

BYLAWS

OF

THE DES MOINES FENCING CLUB, INC.

ARTICLE I. OFFICES

The address of the principal office of THE DES MOINES FENCING CLUB, INC., hereinafter sometimes referred to as the corporation, shall be 3004 Maple Street, West Des Moines, IA 50265. The corporation may have such other offices, either within or without the State of Iowa, as the Board of Directors may designate, or as the business of the corporation may require from time to time.

The registered office of the corporation required by revised chapter 504, Code of Iowa (2005) to be maintained in the State of Iowa, may be, but need not be, identical with the principal office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. BOARD OF DIRECTORS

Section 1. General Powers.

The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents, 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.

Section 2. Number, Tenure and Qualifications.

The number of directors of the corporation shall be not less than two (2) nor more than five (5). Such number may be increased at a meeting of the directors. Each director shall hold office until the next annual meeting of the directors and until his or her successor shall have been elected and qualified, unless removed at a meeting called expressly for that purpose by a vote of the directors then entitled to vote.

Section 3. Regular Meetings.

A regular meeting of the Board of Directors shall be held without other notice than this bylaw. The Board of Directors may provide by resolution the time and place, either within or

without the State of Iowa, for holding additional regular meetings without other notice than such resolution.

Section 4. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the president or any directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Iowa, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice.

Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written notice delivered personally or mailed to each director at his or her business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business 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 of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum.

A majority of the number of directors fixed by this bylaw shall constitute a quorum for transacting business at any meeting of the Board of Directors, but if less than a majority of the number of directors fixed by this bylaw is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

The acts 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. A director shall be considered present at a meeting of the Board of Directors or at a meeting of a committee designated by the Board of Directors, if he or she participates in such meeting by conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other.

Section 7. Vacancies.

Any vacancies occurring in the Board of Directors, and any directorship to be filled if the number of directors is increased, may be filled by the affirmative vote of a majority of the directors then in office, even if less than a quorum of the Board of Directors. A director so elected shall be elected for the unexpired term of his or her predecessor in office, or for the full term of such new directorship.

Section 8. Compensation.

By resolution of the Board of Directors, each director may be paid his or her expenses, if any, for attending each meeting of the Board of Directors, and may be paid a fixed sum for attending each meeting of the Board of Directors or a stated salary as director, or both. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 9. Presumption of Assent.

A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting, before the adjournment thereof, or shall forward such dissent by registered or certified 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 10. Informal Action of Directors.

Any action required to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors or at a meeting of a committee of the Board 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, as the case may be.

Section 11. Committees.

The Board of Directors, from time to time, by resolution adopted by a majority of the full Board of Directors, may appoint from its members, a committee or committees, temporary or permanent, and to the extent permitted by law and these bylaws, may designate the duties, powers and authorities of such committee or committees.

ARTICLE III. OFFICERS

Section 1. Number.

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, and a treasurer, each of who shall be elected by the Board of Directors. Such other officers, assistant officers and acting officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office.

The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at its annual meeting. If the election of officers shall not be

held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal.

Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. 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.

Section 5. President.

The president shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control all of the business and affairs of the corporation. He or she shall, when present, preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation, 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 to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed; and 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.

Section 6. Vice President.

In the absence of the president or in the event of his or her death, 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 designated at the time of their election, or in the absence of any designation, then 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 may sign, with the secretary or an assistant secretary, certificates for shares of the corporation, and shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 7. Secretary.

The secretary shall: (a) keep the minutes of the proceedings of the Board of Directors, in one or more books provided for that purpose; (b) see that all notices are duly given in accordance

with the provisions of these bylaws, or as required by law; (c) be the custodian of the corporate records of the corporation; and (d) perform all duties incident to the office of secretary, and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

Section 8. Treasurer.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties, in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer shall: (a) 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 Bylaw V hereof; and (b) perform all of the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to that person by the President or by the Board of Directors.

Section 9. Salaries.

The salaries of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation.

