted by the affirmative vote of the Directors, but no decrease shall have the effect of shortening the term of any incumbent Director.

Section 3.4 Removal and Vacancies. Any Director may be removed either for or without cause at any annual or special meeting of the Directors by the affirmative vote of a majority in number of the Directors other than the Director then the subject of removal, so long as notice of the intention to act upon such matter shall have been given in the notice calling such meeting. Any vacancy occurring in the Board may be filled in accordance with Section 3.2. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 3.5 Place of Meetings. The Board may hold its meetings, both regular and special, either within or without the State of Texas.

Section 3.6 Regular Meetings. Regular meetings of the Board may be held without notice at such time and place as shall from time to time be determined by the Board.

Section 3.7 Special Meetings. Special meetings of the Board may be called by the Chairman or President on three (3) days' notice to each Director, either personally, by mail, by email or facsimile transmission. Special meetings may also be called in like manner and on like notice on the written request of any two Directors. Except as may be otherwise expressly provided by statute, the Certificate of Formation or these Bylaws, neither the business to be transacted at, nor the purpose of, any special meeting need be specified in a notice or waiver of notice.

Section 3.8 Quorum. At all meetings of the Board, the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute, the Certificate of Formation or these Bylaws. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 3.9 Action Without Meeting; Telephone Meetings. Any action required or permitted to be taken at a meeting of the Board or members of any committee designated by the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Board or committee, as the case may be. A facsimile, email, telex, cablegram, or other electronic transmission by a Director consenting to an action to be

taken and transmitted by a Director is considered written, signed, and dated for the purposes of this article if the transmission sets forth or is delivered with information from which the Corporation can determine that the transmission was transmitted by the Director and the date on which the Director transmitted the transmission. Such consent shall have the same force and effect as a unanimous vote at a meeting. Subject to applicable notice provisions and unless otherwise restricted by the Certificate of Formation, members of the Board, or members of any committee designated by the Board, may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such meeting shall constitute presence in person at such meeting, except where a person's participation is for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 3.10 Chairman of the Board. The Board may elect a Chairman of the Board to preside at their meetings and to perform such other duties as the Board may from time to time assign to him.

Section 3.11 Compensation. Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 3.12 Executive Committee. The Board may designate an Executive Committee, to consist of one or more of the Directors. The Executive Committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the authority of the Board in the management of the business and affairs of the Corporation, except where action of the full Board is required by statute or by the Certificate of Formation. Any member of the Executive Committee may be removed by the Board by the affirmative vote of a majority of the Board, whenever in its judgment the best interests of the Corporation will be served. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board when required.

Section 3.13 Other Committees. The Board may designate from among its members one or more committees, other than an Executive Committee, to the extent provided in the resolution of the Board.

ARTICLE IV NOTICES

Section 4.1 Form of Notice. Whenever under the provisions of law or of the Certificate of Formation or of these Bylaws, notice is required to be given to any Director and no provision is made as to how such notice shall be given, it may be given in person, writing, by mail, postage prepaid, addressed to such Director at such address as it appears on the books of the Corporation, or in any other method permitted by law. Any notice required or permitted to

be given by mail shall be deemed to be given when it is deposited in the United States mail, postage prepaid.

Section 4.2 Waiver. Whenever any notice is required to be given to any Director, under the provisions of the statutes or of the Certificate of Formation or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE V OFFICERS

Section 5.1 In General. The officers of the Corporation shall be Chairman of the Board, President, Vice President, Secretary and Treasurer. The Board may also appoint additional officers with such duties and responsibilities as the Board shall determine. Any two or more offices may be held by the same person, except that the offices of Chairman and Secretary shall not be held by the same person.

Section 5.2 Election. The Board shall elect the Chairman and the officers of the Corporation, annually, from among the members of the Board.

Section 5.3 Term of Office and Removal. Each officer of the Corporation shall hold office until the earliest of his or her death, resignation, or removal from office, or the election and qualification of his or her successor. Any officer or agent elected or appointed by the Board may be removed at any time for or without cause by the affirmative vote of a majority of the whole Board (excluding the officer or agent if a Director). If any office becomes vacant for any reason, the vacancy may be filled by the Board.

Section 5.4 Chairman. The Chairman shall be the chief executive officer of the Corporation and shall have the general powers and duties of supervision and management usually vested in the office of the chief executive officer of a corporation, and, subject to the powers of the Board, he or she shall have general supervision, direction, and control of the business and affairs of the Corporation. He or she shall preside at meetings of the Directors, if present. Except as the Board shall authorize the execution thereof in some other manner, he or she shall execute bonds, mortgages and other contracts on behalf of the Corporation, and shall cause the seal, if any, to be affixed to any instrument requiring it and when so affixed, the seal shall be attested by the signature of the Secretary or an assistant secretary.

