

BYLAWS
OF
McKINNEY LIONS FOOTBALL CLUB, INC.

ARTICLE I: THE CORPORATION

Section 1.1 Name. The name of the corporation is McKinney Lions Football Club, Inc. The Corporation is organized as a non-profit corporation under the provisions of the Texas Non-Profit Corporation Act, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 1.2 Purpose. The Corporation's operations shall be confined exclusively to the charitable and educational purposes set forth in the Articles of Incorporation of this Corporation. No part of the funds or property of this Corporation shall inure to the benefit of any officer or director or member of the Corporation upon dissolution.

Section 1.3 Members. The Corporation shall have no voting members. The Corporation shall have non-voting members at the discretion of the Board of Directors of the Corporation. Any action which would otherwise require approval by the members shall require only approval of the Board of Directors.

ARTICLE II: BOARD OF DIRECTORS

Section 2.1 Number; Quorum. The number of Directors, excluding ex-officio Directors, shall be five. A majority of non ex-officio Directors (hereinafter "Directors") must be present in person (not by proxy) to constitute a quorum at any meeting of Directors. Directors may vote by proxy.

Section 2.2 Ex-Officio Directors. The following two persons shall be ex-officio Directors of the Corporation: (i) the Superintendent of McKinney Independent School District and (ii) the Principal of McKinney High School. The Corporation shall take no action of which either ex-officio Director disapproves.

Section 2.3 Term; Election. By lot, the initial Directors shall designate three Directors to serve one year terms, and two Directors to serve two year terms. Thereafter, the term of each Director shall be two years, resulting in a staggered Board of Directors. The terms expiring in any given year shall expire at the end of the regular meeting of the Directors held in February of that year (or if no meeting is held in such month, the first meeting held thereafter). Elections for successor Directors shall be held at such meeting, and all Directors shall be entitled to vote during the election for successor Directors.

Section 2.4 Duties. The Directors shall have general supervision of all of the affairs of the Corporation and, in particular, shall have responsibility for the designation of the use of funds or other assets delivered to it. Any gift, grant, or conveyance to the Corporation may be accepted by the Directors (unless such gift, grant or conveyance is conditional, and all such conditional gifts must be expressly approved by the Directors at a duly noticed and quorumed Directors' meeting.)

Section 2.5 Regular Meetings. A regular meeting of the Board of Directors shall be held without notice, other than the notice given by this Bylaw, annually at 6:30 PM local time on the third Monday in February. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without notice other than such resolution.

Section 2.6 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President of the Corporation or any two Directors. The person or persons requesting a special meeting may fix the date and time of such meeting and such meeting shall be held at the principal office of the Corporation, unless another place is designated by the President.

Section 2.7 Notice. Notice of any special meeting shall be given at least three (3) days previous thereto by written notice delivered personally or mailed to each Director at the last known business address as set out in the records of the Corporation. If mailed, such notice shall be deemed to be delivered two days after the same is deposited in the United States certified mail, properly addressed, postage prepaid, and return receipt requested.

Section 2.8 Removal. A non ex-officio Director may be removed at any time and for any reason or no reason by formal action of the Board of Directors at a duly noticed and quorumed Directors' meeting.

ARTICLE III: OFFICERS

Section 3.1 Number. The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof, if any, to be determined by the Board of Directors), a Treasurer, and a Secretary, and such assistant treasurers, assistant secretaries or other officers as may be elected by the Board of Directors from time to time. Any two or more offices may be held by the same person, except the President and Secretary shall not be the same person.

Section 3.2 Appointment and Term of Office. All officers of the Corporation shall be elected annually by the Board of Directors at the same meeting at which Directors are elected. A vacancy in any office may be filled by the majority vote of those Directors present at any duly noticed and quorumed meeting of the Board of Directors.

Section 3.3 Duties. The officers of the Corporation shall perform such duties as may be prescribed by the Board of Directors, and shall perform such other duties as are customarily performed by persons holding such offices, insofar as such duties are consistent with their duties as prescribed by the Directors.

Section 3.4 Removal. Any one or more of the officers of the Corporation may be removed at any duly noticed and quorumed regular or special meeting of the Board of Directors by resolution adopted by a majority of the Directors present, and the Directors at such meeting or at any Directors' meeting held thereafter may elect such officers' successors.

ARTICLE IV: SEAL

The Corporation may have a seal at the discretion of the Board of Directors but the imprint of a seal shall not be required to evidence acts of the Corporation.

ARTICLE V: MATTERS NOT COVERED BY BYLAWS AND ARTICLES OF INCORPORATION

The Provisions of the Texas Non-Profit Corporation Act, Article 1396 of the Texas Revised Statutes, shall apply to all matters not specifically mentioned in the Articles of Incorporation or in the Bylaws of this Corporation, insofar as said provisions are not inconsistent with the Articles of Incorporation and these Bylaws. The Corporation shall take no action inconsistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time, and the regulations promulgated thereunder.

