

**BYLAWS OF**  
**Bay Area Aquanauts, Inc. dba AQUASTAR Swimming**  
**(the "*Corporation*")**

**ARTICLE I**  
**PRINCIPAL AND REGISTERED OFFICES**

The principal office of the Corporation in the State of Texas shall be located in the City of Houston, County of Harris. The Corporation may have such other offices, either within or without the State of Texas, 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 in the State of Texas may be, but need not be, identical with the principal office 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 MEMBERS**

2.1 Annual Meeting. The annual meeting of the Members shall be held on the second Monday of April of each year, at the time designated by the Board of Directors, and shall be for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for the annual meeting of the Members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as may be convenient.

2.2 Place of Meeting. Meetings of Members may be held at any place designated in the notice or waiver of notice of the meeting, either within or without the State of Texas. If no designation is so made, meetings of Members shall be held at the principal office of the Corporation.

2.3 Voting of Membership Interests by Certain Holders. Membership interests standing in the name of another corporation may be voted by an officer, agent, or proxy as designated in the bylaws of such corporation, or in the absence of such designation, as the board of directors of such corporation may determine.

(a) Membership interests held by an administrator, executor, guardian, or conservator may be voted by him, either in person or by proxy, without a transfer of such membership interests into his or her name. Membership interests standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote membership interests held by him without transfer of such membership interests into his or her name.

(b) Membership interests standing in the name of a receiver may be voted by such receiver, and membership interests held by or under the control of a receiver may be voted by such receiver without the transfer into his or her name if authority to do so be contained in an appropriate order of the court by which such receiver was appointed.

(c) Membership interests standing in the name of the Corporation or held by it in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding membership interests at any given time.

### **ARTICLE III BOARD OF DIRECTORS**

3.1 General Powers. The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors of the Corporation.

3.2 Number, Tenure and Qualifications. The number of Directors of the Corporation shall be the number of the members of the initial Board of Directors as set forth in the Articles of Incorporation or such other number, not less than one, as may be specified in an amendment to this provision of the Bylaws or by resolution adopted by the Board of Directors. Each Director shall hold office until the next annual meeting of Members or until his or her successor shall have been duly elected and qualified. Any Director or the entire Board of Directors may be removed at any time, with or without cause, by a vote of the holders of a majority of the membership interests then entitled to vote under Article II, or by the consent action of Members as provided in Article XII of these Bylaws. Directors need not be residents of the State of Texas or Members of the Corporation.

3.3 Regular Meetings. Regular meetings of the Board of Directors shall be held, without notice other than this Bylaw, immediately after and at the same place as the annual meeting of Members. By resolution, the Board of Directors may provide the time and place, either within or without the State of Texas, for the holding of additional regular meetings without notice other than such resolution.

3.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any Director. 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 Texas, as the place for holding any special meeting of the Board of Directors called by them.

3.5 Notice. Notice of any special meeting, effective upon delivery in accordance herewith, shall be given at least five days prior thereto by oral or written notice delivered personally, or by written notice mailed to each Director at his or her business address or by facsimile or electronic mail transmission. If mailed, the notice shall be deemed to be delivered three days following its deposit in the United States mail so addressed, with postage thereon prepaid. If notice is given by facsimile or electronic mail, it shall be deemed to be delivered when receipt of the complete transmission is confirmed electronically. Special meetings of Directors may occur with less than five days notice provided such notice is confirmed by all Directors. 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 of such meeting.

3.6 Quorum. A majority of the number of Directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.7 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

3.8 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors, in favor of any member appearing on a list of potential replacement Directors, which list shall be provided and updated from time to time by the Members. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of Members called for that purpose or by the Board of Directors for a term of office continuing only until the next election of one or more Directors by the Members.

3.9 Presumption of Assent. A Director who is present at a meeting of the Board of Directors shall be presumed to have assented to any action taken thereat 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 secretary of the meeting before adjournment thereof or shall forward his or her 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.

