

BYLAWS OF KNIGHTS OF CASTLE PARK

(the "Corporation")

BOARD OF DIRECTORS

General Powers

1. The business and affairs of the Corporation will be managed by or under the direction of the Board.

Number, Tenure and Quorum

2. The Board will consist of five members, each of whom will be a natural person. Each Director will hold office until that Director's successor is elected and qualified or until that Director's earlier resignation or removal. Any Director may resign at any time upon notice given in writing or by electronic transmission to the Corporation. In order to transact business at a meeting of the Directors, a quorum of a majority of the total number of Directors eligible to vote will be required. The vote of the majority of the Directors present at a meeting at which a quorum is present will be the act of the Board.

Regular Meetings

3. Regular meetings of the Board will be held Monthly, either within or without the State of Tennessee.

Special Meetings

4. Special meetings of the Board may be called by or at the request of the President or by a majority of the Directors. The person or persons calling that special meeting of the Board may fix any date, time, or place, either within or without the State of Tennessee, to be the date, time, and place for holding that special meeting.

Notice

5. Reasonable written notice of the date, time, and place of a special meeting of the Board will be given prior to the date set for that meeting. The written notice can be given personally, by mail, or by any other manner as permitted by the Tennessee Code Title 48. The notice will be given by the Secretary or one of the persons authorized to call Directors' meetings.

6. If written notice is mailed, correctly addressed to a director's address as provided in the Corporation's current records, the notice will be deemed to have been given to that

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director at the time of mailing. If written notice is sent by private carrier or if the written notice is sent by United States mail, postage prepaid and by registered or certified mail, return receipt requested, the notice will be deemed to have been given to a director on the date shown on the return receipt. Otherwise, notice is effective when received by a director.

7. Notice of any Directors' meeting may be waived by a director before or after the date and time of the meeting. The waiver must be in writing, must be signed by a director, and must be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. The attendance of a director at a meeting of the Board will constitute a waiver of notice of that 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 convened.

Action by Directors Without a Meeting

8. Any action to be taken at any meeting of the Board or of any committee of the Board may be taken without a meeting if all members of the Board or committee consent to it in writing, or

by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board, or committee. This filing will be in paper form if the minutes are maintained in paper form and will be in electronic form if the minutes are maintained in electronic form.

Remote Communication Meetings

9. Remote communication means any electronic communication including conference telephone, video conference, or any other method or forum currently available or developed in the future by which Directors not present in the same physical location may simultaneously communicate with each other.

10. A meeting of the Board may be held by any means of remote communication by which all persons authorized to vote or take other action at the meeting can hear each other during the meeting and each person has a reasonable opportunity to participate. This remote participation in a meeting will constitute presence in person at the meeting.

Vacancies and Newly Created Directorships

11. When vacancies or newly created directorships resulting from any increase in the authorized number of Directors occur, a majority of the Directors then in office, although less than quorum, or a sole remaining Director will have the power to appoint new Directors to fill this vacancy or vacancies.

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Each new Director so chosen will hold office until the next annual meeting of the Board.

12. When one or more Directors resign from the Board and the resignation is to become effective at a future date, a majority of the Directors then in office, including those who have so resigned, will have the power to appoint new Directors to fill this vacancy or vacancies. The appointments of these new Directors will take effect when the resignation or resignations are to become effective, and each new Director so chosen will hold office until the next annual meeting of the Board.

Removal

13. Any Director may be removed, with or without cause, by a majority of the Board then entitled to vote at an election of Directors at a special meeting of the Board called for that purpose.

Organization

14. Meetings of the Board will be presided over by the President, or in the President's absence by a director chosen at the meeting. The Secretary will act as secretary of the meeting, but in the absence of the Secretary, the person presiding at the meeting may appoint any person to act as secretary of the meeting.

Chair of the Board

15. The Chair of the Board, if present, will preside at all meetings of the Board, and exercise and perform any other authorities and duties as may be from time to time delegated by the Board.

Compensation

16. The Board will, by resolution, fix the fees and other compensation for the Directors for their services as Directors, including their services as members of committees of the Board.

