

**BY-LAWS  
OF  
GULF COAST KARTERS, INC.  
A TEXAS NON-PROFIT CORPORATION**

**ARTICLE I  
OFFICES AND REGISTERED AGENT**

**Section 1.1 Offices, Registered Office and Registered Agent:** The principal office of the Corporation in the State of Texas shall be located in Harris County, Texas. It shall have and continuously maintain in the State of Texas, a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the principal office, the registered agent and the address of the registered office may be changed from time to time by the Board of Trustees.

**Section 1.2 Initial Registered Office and Registered Agent:** The initial registered office of the Corporation is 5383 Lincoln Green, Katy, Texas 77493, and the registered agent at such address is M. J. Dunlap, Jr.

**ARTICLE II  
MEMBERSHIP**

**Section 2.1 Members:** Membership, is open to any person of good moral character and is subject termination by the Board of Trustees, such person must be:

- (a) 8 years or more of age;
- (b) Agrees to abide by such rules and regulations of the Corporation as may be prescribed from time to time by its Board of Trustees;
- (c) Meets and maintains such other reasonable requirements for membership as may be prescribed by the Board of Trustees or herein; upon approval of his or her application for membership by the Board of Trustees;
- (d) All membership applications shall be in such form and contain such information as may be required by the Board of Trustees; and,
- (d) On the condition that a membership can be terminated at any time, without cause, by a majority vote of the members of the Board of Trustees.

**Section 2.2 Classes of Membership:** The membership of the Corporation shall be divided into the following classes:

- (a) **Master Members:** A Master Member is one who meets the requirements set by the Board of Trustees and joins intending to be a part of the activities and scheduled events and shall have use of the track and facilities of the Corporation.
- (b) **Associate Members:** An Associate Member is one who meets the requirements set by the Board of Trustees and is the spouse and/or child and/or brother, or sister, living at the same address as the Master Member and is entitled to be a part of the activities and scheduled events and shall have use of the track and facilities of the Corporation.

**Section 2.3 Voting Rights:** Only Master Members, who have been a member of the Corporation for more than sixty (60) days prior to any meeting, shall have voting rights and shall be entitled to vote on any matter which may be submitted to a vote of the membership present at any meeting; provided, however, that:

- (a) NO Member who is delinquent in the payment of his or her dues or assessments shall be entitled to vote on any matter until such delinquency is corrected;

(b) In the event more than one member of the same family residing in the same household are members of the Corporation, then all of the members of such family shall have but one vote; and,

(c) No member shall be personally liable for the debts, liabilities, or obligations of the Corporation.

**Section 2.4 Rules and Regulations:** Every Master Member shall be entitled to vote on all rules and regulations for the conduct of racing events to be held on the track, which shall be adopted by a majority of the Master Members at the meeting where such rules or regulations are adopted. Provided, however, the Board of Trustees shall be able to over ride a rule or regulation of the Master Members if it shall be deemed to be unsafe, or not in the best interest of the Corporation.

**Section 2.4 Use of the Track:** ONLY member owned karts are allowed on the track on non-race days. Non-members are welcome at GCKI to race and practice on club sponsored race days as long as they are registered to race and have signed all required waivers to race on that day. On non-race days members and/or their guests are the only persons authorized to operate racing karts on the track. A guest of a member can operate the members kart if the member agrees to sponsor the guest. Guests can drive the members kart but the member must be present. The member must have the guest or the legal guardian of a minor guest sign the official waiver provided by the club to release all liability of GCKI before allowing the guest on the track. These signed release forms must be placed in the lock box prior to driving on the track. Anyone found violating this rule will be suspended from the club for a period of one year from the date of the infraction. ALL MEMBERS MUST HAVE THEIR MEMBERSHIP CARDS AVAILABLE FOR PROPER VERIFICATION AT ALL TIMES WHILE ON GCKI PROPERTY. This rule is in effect at ALL TIMES.

### **ARTICLE III** **FEES AND DUES**

**Section 3.1 Fees, Dues and Assessments:** Membership fees, dues, race entry fees and charges for use of the Corporation's track shall be in such amounts as are established from time to time by the Board of Trustees.

