

**BYLAWS
OF
10 KLICKS OUTDOORS, INC.**

ARTICLE I

PURPOSE AND OFFICES

SECTION 1.1. PURPOSE. The Corporation shall be operated as a not for profit organization as permitted by Section 501(c)(3) of Internal Revenue Code to promote the common good and general welfare of the public by providing military service members and veterans with support and assistance through recreational activities, sporting events, rehabilitation, and education.

SECTION 1.2. OFFICES. The Corporation shall at all times maintain a registered office in the State of Georgia and a registered agent at that address, but may have other offices located within or without the State of Georgia as the Board of Directors shall determine.

ARTICLE II

EXECUTIVE COMMITTEE

SECTION 2.1. GENERAL POWERS. The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

SECTION 2.2. NUMBER AND TERM OF OFFICE. The number of directors shall initially be six (6). This number may be changed from time to time by the directors as may be designated from time to time by resolution of a majority of the entire Board of Directors.

SECTION 2.3. VACANCIES. The Directors may (1) fill the place of any director which may become vacant prior to the expiration of the director's term, such appointment by the directors to continue until the expiration of the term of the director whose place has become vacant, or (2) fill any directorship created by reason of an increase in the number of directors, such appointment by the directors to continue for a term of office of one year, and until their successors have been elected.

SECTION 2.4. REMOVAL. Any director may be removed from office with or without cause by the affirmative vote of a majority of the directors entitled to vote at any special meeting of directors called for that purpose.

SECTION 2.5. PLACE OF MEETING. The Board of Directors may hold their meetings and keep the books of the Corporation either within the State of Georgia, at such place or places as they may from time to time determine by resolution or by written consent of all the directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment pursuant to which each participant at the meeting can hear the other.

SECTION 2.6. REGULAR MEETINGS. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of

the Board of Directors. Notice of every resolution of the Board of Directors fixing or changing the time or place for the holding of regular meetings of the Board of Directors shall be mailed to each director at least three (3) days prior to the first meeting held pursuant to such resolution. The Board of Directors may transact any business that comes before it. Any additional business may be transacted at any regular meeting of the Board of Directors.

SECTION 2.7. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held whenever called by any two directors or by the President. The Secretary shall give notice of each special meeting of the Board of Directors, which notice shall specify the time and place of the meeting, at least two (2) days prior to the meeting by personal delivery, telex, telecopy, or cablegram; but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every director shall be present, even though without notice, any business may be transacted and any director may, in writing, waive notice of the time, place and objectives of any special meeting.

SECITON 2.8. QUORUM. A majority of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these bylaws. All resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of a majority of the directors present at the meeting. Once a quorum has been established at any meeting, it shall not cease to exist because any directors leave said meeting.

SECTION 2.9. ACTION IN LIEU OF MEETING. Any action to be taken at a meeting of the directors, or any action that may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds majority of the directors and any further requirements of law pertaining to such consents have been complied with.

SECTION 2.10. COMPENSATION OF DIRECTORS. Directors shall not receive any stated salary for their services as such, but each director shall be entitled to receive from the Corporation, by resolution of the Board of Directors, reimbursement of the reasonable expenses incurred by him in attending any regular or special meeting of the Board or of any committee and such reimbursement and compensation shall be payable whether or not a meeting is adjourned because of the absence of a quorum. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

SECTION 2.11. EXECUTIVE COMMITTEE. The Board of Directors may designate two or more of its members to constitute an Executive Committee. To the extent determined by the Board,

the Executive Committee has the authority of the Board in the management of the business of the Corporation. The Executive Committee shall act only in the interval between meetings of the Board and at all times is subject to the control and direction of the Board.

SECTION 2.12. ADVISORY COMMITTEE. The Board of Directors may form Advisory Committees composed of two or more individuals, who need not be directors of the Corporation, to provide for community representation, to obtain advice concerning the management and conduct of the affairs of the Corporation, or for any other purpose or purposes the Board of Directors deems necessary. The formation, composition, function, and existence of the Advisory Committees shall be determined by the Board of Directors.