ARTICLE VI: DIRECTORS' CONSENT

Any action required or permitted to be taken by the Board of Directors under these Bylaws or applicable law may be taken (i) by the unanimous written consent of all of the non-ex officio Directors of the Corporation in lieu of a Director's meeting and (ii) by telephone conference so long as (a) all Directors were duly notified of the conference (b) at least a quorum of Directors are present by telephone at such conference, and (c) all Directors present at such conference can hear each other.

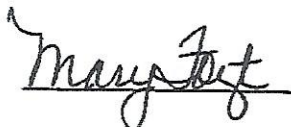
ARTICLE VII: AMENDMENT OF BYLAWS

These Bylaws may be amended only by a vote of a majority of the non ex-officio Directors of the Corporation then in office at a duly noticed and quorumed Directors meeting.

SECRETARY'S CERTIFICATE

I, the undersigned, the duly elected and acting Secretary of McKinney High School Football Booster Club, Inc. (the "Corporation"), a Texas non-profit corporation, do hereby certify that the foregoing Bylaws are the Bylaws of the Corporation, as duly adopted by the Board of Directors of the Corporation effective the 8th day of April, 2004.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of such date.

 , Secretary of McKinney Lions Football Club, Inc.

McKINNEY LIONS FOOTBALL CLUB, INC.

CONSENT OF DIRECTORS

The undersigned, being all of the non ex-officio Directors of McKinney Lions Football Club, Inc. (the "Corporation") a Texas non-profit corporation, acting by written consent in lieu of an organizational meeting pursuant to the provisions Article 9.10 of the Texas Non-Profit Corporation Act, do hereby take the following action and adopt the following resolutions:

The Directors have been informed that the Articles of Incorporation of the Corporation have been filed, that the Certificate of Incorporation has been issued, and that the Corporation's corporate existence began on April 8, 2004.

The Board of Directors hereby adopts the Bylaws of McKinney Lions Football Club, Inc., a copy of which is to be certified by the Secretary of the Corporation and filed in the corporate minute book.

The Board of Directors elects the following named persons to serve as officers of the Corporation until their successors have been elected and qualified, and subject to the provisions of the Bylaws, each such officer to have and perform such duties as may be from time to time prescribed by the Board of Directors.

Joe Martin, Jr., President

Jimmy Keith, Vice President

Mary Foyt, Secretary

Judy Cooley, Treasurer

The Board of Directors authorizes and ratifies the opening a bank account in the name of and on behalf of the Corporation, and adopts resolutions for such purpose, copies of which shall be kept in the corporate minute book. The signatures of any two officers of the Corporation shall be required on all checks drawn on this account.

The Board of Directors adopts the following resolutions:

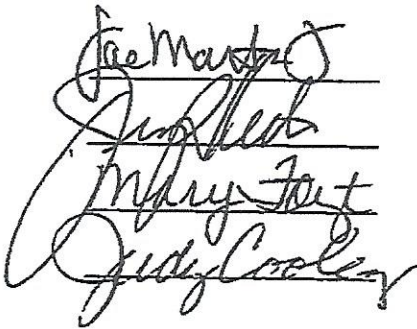
1. RESOLVED, that the fiscal year of the Corporation shall be chosen by the Treasurer.
2. RESOLVED, that the officers of the Corporation are hereby authorized and directed to take whatever steps they deem necessary or desirable to file an "Application for Recognition of Exemption under Section 501 (c)(3) of the Internal Revenue Code" with the Internal Revenue Service, and to report to the Corporation's Board of Directors on all progress made on such Application.
3. RESOLVED, that the officers of the Corporation are hereby authorized and directed to contact the Texas Comptroller of Public Accounts for the following purposes: (i) to establish a Texas tax identification number for the Corporation; (ii) to apply for

exemptions from the Texas franchise tax; and (iii) to apply for exemptions from the Texas sales tax for certain qualifying items which shall be purchased by the Corporation from time to time.

4. RESOLVED, that the officers of the Corporation are hereby authorized and directed to obtain a copy of the Booster Club Guidelines issued by the University Interscholastic League, Division of Continuing Education, The University of Texas at Austin and to take appropriate steps to ensure that the Corporation shall conduct its business in a manner consistent with such Booster Club Guidelines.
5. RESOLVED, that the officers of the Corporation are hereby authorized and directed to commence the business of the Corporation.

This Consent of Directors may be executed in counterparts, each of which shall be effective and all of which, when taken together, shall constitute one and the same original.

DATED and EFFECTIVE the 8th day of April, 2004.



President

Vice-President

Secretary

Treasurer