Section 5.5 President. In the absence of a Chairman, the President shall be the ranking and chief executive officer of the Corporation, and shall have the duties and responsibilities, and the authority and power, of the Chairman. If a Chairman has been named, then the President shall have only such powers and perform only such duties as the Chairman or the Board may from time to time prescribe.

Section 5.6 Vice President. Each Vice President shall have only such powers and perform only such duties as the Board may from time to time prescribe or as the Chairman or President may from time to time delegate to such Vice President.

Section 5.7 Secretary. The Secretary shall report to the Chairman. He or she shall attend all meetings of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He or she shall give, or cause to be given, notice of all special meetings of the Board and shall perform such other duties as may be prescribed by the Board or the Chairman. He or she shall keep in safe custody the seal of the Corporation, if any, and, when authorized by the Chairman, affix the same to any instrument requiring it.

Section 5.7 Treasurer. The Treasurer shall report to the Chairman. He or she shall have the custody of the Corporation funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. He or she shall disburse the funds of the Corporation as may be ordered by the Chairman, taking proper vouchers for such disbursements, and shall render to the Chairman and the Directors, at the regular meetings of the Board or whenever they may require it, an account of all his or her transactions on behalf of the Corporation and of the financial condition of the Corporation and shall perform such other duties as the Chairman may prescribe.

ARTICLE VI GENERAL PROVISIONS

Section 6.1 Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board.

Section 6.2 Seal. The Corporation may have a seal and said seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or reproduced or otherwise.

Section 6.3 Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate.

ARTICLE VII LIABILITY OF DIRECTORS, OFFICERS, ETC.

Section 7.1 Indemnification. Except as provided in Section 7.3, the Corporation shall indemnify each person who serves as a Director or officer of the Corporation, or serves at the request of the Corporation as a Director, officer, trustee, employee, agent or similar functionary of another corporation, trust, partnership, joint venture, sole proprietorship, employee benefit plan or other enterprise (an "Indemnitee"), against any and all liability and reasonable expense that may be incurred by them to the full extent permitted by Sections 8.101 through 8.106 of the TBOC.

Section 7.2 Insurance. The Board may authorize the Corporation to purchase or maintain insurance on behalf of any Indemnitee or other person against any liability asserted against him and incurred by him in serving the Corporation. The Corporation may, for the benefit of Indemnitees or other persons (a) create a trust fund, (b) establish any form of self-insurance, (c) secure its indemnification obligation by grant of any security interest or other lien on the assets of the Corporation, or (d) establish a letter of credit, guaranty or surety arrangement. Any such insurance or other arrangement may be procured, maintained or established within the Corporation or its affiliates or with any insurer or other person deemed appropriate by the Board. In the absence of fraud, the judgment of the Board as to the terms and conditions of such insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive, and the insurance or arrangement shall not be voidable and shall not subject the Directors approving the insurance or arrangement to liability, on any ground, regardless of whether Directors participating in approving such insurance or other arrangement shall be beneficiaries thereof.

Section 7.3 Limit on Liability. To the fullest extent permitted by Texas law, a Director of the Corporation shall not be liable for monetary damages to the Corporation for any act or omission in the Director's capacity as a director, except liability of a Director for:

- (a) a breach of a Director's duty of loyalty to the Corporation;
- (b) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- (c) a transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; or
- (d) an act or omission for which the liability of a Director is expressly provided for by law.

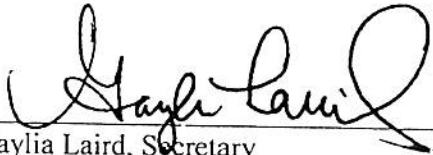
Section 7.4 Additional Protection. The Board may provide protection for Indemnitees or others in addition to the benefits provided by Sections 7.1 and 7.2 and the Certificate of Formation of the Corporation.

ARTICLE VIII BYLAWS

Section 8.1 Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of those Directors voting at any annual, regular or special meeting of the Board, provided, in the case of a special meeting only if the notice of the meeting specifically designates the provisions of these Bylaws proposed for amendment or repeal and sets forth any new provisions proposed to be adopted.

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of Sunnyvale Raiders Youth Sports Association, do certify that the foregoing are the Bylaws of the Corporation as accepted and approved by the Board effective March 15, 2013.



Gaylia Laird, Secretary

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