**Section 3.2 Payment:** No member who is more than thirty (30) days delinquent in the payment of any dues or assessments shall be permitted to participate as a member in any Corporation race or to use the facilities of the Corporation until such dues and assessments shall be paid in full. If such delinquency is not cured within such 30 days, the membership rights of all such persons shall be forfeited.

### **ARTICLE IV** **MEMBERSHIP MEETINGS, PLACE OF MEETINGS, QUORUM**

**Section 4.1 Annual Meetings:** There shall be an annual meeting of the Members on the third Friday in January of each year or at the nearest practical date fixed by the Board of Trustees, to begin, unless otherwise provided by the Board of Trustees, at 7:00 P.M. Notice of the annual meeting shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting to each Member. The notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage thereon paid.

**Section 4.2 Special Meetings:** Special meetings of the membership may be called by the Board of Trustees at any time and from time to time (and if so requested in writing by at least five (5) members of the Board of Trustees, or fifteen per cent 15% of the Master Members shall be called) by written or printed notice, stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, which notice shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting to each Member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage thereon paid.

**Section 4.3 Place of Meetings:** Until a fixed meeting place is established, all meetings of the Members shall be held at such place as shall be determined by the Board of Trustees.

**Section 4.4 Quorum:** Members present at meeting, entitled to vote at that meeting, shall constitute a quorum at any meeting of the membership. The vote of a majority of the votes entitled to be cast by the members present in person at any meeting at which a quorum is present shall be the act of the membership at such meeting.

## **ARTICLE V** **TRUSTEES**

**Section 5.1 Number:** The Board of Trustees shall consist of nine members; five are **EXECUTIVE TRUSTEES** and four are **ELECTED TRUSTEES** and **ADVISORY TRUSTEES**. The President of the Corporation, if not a Trustee, shall be an ex-officio member of the Board of Trustees, without voting rights as a Trustee except in the event of a tie.

**Section 5.2 Qualifications for EXECUTIVE TRUSTEE:**

The Executive Trustees are those persons named in the Articles of Incorporation and Charter of the Corporation, namely; Bobby Crisp, M. J. Dunlap, Jr., Tom Dunlap, Bobby Vance and Bob Dunlap. These Executive Trustees are not required to be a member of the Corporation and shall serve for life, or until such time as they resign as a member of the Board of Trustees. On the death, or resignation of an Executive Trustee the remaining Executive Trustees shall elect a person to take the place of the dead, or resigned Trustee and the successor Executive Trustee shall in like manner serve until he, or she shall die or resign. To serve as an Executive Trustee, the person must be at least eighteen (18) years of age and are residents of the State of Texas.

**Section 5.3 Term and Qualifications for ELECTED TRUSTEES:** The Elected Trustees shall be elected by the Members of the Corporation, at the annual meeting of the Corporation. Except as stated in the Articles of Incorporation and Charter for the Corporation for the initial Elected Trustees, two (2) Elected Trustees shall be elected annually and shall serve for a term of two (2) years from their election, or until their successor shall be elected and qualified. To serve as an Elected Trustee a person must; be Master Member of the Corporation; have been a Master Member in good standing in the Corporation for not less than two (2) years; not delinquent in the payment of any dues or fees to the corporation; over the age of eighteen (18) years; and, are residents of the State of Texas. Provided, however, the Board of Trustees shall have the right by a vote of 2/3rds of the Trustees present at a Master or special meeting of the Trustees, to waive the two (2) years membership requirement to be elected as a Trustee, or officer of the corporation and to ratify the election of a person elected by the membership who is otherwise qualified to hold the office.

**Section 5.4 Term and Qualification for ADVISORY TRUSTEES:** From time to time the EXECUTIVE and ELECTED TRUSTEES of the Board of Trustees may elect and name Advisory Trustees to serve on the Board of Trustees. The Advisory Trustee is not required to be a Master Member of the Corporation and shall serve for such term as may be determined by the Executive and Elected Trustees. The Advisory Trustee shall receive notice and attend all meetings of the Board of Trustees, but shall have no vote on any matters to be determined by Board of Trustees. The Advisory Trustee shall serve in the manner as the title denotes, and participate in the meetings of the Board of Trustees as an advisor to the Board of Trustees.

