

Electronic Darts of Corpus Christi, Inc.

BY-LAWS

BE IT RESOLVED, the following BY-LAWS are to be incorporated into the operation and conduct of Electronic Darts of Corpus Christi, Inc. and shall survive, amend for the life of this organization as incorporated under the laws of the State of Texas.

ARTICLE I

RESOLVED, meetings shall be held from time to time as necessary for the operation and business for the Corporation. A full membership meeting shall be held in December of each year for the purposes of electing Board Members, and officers. This full membership meeting is subject to the terms of election as outlined in the following by-laws or amended and approved documents.

ARTICLE II

RESOLVED, the construction of organization, divisions, and teams as well as administrative personnel shall be constructed as follows:

- A. The Corporation shall consist of three (3) administrative offices; President, Secretary, and Treasurer.
- B. Membership shall be divided into divisions. Each division shall have a designated representative that shall also serve as a Board Member. A division shall consist of eight to ten teams (or as designated in the current Rules of Play).
- C. Teams shall consist of a number of players not to exceed the number as designated in the current Rules of Play.
- D. Sponsors are those businesses which have chosen and been allowed, to serve as host sites for the teams and tournaments.
- E. Board of Directors shall consist of three Officers of the Corporation, a Representative from each division, and two representatives from the participating Sponsors.

ARTICLE III

ELECTION of officers, and Board of Directors shall be held during the Annual meeting in January, and shall follow the guidelines as set forth in this document or subsequent documents as amended. During the General Membership meeting held each December, nominations shall be taken for Officers of the Corporation. Nominations which are accepted and seconded, shall be voted upon by the full membership. Nominations receiving a majority vote are to be elected for the office which they were nominated. Nominations may only be made of those attending the General Membership meeting, unless otherwise directed and approved by the Board of Directors.

Divisional Representatives shall be elected by nomination, seconded and receiving a majority vote from the General Membership. Each divisional representatives shall further serve as a member of the Board of Directors. Divisional Representatives shall be elected at the General Membership meeting to be held each December. Divisional Representatives shall then be appointed to serve as representatives for a Division.

Sponsors shall elect representatives for appointment to the Board of Directors prior to, or during the General Membership meeting held in December of each year and may be done so at their own discretion.

Advisory Committee shall consist of one member from each team who has been elected as Team Captain. Election of Team Captains shall be determined by each team at their discretion.

Other committees shall be formed as needed and approved by the Board of Directors for the normal operations of the Corporation, and for the distribution of responsibility.

ARTICLE IV

BOARD MEETINGS shall be held each month at a time. One hour prior to each monthly board meeting, the Advisory Committee may meet with the Board of Directors to express concerns and address issues related to the Corporation.

A Quorum shall exist if a majority of the Board of Directors are present for each meeting. Voting upon issues related to the operation of the business shall be allowed as long as a quorum is present.

The President shall preside over all board meetings, while Secretary shall be responsible for keeping the minutes of the meeting. Minutes of the previous month's meeting shall be available for viewing at each monthly board meeting.

RESOLVED, that Electronic Darts of Corpus Christi, shall collect dues and fees from Members and sponsors. These fees shall not benefit any individual, however shall be used for the operation, maintenance, and benefit of the Corporation as a whole. As no stock is held, or issued, there will be no distributions to any individuals of profit, or income received by the Corporation.

Fees shall be collected from the membership each year. This annual payment shall be deemed as Membership Fee.

Further membership costs are to include, Membership Dues, which is to be a weekly payment necessary for participation.

Sponsors are to pay a fee to the Corporation for patronage and use of the sponsors facilities by the membership of the Corporation.

Additional fees may be assessed as needed and deemed necessary by the Board of Directors, such as Substitution Fees. This additional fee is to be paid by the member to allow another person to substitute for ~~the~~ member during a match or game.

Be it RESOLVED, the above By-Laws are to be adopted and accepted by the Corporation, and abided by the membership of the Corporation.

ARTICLES OF INCORPORATION

I, the undersigned natural person above the age of twenty-one (21) years of age, a citizen of the State of Texas, acting as incorporator of a non-profit corporation for the purposes as set forth in article 1396-2.01 of the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE ONE

Name

The name of the Corporation is:

Electronic Darts of Corpus Christi, Inc.

ARTICLE TWO

Duration

The period of duration is perpetual.

ARTICLE THREE

Non-profit Corporation

The purpose for which this Corporation is organized are as follows:

1. To act as a non-profit organized corporation, duly organized and complying with the laws of the State of Texas, pursuant to the article 1396-3.02 of the Texas Non-Profit Corporation Act (Volume 3, Vernon's Texas Civil Statutes).

ARTICLE FOUR

Purpose

This Corporation will continue to operate as a non-profit corporation which will support the membership of South Texas residents who wish to participate in electronic dart throwing league. As this organization continues to operate as an amature athletics social club, it will continue to operate under the organizational rules of a non-profit corporation;

2. To own, operate, sell, and lease any and all equipment necessary for the operations of this organization;

3. For the transaction of any and all lawful business for which corporations of this type may be incorporated under this Act above.