SECTION 2.13. OTHER COMMITTEE. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to at least consist of two or more of the directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise such powers as may be assigned to them. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

SECTION 2.14. EX OFFICIO MEMBERS. In addition to the Directors described in 2.2, the Board of Directors may consist of not more than twenty-five (25) Ex Officio Members, who shall be elected by the Board of Directors and who shall have all the rights, privileges, duties, liabilities and authority conferred upon the members of the Board of Directors, except voting privileges. Attendance at meetings of the Board of Directors by Ex Officio Members shall not be counted in determining the existence or lack thereof of a quorum necessary for the transaction of the Corporation's business.

ARTICLE III

OFFICERS

SECTION 3.1. ELECTION, TENURE AND COMPENSATION. The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer who shall be elected by the Board of Directors, and such other officers, including a Chairman of the Board, one or more Vice Presidents and one or more assistants to the foregoing officers as may be elected by the Board of Directors or appointed as provided in these bylaws. The officers shall be elected or appointed at the annual meeting of the Board of Directors to serve a term of one (1) year, or such other term as provided by resolution of the Board of Directors or the appointment to office. Each officer shall serve for the term of office of which he or she is elected or appointed and until his or her successor has been elected or appointed and has qualified or his or her earlier resignation, removal from office, or death. Officers need not be members of the Board of Directors. Any two or more of the above offices may be held by the same person. The compensation or salary paid all officers of the Corporation shall be fixed by resolutions adopted by the Board of Directors.

SECTION 3.2. REMOVAL. Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation shall be subject to

removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers, agents and employees shall hold office at the discretion of the Board of Directors.

SECTION 3.3. POWERS AND DUTIES OF THE CHAIRMAN OF THE BOARD. The Chairman of the Board shall preside at all meetings of the Board of Directors unless the Board of Directors shall, by a majority vote of a quorum thereof, elect a chairman other than the Chairman of the Board to preside at meetings of the Board of Directors. He or she may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation; and he or she shall be ex-officio a member of all standing committees.

SECTION 3.4. POWERS AND DUTIES OF THE PRESIDENT. The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties. The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. He or she shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be ex-officio a member of all standing committees. He or she shall do and perform such other duties as may, from time to time, be assigned to him or her by the Board of Directors. In the event that the Board of Directors does not take affirmative action to fill the office of Chairman of the Board, the President shall assume and perform all powers and duties given to the Chairman of the Board by these bylaws.

SECTION 3.5. POWERS AND DUTIES OF THE VICE PRESIDENT. The Board of Directors may appoint a Vice President or more than one Vice President. Any Vice President (unless otherwise provided by resolution of the Executive Committee) may sign and execute all authorized bonds, contracts, or other obligation in the name of the Corporation. Each Vice President shall have such other powers and shall perform such other duties as may be assigned to him or her by the Board of Directors or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by any Vice President, and the taking of any action by any such Vice President in place of the President shall be conclusive evidence of the absence or disability of the President.

SECTION 3.6. SECRETARY. The Secretary shall give, or cause to be given, notice of all meetings of directors and all other notices required by law or by these bylaws, and in case of his or her absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors upon whose written request the meeting is called as provided in these bylaws. The Secretary shall record all the proceedings of the meetings of directors in books provided for the purpose, and he or she shall perform such other duties as may be assigned to him or her by the directors or the President. He or she shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Executive Committee or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of secretary of a corporation, subject to the direction and control of the Board of Directors and the President.

SECTION 3.7. TREASURER. The Treasurer shall have custody of all the funds and securities of the Corporation, and he or she shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He or she shall deposit all moneys and other valuables in the

name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He or she shall render to the President and the Board of Directors whenever either of them so requests, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform all the duties generally incident to the office of the treasurer of a corporation, subject to the direction and control of the Board of Directors and the President.

SECTION 3.8. ASSISTANT SECRETARY. The Board of Directors may appoint an Assistant Secretary or more than one Assistant Secretary. Each Assistant Secretary shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Secretary in the absence or disability of the Secretary and shall have such other powers and shall perform such other duties as may be assigned to him or her by the Executive Committee or the President. In case of the absence or disability of the Secretary, the duties of the office shall be performed by any such Assistant Secretary, and the taking of any action by any such Assistant Secretary in place of the Secretary shall be conclusive evidence of the absence or disability of the Secretary.