**Section 5.5 Chairman of the Board of Trustees:** Annually, at the first meeting of the Board of Trustees, the Trustees shall elect from among their members a Chairman for the Board of Trustees. The Chairman shall preside over all meeting of the Board of Trustees, and shall have a vote on all matters before the Board of Trustees the same as any other Executive or Elected Trustee. The Chairman of the Board of Trustees, may sign with the Secretary of the Board of Trustees, or any other proper officer of the Corporation so authorized by the Board of Trustees, any deeds, leases, contracts or other instruments authorized by the Board of Trustees, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by statute to some other officer or agent of the Corporation. The Chairman of the Board of Trustees shall hold office during the year for which he or she is elected and thereafter until his or her successor is elected and shall have qualified.

**Section 5.6 Vice Chairman of the Board of Trustees:** In the absence of the Chairman of the Board of Trustees, or in the event of his inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman, and, when so acting, shall have all the powers of and be subject to all the restrictions upon, the Chairman. Any Vice Chairman shall perform such other duties as from time to time may be assigned to him by the Chairman, or the Board of Trustees. The Vice Chairman of the Board of Trustees shall hold office during the year for which he or she is elected and thereafter until his or her successor is elected and shall have qualified.

**Section 5.7 Secretary of the Board of Trustees:** Annually, at the first meeting of the Board of Trustees, the Trustees shall elect from among their members a Secretary for the Board of Trustees. The Secretary shall take the minutes of all meeting of the Board of Trustees and shall maintain a book with a complete record of all actions, resolutions and votes by the Board of Trustees; shall be the keeper of the seal of the Corporation and affix the seal

of the Corporation, to all documents to which the seal of the Corporation is to be affixed, the execution of which on its behalf is authorized by the Board of Trustees; keep and maintain the official record of the members of the Corporation; send notice for the renewal of memberships; and issue cards in evidence of the payment of memberships fees and dues by the members. The Secretary of the Board of Trustees shall hold office during the year for which he or she is elected and thereafter until his or her successor is elected and shall have qualified.

**Section 5.8 Treasurer:** Annually, at the first meeting of the Board of Trustees, the Trustees shall elect from the members of the Corporation, a Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; shall receive and give receipts for moneys due and payable to the Corporation from any source, and shall deposit such moneys in the name of the Corporation in such bank or other depository as shall be selected by the Trustees in accordance with these By-Laws; and, in general, shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to such officer by the President or Board of Trustees. The Treasurer shall hold office during the year for which he or she is elected and thereafter until his or her successor is elected and shall have qualified.

**Section 5.9 Secretary-Treasurer:** The office of Secretary of the Board of Trustees and Treasurer of the Corporation may be combined and one person may hold both offices.

**Section 5.10 Quorum:** Two-thirds (2/3rd) of the members of the Board of Trustees, present in person at a meeting of the Trustees, shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than the number of Trustees required for a quorum are present at said meeting, a majority of the Trustees present (whether one or more, as the case may be) may adjourn the meeting from time to time without further notice.

**Section 5.11 Manner of Acting:** The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees. Each Trustee shall be entitled to one vote.

**Section 5.12 Meetings:** An annual meeting of the Board of Trustees shall be held without prior notice, once each racing year on the same day as the annual membership meeting and unless a different time or place shall be adopted by the Trustees for any such meeting, the time and place shall be the same as that for the membership meeting. The Board of Trustees may establish by resolution a day and time for regular meetings of the Board of Trustees, as they may deem necessary. Special meetings of the Trustees may be held at any time on the request of the Chairman of the Board of Trustees, or any four (4) or more Trustees with advance notice of the meeting unless waived as herein provided. Attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting and neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Trustees need be specified in any notice or waiver of notice of any such meeting. Any action which may be taken at a meeting of the Trustees may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Trustees.