ARTICLE FIVE

Registered Agent

The post office address of its initial registered agent is

7610 Northfield
Corpus Chrsi, Texas 78413

and the name of its initial registered agent at such address is, Wendy Hefley.

ARTICLE SIX

Membership

The Corporation shall initially have no members until the first membership meeting to be held on January 10, 1994 at which time membership fees and dues shall be collected from those interested in participating.

ARTICLE SEVEN
Management Affairs

The management affairs of the corporation shall be vested in the Board of Directors and the officers of the Corporation which shall be determined at the annual membership meetings by the voting process as outlined in the Corporate by-laws.

ARTICLE EIGHT
Directors

The number of directors constituting the initial Board of Directors, is three. They shall serve in such capacity until the first annual meeting of the membership of this corporation at which time an election by and between the membership, and those businesses choosing to sponsor this Corporation shall elect three officers whom shall also serve as Directors, additional directors are to be made from Division Coordinators, and the those businesses choosing to sponsor this Corporation shall elect two representative which shall serve as Directors which shall consitute a full board of directors. Until that time, the following shall consitute the board of directors:

James Sarafin	1302 Waldron Road Corpus Christi, Texas 78418-4437
Nancy Schneider	3724 Thornberry Court Corpus Christi, Texas 78415
Wendy Hefley	7610 Northfield Corpus Christi, Texas 78413

ARTICLE NINE
Incorporation

The name and address of the incorporator is:

Wade H. Fjeld
1224 Leopard St.
Corpus Christi, TX 78401

ARTICLE TEN
Disolution

At the time the corporation is to be desolved, all assets shall be disolved and distributed in accordance with article 6.02 (3) of the Texas Non-Profit Corporation Act, and in accordance with the exempt organizations status under Internal Revenue Code section 501 (c) (3), or 501 (c) (7), as to be determined by the Internal Revenue Service.

ARTICLE ELEVEN

Compensation

The members of the Board of Directors shall not be entitled to compensation for their personal services unless otherwise determined by a majority vote of this, or some future, Board of Directors. However Directors are entitled to receive reimbursement for out-of-pocket expenses incurred on behalf of the operations of this corporation provided such expenses are documented and approved by the majority of the Board of Directors.

ARTICLE TWELVE

Conduct

No persons shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a Directors or Office of the Corporation in good faith, if such person exercised or used the same degree of care and skill as a prudent man would have exercised or used in the circumstances in the conduct of his own affairs.

ARTICLE THIRTEEN

Quorum and Voting

Any Directors of the Corporation individually or any firm or association of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he individually, or as a member of such firm or business shall be disclosed prior to said transaction, or contract execution. The relationship existing to by and between a Director and any business, firm, or organization which this Corporation may desire to execute any type of transaction must be disclosed prior to the execution of said transaction. This affiliation, or relationship by and between the Director(s) does not, absence of fraud, invalidate the transaction. Such transactions or management affairs shall be voted on by the Board of Directors unless such activities are determined to be the responsibility of the officers of said Corporation.

ARTICLE FOURTEEN

Indemnification of Directors

The Corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or Officers, or who at the request of the Board of Directors of the Corporation may serve or at any time have served as Board of Directors of the Corporation may serve, or at anytime have served as Directors or Officers of another Corporation in which this Corporation at such time owned or may owned shares of stock of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgements, counsel fees, and amounts paid in settlement (before or after suit or proceeding) in which they or any of them, are made parties or a party, or which may be asserted against them or any of them, by reason on being or having been Directors or Officers of a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such Director or Officer or former Director or Officer or person shall be liable for his/her own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled to under law, by-law, agreement, or vote of membership, or otherwise.

In witness whereof, I have hereunto set my hand this the 6th day of January, 1994.

Wade H. Fjeld
Wade H. Fjeld

The State of Texas }
 }
County of Nueces }

The undersigned authority, a Notary Public in and for Nueces County, Texas hereby certifies that on this the 6 day of January, 1994, personally appeared before me, Wade H. Fjeld the person who signed the foregoing document as incorporator and that the statements therein contained are true.

Denise Pacheco
Notary Public in and for the State
of Texas

GEORGE
Notary Public, State of Texas
My Commission Expires August 6, 1994



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION OF

ELECTRONIC DARTS OF CORPUS CHRISTI, INC.
CHARTER NO. 1297007-01

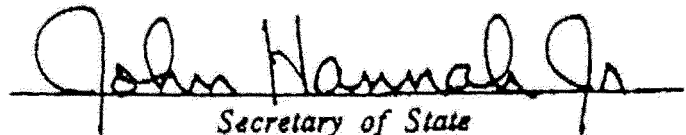
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Incorporation for the above named corporation have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a corporate name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: January 7, 1994




Secretary of State

LSV