

BYLAWS OF
TYLER MILLIKEN FOUNDATION

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BYLAWS
OF
TYLER MILLIKEN FOUNDATION

a Texas non-profit corporation

ARTICLE I
BOARD OF DIRECTORS

Section 1. Powers, Number and Term of Office. The property and affairs of the corporation shall be managed and controlled by the Board of Directors. Subject to the restrictions imposed by law, by the Articles of Incorporation or by these Bylaws, the Board shall exercise all of the powers of the corporation. The number of Directors which shall constitute the Board shall consist of not less than three (3) and not more than nine (9) members.

The number of Directors may from time to time be increased or decreased by vote of the Directors in office at the time, provided that the number of Directors shall not be decreased to less than three (3) and that no decrease shall effect a shortening of the term of any incumbent Director.

Except as otherwise provided herein, each position on the Board of Directors shall be filled by election at each annual meeting of Directors. Unless removed in accordance with these Bylaws, each Director shall hold office until the next Annual Meeting of the Directors, or until his/her successor shall have been duly elected and qualified. Nothing herein shall prevent the reelection of any Director.

Any Director may be removed from office, with or without cause, by a vote of the Directors of the corporation attending any Regular or Special Meeting of the Board. Any vacancy occurring in the Board of Directors, whether by increase in the number of Directors or otherwise, shall be filled by the affirmative vote of a majority of the Directors then in office though less than a quorum of the Board of Directors.

Section 2. Meetings of Directors. The Directors may hold their meetings, have an office and keep the books of the corporation at such place or places in the State of Texas, or outside the State of Texas, as the Board of Directors may from time to time determine; provided, however, in the absence of any such determination, such meetings shall be held, an office maintained, and books kept at the registered office of the corporation in the State of Texas.

Section 3. Annual Meeting. An Annual Meeting of the Board of Directors shall be held at the office of the corporation or at such other place in the State of Texas as may be designated by the Board of Directors, on such date and at such time in September or October of each year as

may be determined by the Board, for the purposes of (1) electing Directors and Officers for the ensuing year, and (2) transacting such other business as may be brought before such meeting; provided, however, that at least five (5) days' prior notice of the time and place for such meeting shall be given to each Director in the manner provided in these Bylaws.

Section 4. Regular Meetings. Regular Meetings of the Board of Directors shall be held at such time and places as shall be designated, from time to time, by resolution of the Board of Directors. Notice of any Regular Meeting shall not be required.

Section 5. Special Meetings. Special Meetings of the Board of Directors shall be held whenever called by the President or a majority of the Directors then in office.

The Secretary shall cause notice of each Special Meeting to be given to each Director in the manner provided in these Bylaws at least two (2) days before the meeting. Unless otherwise indicated in the notice thereof or in these Bylaws, any and all matters pertaining to the purposes of the corporation may be considered and acted upon at a Special Meeting. At any meeting at which all Directors shall be present, in person or by proxy, any matter pertaining to the purposes of the corporation may be considered and acted upon even though no notice of the meeting was given.

Section 6. Quorum. A majority of the Directors if present in person or by proxy at any meeting of the Board of Directors shall constitute a quorum. If at any meeting of the Board of Directors there be less than a quorum present, a majority of those present may reschedule the meeting for a later date. The act of a majority of the Directors present in person or by proxy at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

Section 7. Action Without a Meeting of Directors or Committees. Any action which may be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Directors, or all of the members of the committee, as the case may be. Alternatively, any meeting may be held by means of a telephone conference call to the extent allowed by applicable law.

Section 8. Proxies. A Director may vote in person or by a written proxy executed by the Director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

Section 9. Compensation of Directors. Directors shall not receive any salary or compensation for their services as such, provided that nothing contained herein shall be construed to preclude any such person from serving the corporation in any other capacity or receiving compensation therefor.

ARTICLE II OFFICERS

Section 1. Number. The principal officers of the corporation shall consist of the President and the Secretary and such other officers and assistant officers and agents as may be deemed necessary and elected or appointed by the Board of Directors, or chosen in such other manner as may be prescribed by these Bylaws, at such time and in such manner and for such terms as the Board of Directors may prescribe. Any two or more offices may be held by the same person, except that the offices of President and Secretary must be held by different persons.

Section 2. General Duties. All officers and agents of the corporation, as between themselves and the corporation, shall have such authority, perform such duties and manage the corporation as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

Section 3. Election. Term of Office and Qualifications. The officers shall be chosen annually by the Board of Directors at its annual meeting, or as soon after such annual meeting as may conveniently be possible. Each officer shall hold office until his successor is chosen and qualified, until his or her death, until he or she shall have resigned, or until he or she shall have been removed.