**Section 5.13 Powers of the Board:** The Board shall perform all of the powers delegated to it by these By-Laws; shall operate and manage the Corporation's track and other facilities; shall decide what awards, cash payments, trophies or prizes will be awarded at any Corporation race; has the power and authority to modify and/or repeal any rules and/or regulations which may be passed by the Membership governing the use of the Corporation's track and other facilities and the conduct of races thereon, which the Board of Trustees shall deem to be unsafe, or not in the best interest of the Corporation; and shall otherwise manage the affairs of the corporation. Except for special events for which, prior thereto, different rules and regulations are established by the Board of Trustees, all racing events conducted on the Corporation's track shall be conducted in accordance with the then current competition regulations of a recognized national karting organization (ie, the International Kart Federation or World Karting Association).

## **ARTICLE VI** **OFFICERS**

**Section 6.1 Elected Officers:** The elected officers the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Race Director. Any two or more offices may be held by the same person except that the office of President may not be held along with that of the office of Secretary. The elected officers of the Corporation shall meet the qualifications required for election of an Elected Trustee. Provided, however, the Board of Trustees shall have the right by a vote of 2/3rds of the Trustees present at a regular or special meeting of the Trustees, to waive the two (2) years membership requirement to be elected as a Trustee, or officer of the corporation and to ratify the election of a person elected by the membership who is otherwise qualified to hold the office.

**Section 6.2 Election of Officers:** The officers of the Corporation named in Section 6.1 shall be elected annually at the annual meeting of the Members. Before the 1st day of December, in each year, beginning in 1997, the President and Chairman of the Board of Trustees, or if they shall be the same person, the President and Vice Chairman of the Board of Trustees, shall meet together and each of said officers shall name two (2) persons, who are Master Members of the Corporation to serve as a Nominating Committee, to present a slate of nominees to at the annual meeting of the Members for election of the offices named in the list of nominees.

**Section 6.3 Appointment of Assistant and Temporary Additional Officers:** The Board of Trustees of the Corporation may at any time and from time to time appoint Assistant Officers, such as Assistant Secretaries, Treasurers, and Race Directors, and the Race Director may appoint temporary officers for particular races such as Pit Stewards, Starters, Turn Marshals, Scorers, Technical Inspectors, Weighers and Registrars, each as the Board or the Race Director may deem necessary or appropriate to assist the elected officers of the Corporation.

**Section 6.4 Tenure:** All elected officers of the Corporation shall hold office during the year for which he or she is elected and thereafter until his or her successor is elected, and appointed officers may be appointed for a particular race or for a racing year, as determined by the Board of Trustees and there after until his or her successor is elected or appointed and shall have qualified.

**Section 6.5 Vacancies:** A vacancy in any office, whether by reason of death, resignation, inability to serve or failure to qualify, shall be filled by a majority vote of the Board of Trustees. An officer appointed or elected to fill a vacancy in an elective office shall be appointed or elected for the unexpired term of the then current racing year.

**Section 6.6 President:** The President shall be the principal executive officer of the Corporation. He shall preside at all meetings of the membership and be an ex-officio member of the Board of Trustees. He may sign with the Secretary or any other proper officer of the Corporation so authorized by the Board of Trustees, any deeds, leases, contracts or other instruments authorized by the Board of Trustees; and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by statute, these By-Laws, and Board of Trustees of the Corporation.

**Section 6.7 Vice-President:** In the absence of the President or in the event of his inability or refusal to act, the Vice President (or, in the event there shall be more than one, then 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 the Board of Trustees.

**Section 6.8 Secretary:** The Secretary shall keep the minutes of the meetings of the membership; shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; shall be custodian of the corporate records of membership meetings; shall affix the seal of the Corporation, to all documents to which the seal of the Corporation is to be affixed, the execution of which on its behalf is authorized by the Board of Trustees; shall be responsible for the proper registration of all persons at any event of the Corporation; maintain and keep all pit passes and see to the proper issuance of pit passes at any Corporation event; 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 such officer by the Board of Trustees.