Section 10. Bonus.

The officers of the corporation may be paid a bonus at the discretion of the Board of Directors in such amount as may be deemed advisable by said Board of Directors.

ARTICLE IV. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, 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.

Section 2. Loans.

No loans shall be contracted on behalf of the corporation; and no evidence of indebtedness shall be issued in the corporation's name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. 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 resolution of the Board of Directors.

Section 4. 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 the Board of Directors may select.

Section 5. Conflicts of Interest.

No contract or other transaction between the corporation and one or more of its Directors or any other corporation, firm, association and entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or her or their votes are counted for such purpose, if any of the following occur:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purposes without counting the vote or consent of such interested director.

B. The contract or transaction is fair and reasonable to the corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE V. FISCAL YEAR

The fiscal year of the corporation shall be as fixed by the Board of Directors. If the Board of Directors fails to specifically designate a different fiscal year, then the fiscal year shall be the calendar year.

ARTICLE VI. REIMBURSEMENT FOR NONDEDUCTIBLE COMPENSATION

Any payments made to an officer of the corporation, such as salary, commission, bonus, interest, rent, entertainment, automobile, or flying expenses, and any and all other miscellaneous items of expense credited or paid to his or her account, or incurred by him or her, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the corporation to the full extent of such disallowance. It shall be the duty of the directors, as a board, to enforce payment of each such amount disallowed. In lieu of payment by the officer subject to the determination of the Board of Directors, he or she may

execute a promissory note to the corporation in the full amount disallowed, and amounts to be mutually agreed upon may be withheld from his or her future compensation payments until the amount owed to the corporation has been recovered.

ARTICLE VII. INDEMNIFICATION

The corporation shall indemnify any director or officer against all expenses and liabilities reasonably incurred by or imposed upon him or her in connection with any proceeding or settlement to which he or she may be made a party, or in which he or she may become involved, by reason of his or her being or having been a director, officer, or employee of the corporation, except in such cases wherein the director or officer is adjudged to be liable for misconduct in the performance of duty; provided that, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other right to which such director or officer may otherwise be entitled.

ARTICLE VIII. VOTING OF SHARES OWNED BY THE CORPORATION

Subject always to the specific directions of the Board of Directors, any share or shares of stock issued by any other corporation and owned or controlled by THE DES MOINES FENCING CLUB, INC., may be voted at any shareholders' meeting of such other corporation by the President of THE DES MOINES FENCING CLUB, INC. if he or she be present, or in his or her absence, by any vice president of THE DES MOINES FENCING CLUB, INC., who may be present. Whenever, in the judgment of the president, or in the president's absence, of any vice president, it is desirable for THE DES MOINES FENCING CLUB, INC., to execute a proxy or give a shareholder's consent in respect to any share or shares of stock issued by any other corporation and owned by THE DES MOINES FENCING CLUB, INC., such proxy or consent shall be executed in the name of THE DES MOINES FENCING CLUB, INC., by the president or one of the vice presidents of THE DES MOINES FENCING CLUB, INC., and shall be attested by the secretary or an assistant secretary of THE DES MOINES FENCING CLUB, INC., without the necessity of any authorization by the Board of Directors. Any person or persons designated in the manner above stated as the proxy or proxies of THE DES MOINES FENCING CLUB, INC. shall have full right, power and authority to vote the share or shares of stock issued by such other corporation and owned by THE DES MOINES FENCING CLUB, INC., the same as such share or shares might be voted by THE DES MOINES FENCING CLUB, INC.

ARTICLE IX. WAIVER OF NOTICE

Whenever any notice is required to be given to any director of the corporation under the provisions of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of Chapter 504, Iowa Code (2005), 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.

ARTICLE X. AMENDMENTS

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board by a majority vote.

ADOPTED this ____ day of _____, 2006

THE DES MOINES FENCING CLUB, INC.

By _____
Steven Behrends, President

ATTEST:

Scott Riemenschneider, Attorney at Law