## **ARTICLE IV OFFICERS**

4.1 Number. The officers of the Corporation shall be a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers, including a Chairman of the Board, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), and any assistant officers as the Board of Directors may deem necessary may be elected or appointed by the Board of Directors. Up to two offices may be held by the same person, except that the President and Secretary may not be the same person. If any two offices are held by the same person, such person shall be entitled to exercise the rights and duties of each such office as hereinafter set forth. If the holder of two corporate offices is required to sign any corporate documents, instruments, certificates, agreements, or any other documents on the Corporation's behalf, then the signature of such person in any one of his or her capacities shall be sufficient to bind the Corporation.

4.2 Election and Term of Office. The officers of the Corporation shall be elected at the annual meeting of the Board of Directors to be held immediately after, and at the same place as, the annual meeting of the Members. If the election of officers shall not be held at the annual meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his or her death, resignation or removal, or until his or her successor shall have been duly elected and shall have qualified.

4.3 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by 2/3 vote of the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby; provided, however, that the removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.4 Vacancies. A vacancy in any office resulting from death, resignation, removal, disqualification, or otherwise may be filled by majority vote of the Board of Directors for the unexpired portion of the term.

4.5 Chairman of the Board. The Chairman of the Board of Directors, if a Chairman of the Board is elected by the Directors from among the Directors, shall be the chief executive officer of the Corporation and, subject to the Board of Directors, shall in general supervise and control all of the affairs of the Corporation. He or she shall preside at all meetings of the Members and of the Board of Directors.

4.6 President. Subject to the Chairman of the Board, if any, and the Board of Directors itself, the President shall in general supervise and control all of the business and affairs of the Corporation. He or she may sign, with the Secretary or any other proper officer of the Corporation so authorized by the Board of Directors, any 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. In addition, the President may sign, with the Secretary or any Vice President, certificates for membership interests of the Corporation and in general shall perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors and its Chairman, if any.

4.7 Vice-Presidents. In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice-President, if any (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, certificates for membership interests of the Corporation, and shall perform such other duties as from time to time may be assigned to him by the Chairman of the Board of Directors, if any, the President, or by the Board of Directors.

4.8 Secretary. The Secretary shall: (a) keep the minutes of the Members' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records required to be maintained in accordance with Article XII; (d) sign with the President or any Vice-President certificates for membership interests of the Corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (e) have general charge of the stock transfer books of the Corporation; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chairman of the Board of Directors, if any, the President, or by the Board of Directors.

4.9 Treasurer. The Treasurer, if any and if required by the Board of Directors, 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. He or she shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; (c) deposit all such moneys in the name of the Corporation in the banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V, Section 4 of these Bylaws; and (d) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chairman of the Board of Directors, if any, the President, or by the Board of Directors.

4.10 Securities of Other Corporations. The President or any Vice President of the Corporation shall have power and authority to transfer, endorse for transfer, vote, consent or take any other action with respect to any securities of another issuer which may be held or owned by the Corporation and to make, execute, and deliver any waiver, proxy or consent with respect to any such securities and otherwise to exercise any and all rights and powers which the Corporation may possess by reason of its ownership of securities in such other corporation.

**ARTICLE V**  
**CONTRACTS, LOANS, CHECKS AND DEPOSITS**

5.1 Contracts. The Board of Directors may authorize, by resolution, 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. Such authorization may be general or confined to specific instances.

5.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

5.3 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of monies, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer, 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.

5.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select from time to time.

**ARTICLE VI**  
**CERTIFICATES FOR MEMBERSHIP INTERESTS AND THEIR TRANSFER**

6.1 Certificates for Membership Interests. Certificates representing membership interests of the Corporation shall be in the form as shall be determined by the Board of Directors. The certificates shall be signed by the President or a Vice-President and by the Secretary. All certificates for membership interests shall be consecutively numbered or otherwise identified. The name and address of the person to whom the membership interests represented thereby are issued, with the number of membership interests and date of issue, shall be entered on the stock transfer books of the Corporation. All certificates surrendered to the Corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of membership interests shall have been surrendered and canceled, except that in the case of a lost, destroyed, or mutilated certificate, a replacement certificate may be issued therefor upon such terms and indemnity to the Corporation as the Board of Directors may prescribe.