Presumption of Assent

17. A Director of the Corporation who is present at a meeting of the Board will be presumed to have assented to an action taken on any corporate matter at the meeting unless:

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- a. The Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting;
- b. The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- c. The Director delivers written notice of the Director's dissent or abstention to the presiding officer of the meeting before the adjournment of the meeting or to the Corporation within a reasonable time after adjournment of the meeting.

18. Any right to dissent or abstain from the action will not apply to a director who voted in favor of that action.

COMMITTEES

Appointment

19. The Board may designate one or more committees, each committee to consist of one or more of the Directors of the Corporation. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

20. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not that member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any absent or disqualified member.

21. The committee or committees, to the extent provided in the resolution of the Board will have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to

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be affixed to all papers which may require it. No such committee will have the power or authority in reference to the following matters:

- a. Adopting, amending, or repealing any Bylaw of the Corporation.

Tenure

22. Each member of a committee will serve at the pleasure of the Board.

Meetings and Notice

23. The method by which Directors' meetings may be called and the notice requirements for these meetings as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Quorum

24. The requirements for a quorum for the Board as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Action Without a Meeting

25. The requirements and procedures for actions without a meeting for the Board as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Resignation and Removal

26. Any member of a committee may be removed at any time, with or without cause, by a resolution adopted by a majority of the full Board. Any member of a committee may resign from the committee at any time by giving written notice to the Chair of the Board of the Corporation, and unless otherwise specified in the notice, the acceptance of this resignation will not be necessary to make it effective.

Vacancies

27. Any vacancy in a committee may be filled by a resolution adopted by a majority of the full Board.

Committee Rules of Procedure

28. A committee will elect a presiding officer from its members and may fix its own rules of procedure provided they are not inconsistent with these Bylaws. A committee will keep regular minutes of its proceedings, and report those minutes to the Board at the first subsequent meeting of the Board.

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OFFICERS

Ownership of Created Content

Any idea, product, content, symbol, emblem, written material, photographs of group activities, fundraising ideas or methods, processes for repair of equipment, materials made for sale by the group or any design on such material shall belong wholly and fully to the corporation (Knights of Castle Park). This applies to all items whether trademarked or not.

My signature indicates my understanding and agreement with this line item.

Appointment of Officers

29. The Officers of the Corporation (individually the "Officer" and collectively the "Officers") will consist of the President, a treasurer (the "Treasurer"), and the Secretary.

30. The Officers will be appointed by the Board at the first meeting of the Directors or as soon after the first meeting of the Directors as possible, if Officers have not already been appointed. Any appointee may hold one or more offices.

Term of Office

31. Each Officer will hold office until a successor is duly appointed and qualified or until the Officer's death or until the Officer resigns or is removed as provided in these Bylaws.

Removal

32. Any Officer or agent appointed by the Board or by the Incorporators may be removed by the Board at any time with or without cause, provided, however, any contractual rights of that person, if any, will not be prejudiced by the removal.

Vacancies

33. The Board may fill a vacancy in any office because of death, resignation, removal,

disqualification, or otherwise.

President

34. Subject to the control and supervisory powers of the Board and its delegates, the powers and duties of the President will be:

- a. To have the general management and supervision, direction, and control of the business and affairs of the Corporation;
- b. To ensure that all orders and resolutions of the Board are effectively carried out;
- c. To maintain records of and certify, whenever necessary, all proceedings of the Board and;
- d. To put the signature of the Corporation to all deeds, conveyances, mortgages, guarantees, leases, obligations, bonds, certificates and other papers and instruments in writing which have been authorized by the Board or which, in the opinion of the President,

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should be executed on behalf of the Corporation; and, subject to the instructions of the Board, to have general charge of the property of the Corporation and to supervise and manage all Officers, agents, and employees of the Corporation; and

- e. To perform all other duties and carry out other responsibilities as determined by the Board.