**Section 6.9 Race Director:** The Race Director shall have complete charge of all karts while on the track and of the conduct of each Corporation race subject only to the supervision and control of the Board of Trustees. He shall also be in charge of the Assistant Race Director, the Pit Steward, the Starter and Turn Marshals. The Race Director shall see that all races are conducted in accordance with the rules and regulations of the track as established by the Members of Trustees and, in the absence of any such rule or regulation covering any particular circumstances, in accordance with the then current competition regulations of the national sanctioning body approved by the Board of Trustees. He and the Starter, or the latter alone if so decided by the Race Director, shall conduct a meeting for all drivers prior to the start of an event to explain the flags, their use and the rules of the road. He shall disqualify any driver who, in his opinion or that of his observers, is in violation of the rules or whose kart is or has become unsafe to operate. The decisions of the Race Director as to any matter occurring at the track shall be final subject to appeal to the Board of Trustees made in writing by person to one or more members of the Board of Trustees at the track, within twenty (20) minutes after the conclusion of the heat race, or the race where the event being appealed had taken place. In the event any duly elected or appointed race official is absent or not available for the performance of his duties or in need of assistance at any race, the Race Director shall appoint other persons to perform those duties for that race who may but need not be members of the Corporation.

**Section 6.10 Rules Committee:** This committee shall meet annually prior to the annual meeting of the members. The Race Director is Chairman of the rules committee, which shall be composed of the Chairman of the Board of Trustees, President and one member from each class raced during that year. In the month of October in every year the Race Director will appoint the one (1) member in each class raced during that year to become a member of the rules committee. The Race Director shall call a meeting of this Rules Committee to review all of the rules and procedures and make such recommendations for changes, amendments and modifications of the rules as the committee shall deem proper. The report of the rules committee shall be presented to the annual meeting of the members for consideration and vote by the members.

## **ARTICLE VII** **DIVIDENDS, PAYMENTS AND DISSOLUTION**

### **Section 7.1 Prohibited Activities and Payments:**

(a) The corporation shall engage only in activities which are provided by the terms of its Articles of Incorporation and By-Laws, and in strict compliance with the terms and provisions of the Internal Revenue Code, and is will not engage in any in the prohibited activities, or accumulation of income, as follows:

(i) **Self-Dealing:** engage in financial transactions with disqualified persons as defined, set out and provided in Section 4941 of the Internal Revenue Code;

(ii) **Failure to Distribute Income:** fail to make annual expenditures, or distributions for exempt purposes, as set out in Section 4942 of the Internal Revenue Code;

(iv) **Involvement in Unrelated Business:** be, or become the owner, or have an ownership interest in any unrelated business other than on the terms as provided in Section 4943 of the Internal Revenue Code;

(v) **Investments Jeopardizing Exempt Purpose:** make any investments in such a manner as to jeopardize the carrying on of the corporation's exempt purpose as set out and provided in Section 4944 of the internal Revenue Code; and,

(vi) **Lobbying and Other Prohibited Expenditures:** make any taxable expenditures which includes lobbying, electioneering, grants of individuals (unless awarded on a nondiscriminatory basis) and grants to nonpublic charity organizations, as set out, defined and provided by Section 4945 of the Internal Revenue Code.

(b) No part of the profits, or assets of the Corporation ever be paid to any Trustee, officer or member of the Corporation as a dividend, or profit from the operation of the Corporation. Provided, however this provisions is not to limit or giving awards, cash, prizes, or property of value as a result of the achievement of the member in the course of the regular conduct of the Corporation's purpose.

**Section 7.2 Payments:** Other than payments for services rendered no payments will be made by the Corporation to any Trustee, officer, or member of the Corporation.

**Section 7.3 Dissolution:** In the event of the dissolution of the Corporation the assets of the Corporation shall be applied and distributed as follows:

(a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged; in case its property and assets are not sufficient to satisfy or discharge all the Corporation's liabilities and obligations, the Corporation shall apply them so far as they will go to the just and equitable payment of its liabilities and obligations.

(b) Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements."

(c) Any remaining assets of the Corporation shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations whose assets are then dedicated to an "exempt purpose or purposes" (as hereinafter defined), or pursuant to a plan of distribution adopted as provided in the Texas Non-Profit

Corporation Act.

(d) In no event shall any asset or assets of the Corporation, at the time of its dissolution, be transferred or conveyed, directly or indirectly, to any of the Corporation's then directors, or officers or members.

(e) As used in this Article, the term "exempt purpose or purposes" means any purpose or purposes specified in Internal Revenue Code Section 501(c)(3), as amended, the regulations of the Secretary of the Treasury issued in connection therewith from time to time, or any other similar provisions of the Internal Revenue Code.