6.2 Transfer of Membership Interests. Transfer of membership interests of the Corporation shall be made only on the stock transfer books of the Corporation, by the holder of record thereof or by the holder's legal representative or its attorney-in-fact authorized by power of attorney, or such other evidence of authority as may be appropriate, duly executed, and filed with the Secretary of the Corporation, and upon surrender for cancellation of the certificate for such membership interests. The person in whose name membership interests stand on the books of the Corporation shall be deemed by the Corporation to be the owner thereof for all purposes. Upon surrender and cancellation of any certificate representing membership interests in the Corporation, the remaining Members shall, by majority vote, designate a person to whom a replacement membership certificate should be issued and, provided such person agrees to assume and properly discharge the responsibilities of a Member of the Corporation, the Board of Directors shall reissue to such person a certificate in replacement of the surrendered and canceled certificate.

**ARTICLE VII**  
**FISCAL YEAR**

The fiscal year of the Corporation shall be the period beginning September 1 and ending the following August 31 of each year.

**ARTICLE VIII  
DISTRIBUTIONS**

The Board of Directors of the Corporation may authorize, and the Corporation may make, distributions from time to time in the manner and upon the terms and conditions provided by law and its Articles of Incorporation; provided, however, that no distribution may be made by the Corporation if, after such a distribution, the Corporation's status as a Non-Profit Organization would be compromised under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE IX**  
**MEMBERSHIP INTEREST DIVIDENDS**

In accordance with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, the Board of Directors of the Corporation may not authorize, and the Corporation may not pay, membership interest dividends to the Members except as may be permitted by said provisions.

**ARTICLE X**  
**AMENDMENTS**

The power to alter, amend, or repeal these Bylaws and to adopt new Bylaws is delegated to the Board of Directors, but any Bylaws so adopted, altered, or amended by the Board of Directors must be ratified by a majority vote of the Members in order to take effect.

**ARTICLE XI**  
**ACTION WITHOUT A MEETING**

11.1 Written Consent of Directors. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action so taken is signed by all the Directors and such action shall have the same force and effect as if it were approved by a unanimous vote at a meeting thereof, duly and regularly called.

11.2 Written Consent of Members. Any action which may be taken, or which is required by law or the Articles of Incorporation or these Bylaws to be taken, at any annual or special meeting of Members may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by (i) all of the Members, or (ii) if a consent by less than all of the Members is expressly authorized in the Corporation's Articles of Incorporation, the holder or holders of membership interests having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interests entitled to vote on the action were present and voted.

11.3 Telephone Conference. Members and/or Directors may participate in and hold a meeting thereof by means of a telephone conference or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in this manner at a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Minutes of any meeting involving participation by telephone conference or similar communications equipment shall be prepared and kept in the same manner as minutes of any other meetings.

**ARTICLE XII**  
**BOOKS AND RECORDS**

The Corporation shall keep books and records including, but not limited to, minutes of the proceedings of its Members and its Board of Directors. The Corporation shall keep at its registered office or principal place of business a record of the original issuance of membership interests issued by the Corporation and a record of each transfer of those membership interests that have been presented to the Corporation for registration or transfer. Such records shall contain the names and addresses of all past and current Members of the Corporation and the number and class of membership interests issued by the Corporation held by each of them.

**ARTICLE XIII**  
**DIRECTORS AND OFFICERS INSURANCE**

13.1 Each person who is or was a director, officer, volunteer or employee of the corporation (including the heirs, executors, administrators, or estate of such person) shall be indemnified by the corporation to the extent permitted by the Texas Nonprofit Corporation Act against any liability, cost, or expense incurred in the capacity as director, officer, or employee, or volunteer, or arising out of the status as a director, officer, or volunteer, or employee (including serving at the request of the corporation as a director, officer, volunteer, employee, or agent of another corporation).

13.2 The corporation may maintain insurance at its expense to protect itself and any such person as listed above against any such liability, cost, or expense.

**I HEREBY CERTIFY**, as Secretary of the Corporation, that the foregoing are the Bylaws of the Corporation, as adopted by written consent of the Board of Directors in lieu of organizational meeting on this the 13th day of November, 2007.

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Keith Dyer, Secretary