Treasurer

35. Subject to the control and supervisory powers of the Board and its delegate, the powers and duties of the Treasurer will be:

- a. To keep accurate financial records for the Corporation;
- b. To deposit all money, drafts and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board;
- c. To endorse for deposit all notes, checks, drafts received by the Corporation as instructed by the Board, making proper vouchers for them;
- d. To disburse corporate funds and issue checks and drafts in the name of the Corporation, as instructed by the Board;
- e. To submit to the President and the Board, as requested, an account of all transactions by the Treasurer and the financial condition of the Corporation;
- f. To prepare and submit to the Board annual reports detailing the financial status of the Corporation; and
- g. To perform all other duties and carry out other responsibilities as prescribed by the Board or the President.

Secretary

36. The Secretary will perform the following duties:

- a. Prepare the minutes of the meetings of the Board and keep those minutes in one or more books provided for that purpose;
- b. Authenticate the records of the Corporation as will from time to time be required;
- c. Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

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d. Act as custodian of the corporate records and of the corporate seal, if any, and ensure that the seal of the Corporation, if any, is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; and

e. Perform all duties incidental to the office of Secretary and any other duties as from time to time may be delegated to the Secretary by the President or the Board.

Delegation of Authority

37. The Board reserves the authority to delegate the powers of any Officer to any other Officer or agent, notwithstanding any provision in these Bylaws.

LOANS, CHECKS, DEPOSITS, CONTRACTS

Loans

38. Without authorization by a resolution of the Board, the Corporation is prohibited from making or accepting loans in its name, or issuing evidences of indebtedness in its name. The authorization of the Board for the Corporation to perform these acts can be general or specific.

Checks, Drafts, Notes

39. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation must be signed by a designated Officer or Officers, agent or agents of the Corporation and in a manner as will from time to time be determined by resolution of the Board. Both the Treasurer and the Vice Chairman is to be listed on the "Corporation" Bank account for the deposit of funds and signing of checks. Audits shall be completed annually 2 months prior to the end of the fiscal year, ie, August or at any such time as prescribed by a vote of the board majority. All audits shall be completed by one or two board members who do not have access to deposit or check writing authority.

Deposits

40. All funds of the Corporation not otherwise used will be deposited to the credit of the Corporation in banks, trust companies, or other depositories designated by the Board.

Fiscal Year End

41. The fiscal year end of the Corporation is October 31st.

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Voting Securities Held by the Corporation

42. The President, or another Officer or agent designated by the Board will, with full power and authority attend, act, and vote, on behalf of the Corporation, at any meeting of security holders or interest holders of other corporations or entities in which the Corporation may hold securities or interests. At that meeting, the President or other delegated agent will have and execute all rights and powers incidental to the ownership of the securities or interests that the Corporation holds.

Contracts

43. The Board may give authority to any Officer or agent, to make any contract or execute and deliver any instrument in the name of the Corporation and on its behalf, and that authority may be general or specific.

Loans to Employees and Officers

44. The Corporation may not lend money to, or guaranty any obligation of, or otherwise assist, any Officer or employee of the Corporation or of any subsidiary of the Corporation, including any Officer or employee who is a Director of the Corporation or any subsidiary of the Corporation.

APPENDIX

Glossary

- Bylaws - the purpose of these bylaws (the "Bylaws") is to provide rules governing the internal management of the Corporation.

- Chair of the Board - Once a Board of Directors has been appointed or elected by the Shareholders, the Board will then elect a chairman (the "Chair of the Board"). The Chair of the Board will act to moderate all meetings of the Board of Directors and any other duties and obligations as described in these Bylaws.

- Corporate Officer - A corporate officer (individually the "Officer" and collectively the "Officers") is any individual acting for or on behalf of the Corporation. An Officer of the
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Corporation will usually be appointed to a specific task such as secretary, president, treasurer, or other similar position. One person may hold several offices. The Officers will manage the day-to-day operations of the Corporation and report to the Board of Directors.

- Principal Executive Office - The Principal Executive Office for the Corporation is where the President of the Corporation has an office.

- Principal Office - The Principal Office of the Corporation is the address designated in the Annual report where the executive offices of the Corporation are located.

- Principal Place of Business - The Principal Place of Business is the address at which the Corporation conducts its primary business.

- Registered Office - The Registered Office is the physical street address within the state where the registered agent can be contacted during normal business hours for service of process.

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