

BY-LAWS
OF
ROTARY INTERNATIONAL DISTRICT 5890, INC.
(the "Corporation")

ARTICLE I

OFFICES

The principal office of the Corporation shall be located at 5900 Memorial, Ste. 210, Houston, Texas 77007-8008. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation 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 Business Organizations Code. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

DIRECTORS

Section 1. Initial Board of Directors. The number of directors constituting the Board of Directors of the Corporation is three (3), who need not be residents of the State of Texas.

Section 2. Powers of Directors. The Board of Directors shall have the entire management and control of the business of the Corporation. In the management and control of the property, business and affairs of the Corporation, the Board of Directors is hereby vested with all of the powers possessed by the Corporation itself so far as this delegation of authority is not inconsistent with the laws of the State of Texas, with the Certificate of Formation of the Corporation or with these by-laws.

Section 3. Tenure and Number. Each director shall hold office until the next annual meeting of the Board of Directors and until his successor shall have been elected by the Board of Directors and shall have qualified. The initial Board of Directors shall consist of three (3) members, but the number of directors may be increased or decreased by amendment of these by-laws, provided that the number of directors shall not be decreased to less than three (3) directors. All vacancies in the membership of the Board of Directors, including those vacancies which result from an increase in

the number of the Board of Directors, shall be filled by a majority vote of all members of the Board of Directors.

Section 4. Meetings of Directors. The annual meeting of the Board of Directors of the Corporation shall be held at 10:00 a.m. on the second Tuesday of _____ of each year at the registered office of the Corporation. In the event that such annual meeting is omitted by oversight, or otherwise, on the date herein provided, a subsequent meeting may be held in place thereof and any business transacted or elections held at such subsequent meeting shall be as valid as if transacted or held at the annual meeting. Such subsequent meeting shall be called in the same manner as provided for special directors' meetings.

Section 5. Notice of Meetings of Directors. Special meetings of the Board of Directors may be held at any time or place whenever called by the President, Vice President or by two (2) or more directors with three (3) days notice thereof being given by the Secretary or other officer calling the meeting to each director, or such meetings may be held at any time without formal notice provided all of the directors are present or, if not present, have waived notice thereof in writing. Such special meetings shall be held at such time and place as the notice thereof or waiver shall specify.

Any meeting at which every director is present, either in person or by proxy, or of which those not present have waived notice, shall be a legal meeting for the transaction of business, notwithstanding the fact that notice has not been given as hereinabove provided.

Section 6. Quorum of Directors. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time and the same may be held without further notice. When a quorum is present at any meeting, a majority vote of the directors in attendance thereat shall decide any question brought before such meeting in the absence of an express provision to the contrary in these by-laws.

Section 7. Proxy and Voting. Directors may vote at any meeting, either in person or by proxy in writing which shall be filed with the Secretary of the meeting before being voted. Each director shall be entitled to one vote.

Section 8. Removal. Any director may be removed, with or without cause, by the vote of a majority of the members of the Board of Directors, at any annual or special meeting, whenever in the judgment of the Board of Directors the best interests of the Corporation will be served thereby.

Section 9. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

ARTICLE III

OFFICERS

Section 1. Number and Election. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers with such duties as the directors shall designate. The officers shall be elected by affirmative vote of a majority of all members of the Board of Directors at its annual meeting, and each officer shall hold office until the next annual meeting of the Board of Directors and until his successor has been chosen and qualified, or until his death, resignation or removal.

Section 2. President. The President shall be chief executive officer of the Corporation and, unless some other person is thereunto specifically authorized by vote of the Board of Directors, shall sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts, or other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these by-laws, to some other officer or agent of the Corporation. The President shall perform all duties commonly incident to his office and shall perform such other duties as the Board of Directors shall from time to time designate.

Section 3. Vice President. At the request of the President, or in his absence or disability, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of the President.

Section 4. Secretary of the Board of Directors. The Secretary shall keep correct minutes of all meetings of the Board of Directors and shall perform all of the duties commonly incident to his office, and shall perform such other duties and have such other powers as the Board of Directors shall from time to time prescribe.

Section 5. Treasurer. The Treasurer shall have the care and custody of the funds of the Corporation and shall have and exercise under the supervision of the Board of Directors all the powers and duties commonly incident to his office. He shall keep accurate books of account of the Corporation's transactions, which shall be the property of the Corporation, and, together with all its property in his possession, shall be subject at all times to the inspection and control of the Board of Directors.

Section 6. Removal. The directors may at any regular meeting, or at any special meeting called for the purpose, by an affirmative vote of a majority of the members of the Board of Directors, with or without cause, remove any officer, if in their judgment the best interests of the Corporation will be served thereby.

Section 7. Vacancies. Should any office become vacant by reason of death, resignation, removal, disqualification or otherwise, the directors may by a majority vote taken at any meeting choose a successor or successors, as the case may be.

Section 8. Bonds of Officers. The Board of Directors may secure the fidelity of any or all officers by bond or otherwise, in such terms and with such surety or sureties or conditions as shall be required by the Board of Directors.

ARTICLE IV

FISCAL YEAR

The fiscal year of the Corporation shall be such fiscal year as is designated by the Board of Directors.

ARTICLE V

RESIGNATION

Any director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary of the Corporation. The acceptance of a resignation shall not be necessary to make it effective unless expressly provided in the resignation.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, 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 limited to specific instances.

Section 2. Checks, Drafts, Orders, Notes and Other Evidences of Indebtedness. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or Assistant Treasurer and countersigned by the President or Vice President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors.

ARTICLE VIII

AMENDMENT

Any of these by-laws may be altered, amended, or repealed, and new by-laws may be adopted at any annual or special meeting of the Board of Directors by the affirmative vote of a majority of the members of the Board of Directors, provided, however, that three (3) days' written notice of such meeting and the proposed amendment must be given to each director by the Secretary or other officer calling the meeting.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify every Director or officer, his heirs, executors and administrators, against expenses (including attorneys' fees) actually and necessarily incurred by him, as well as any amount paid upon a judgment, in connection with any action, suit or proceeding, civil or criminal, to which he may be made a party by reason of his being or having been a director or officer of the Corporation or, at the request of the Corporation, having been a director or officer of any other corporation of which the Corporation was at such time a shareholder or creditor and from which other corporation he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty to the Corporation. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by its counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled.

Certificate of Secretary

The undersigned, being the Secretary of Rotary International District 5890, Inc. hereby certifies that the foregoing code of by-laws was duly adopted by the directors of said corporation effective on _____, 2006.

In Witness Whereof, I have signed this certificate on this the 11 day of September, 2006.

Jeff Tallas
Jeff Tallas, Secretary