## **ARTICLE VIII** **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 8.1 Contracts:** The Board of Trustees may authorize any officer or officers, agent or agents of the Corporation to enter into any contract of any nature or execute and deliver any other instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific matters.

**Section 8.2 Checks, Drafts, Orders, Notes and Other Evidence of Indebtedness:** All checks, drafts or orders for the payment of money, notes or other evidence 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 the Board of Trustees. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an Assistant Treasurer, and countersigned by the President or a Vice President of the Corporation.

**Section 8.3 Deposits:** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such Banks or other depositories as the Board of Trustees may select.

**Section 8.4 Gifts and Donations:** The Board of Trustees 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.

## **ARTICLE IX** **BOOKS AND RECORDS AND** **INDEMNIFICATION OF OFFICERS AND TRUSTEES**

**Section 9.1 Books and Records:** The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the membership and of the Board of Trustees.

**Section 9.2 Indemnification:** Each officer and trustee of the Corporation shall be indemnified by the Corporation for expenses and costs (including attorneys' fees) actually and necessarily incurred by him or her in connection with any claim asserted against him or her, by action in court or otherwise by reason of his or her having been such officer or director, except in relation to matters as to which he or she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

## **ARTICLE X** **FISCAL YEAR AND RACING YEAR**

**Section 10.1 Fiscal Year:** The fiscal year of the Corporation shall end on the last day in October of each calendar year.

**Section 10.2 Racing Year:** A racing year shall begin January 1st of each calendar year and end the last day of December of that same calendar year.

**ARTICLE XI**  
**SEAL**

**Section 11.1** The corporate seal of the Corporation shall be in the form of a five pointed star surrounded by the letters T E X A S, with the words "Non Profit" below such star, all of which shall be surrounded by the name of this Corporation: and such seal, or a facsimile thereof, may be impressed on, affixed to, or in any manner reproduced upon, instruments of any nature required to be executed by officers of the Corporation.

**ARTICLE XII**  
**WAIVER OF NOTICE**

**Section 12.1** Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or these By-Laws, 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 proper and timely giving and receipt of such notice.

**ARTICLE XIII**  
**AMENDMENTS TO BY-LAWS**

**Section 13.1** These By-Laws shall not be altered or amended or any thereof repealed or new By-Laws adopted excepted by a vote of at least two-thirds (2/3) of the votes at a meeting of the Board of Trustees, at the regular meeting of the Board of Trustees, or at a special meeting called for that purpose, and if at a special meeting, then only in the event at least ten (10) days written notice is given each member of the Board of Trustees of intention to so alter, amend or repeal these By-Laws or to adopt new By-Laws at such meeting, and a complete printed instrument of all changes proposed, or new By-Laws being proposed.

The undersigned Members of the Board of Trustees, of Gulf Coast Karters, Inc. hereby waive notice of a meeting for the adoption of these By-Laws, and hereby approve and adopt the same effective on this the 16th day of December, 1996.

\_\_\_\_\_  
*S/ Bobby Crisp*  
Bobby Crisp

\_\_\_\_\_  
*S/ Tom Dunlap*  
Tom Dunlap

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*S/ Bob Dunlap*  
Bob Dunlap

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*S/ Robert Rosenfield*  
Robert Rosenfield

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*S/ Scott Jensen*  
Scott Jensen

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*S/ M. J. Dunlap, Jr.*  
M. J. Dunlap, Jr.

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*S/ Bobby Vance*  
Bobby Vance

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*S/ Stephen Sewell*  
Stephen Sewell

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*S/ Harlan Hartoon*  
Harlan Hartoon

The undersigned Chairman and Secretary of the Board of Trustees, of Gulf Coast Karters, Inc. hereby certify that the above and foregoing is a true and correct copy of the By-Laws of Gulf Coast Karters, Inc., a Texas non-profit corporation, as in effect on the date hereof.

WITNESS OUR HANDS AND SEAL of the Corporation, this the 16th day of December, 1996.

S/ M. J. Dunlap, Jr  
M. J. Dunlap, Jr.  
Secretary - Treasurer

S/ Bobby Crisp  
Bobby Crisp  
Chairman, Board of Trustee

with amendments to January 18, 2005