SECTION 3.9. ASSISTANT TREASURER. The Board of Directors may appoint an Assistant Treasurer or more than one Assistant Treasurer. Each Assistant Treasurer shall (except as otherwise provided by resolution of the Executive Committee) have power to perform all duties of the Treasurer in the absence or disability of the Treasurer and shall have such other powers and shall perform such other duties as may be assigned to him by the Executive Committee or the President. In case of the absence or disability of the Treasurer, the duties of the office shall be performed by any Assistant Treasurer, and the taking of any action by any such Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.

SECTION 3.10. 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 3.11. SPECIAL POWERS. Any officer may be vested by the Board of Directors with any power and charged with any duty not contrary to law or inconsistent with these bylaws.

SECTION 3.12. NO LOANS TO OFFICERS. The Corporation shall not lend any of its assets to any officers of the Corporation. If any such loan be made, the officers and members of the Board of Directors who make such loans or assent thereto shall be jointly and severally liable for repayment or return thereof.

ARTICLE VI

EMPLOYEES

SECTION 4.1. EMPLOYEES. The Corporation may employ employees as deemed necessary by its Board of Directors.

ARTICLE V

CORPORATE SEAL

SECTION 5.1. **SEAL.** The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, or in the event the Executive Committee shall not have determined to adopt a corporate seal, the signature of the Corporation followed by the word “Seal” enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by him or her or by his or her assistants on appropriate papers.

ARTICLE VI

BANK ACCOUNTS AND LOANS

SECTION 6.1. **BANK ACCOUNTS.** Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Executive Committee and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Corporation, and made or signed by such offices or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents to designed by the Board of Directors, until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer or the Corporation.

SECTION 6.2. **LOANS.** Such officers or agents of this Corporation as from time to time shall be designated by the Board of Directors shall have authority to elect loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms, or persons as the Board of Directors shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial papers and

evidences of debt at any time held by the Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances, and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

ARTICLE VII

MISCELLANEOUS PROVISIONS

SECTION 7.1. **FISCAL YEAR.** The fiscal year of the Corporation shall end on the last day of December of each year.

SECTION 7.1. **NOTICES.** Whenever, under the provisions of these bylaws, notice is required to be given to any director or officer, it shall not be construed to require personal notice, but such notice may be given in writing, by mail, by depositing the same in a post office or letter box, in a prepaid envelope, addressed to each director or officer at such address as appears on the books of the Corporation, or in default of any other address, to such director or officer at the general post office in the City of Rome, Georgia, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any director, or officer, may waive any notice required to be given under these bylaws.

ARTICLE VIII

AMENDMENTS

SECTION 8.1. **AMENDMENTS.** The Board of Directors shall have the powers and authority to amend, alter or repeal these bylaws or any provision thereof, and may from time to time adopt additional bylaws.

ARTICLE IX

INDEMNIFICATION

SECTION 9.1. **INDEMNIFICATION.** Each person who is or was a director, officer, committee member, employee or agent of the Corporation, and each person who is or was a director, officer, committee member, employee or agent of the Corporation who at the request of the

Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation, and entitled to advancement of expenses of litigation, to the fullest extent permitted under the Georgia Nonprofit Corporation Code against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the Corporation under the Georgia Nonprofit Corporation Code and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his or her being or having been a director or officer of this Corporation or of such other enterprise. Such indemnification shall be made only in accordance with the Georgia Nonprofit Corporation Code and subject to the conditions thereof. As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the Corporation and at the expense of the Corporation. The Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the Georgia Nonprofit Corporation Code. If any expenses or other amounts are paid by way of indemnification other than by court order or by an insurance carrier, the Corporation shall provide notice to such payment to the members in accordance with Section 7.2 of these bylaws.

ARTICLE X

DISSOLUTION

SECTION 10.1. DISSOLUTION. The dissolution of the Corporation may be authorized at a meeting of the Board of Directors upon the adoption of a resolution to dissolve by the vote of a majority of the Directors in accordance with the Articles of Incorporation.

ARTICLE XI

GIFTS

SECTION 11.1. GIFTS. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the purposes of the Corporation as stated in its Articles of Incorporation.

ARTICLE XII

BOOKS AND RECORDS

SECTION 12.1. BOOKS AND RECORDS. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of all proceedings.