Section 4. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed (with or without cause) by the Board of Directors whenever in its judgment the best interests of the corporation will be served by such removal.

Section 5. Vacancies. Any vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office.

Section 6. The President. The President, who need not be chosen from among the directors, shall have active, executive management of the operations of the corporation, subject, however, to the control of the Board of Directors. He shall, in general, perform all duties incident to the office of President and such other duties as from time to time may be assigned to him by the Board of Directors.

Section 7. The Vice President. Each Vice President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to him. At the request of the President, any Vice President may temporarily act in his place. In the case of the death of the President, or in the case of his absence or inability to act without having designated a Vice President to act temporarily in his place, the Vice President or Vice Presidents to perform the duties of the President shall be designated by the Board of Directors.

Section 8. The Secretary. The Secretary shall keep or cause to be kept in books

provided for that purpose, minutes of the meetings of the Board of Directors; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records; and, in general, shall perform all duties incident to the office of the Secretary and such other duties as may from time to time be assigned to him by the Board of Directors or by the President.

Section 9. The Treasurer. The Treasurer shall be the principal financial officer of the corporation; shall have charge and custody of and be responsible for all funds of the corporation and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; shall receive and give receipts for moneys due and payable to the corporation from any source; and, in general, shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors or by the President. The Treasurer shall render to the President and the Board of Directors, whenever the same shall be required, an account of all his transactions as Treasurer and of the financial condition of the corporation. He shall, if required to do so by the Board of Directors, give the corporation a bond in such amount and with such surety or sureties as may be ordered by the Board of Directors, for the faithful performance of the duties of his office and for the restoration to the corporation, in the case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

Section 10. Assistant Officers. The Board of Directors may appoint one or more Assistant Secretaries and one or more Assistant Treasurers. Each Assistant Secretary and each Assistant Treasurer shall hold office for such period as the Board of Directors may prescribe. Any Assistant Secretary may perform any of the duties or exercise any of the powers of the Secretary or otherwise as occasion may require in the administration of the business and affairs of the corporation, and any Assistant Treasurer may perform any of the duties or exercise any of the powers of the Treasurer at the request or in the absence or disability of the Treasurer or otherwise as occasion may require in the administration of the business and affairs of the corporation. Each Assistant Secretary and each Assistant Treasurer shall perform such other duties and/or exercise such other powers, if any, as the Board of Directors shall prescribe. To establish the authority of an Assistant Secretary or an Assistant Treasurer to take any action on behalf of the corporation in place of the Secretary or the Treasurer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of, the Secretary or Treasurer or any other Assistant Secretary or Assistant Treasurer, respectively.

Section 11. Salaries. Officers shall not receive any salary or compensation for their services as such, provided that nothing contained herein shall be construed to preclude any such person from serving the corporation in any other capacity or receiving compensation therefor.

ARTICLE III MISCELLANEOUS PROVISIONS

Section 1. Indemnification. The corporation shall indemnify and advance expenses to all directors officers, of the corporation to the maximum extent allowed by the Texas Non-

Profit Corporation Act and other applicable law. If the Texas Non-Profit Corporation Act, the Texas Miscellaneous Corporation Laws Act, or other applicable law is amended after adoption of this provision of the bylaws by the board of directors to authorize corporate action further expanding the corporation's power to indemnify, then the corporation shall be and hereby is authorized to indemnify the persons named above to the fullest extent permitted by the Texas Non-Profit Corporation Act, the Texas Miscellaneous Corporation Laws Act, or other applicable law, as so amended.

Section 2. Fiscal Year. The fiscal year of the corporation shall be on a calendar year basis.

Section 3. Notice and Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of these Bylaws, such notice shall be deemed to be sufficient if given in person, by telegraph or telephone or by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his/her post office address, as it appears on the books of the corporation, and such notice shall be deemed to have been given on the day of such mailing. A waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 4. Resignations. Any Director or Officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt by the Chairman or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5. Depositories. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time designate, upon such terms and conditions as shall be fixed by the Board of Directors. The Board of Directors may from time to time authorize the opening and keeping, with any such depository as it may designate, of general and special bank accounts, and may make such special rules and regulations with respect thereto as it may deem expedient and consistent with the provisions of these Bylaws.

Section 6. Endowment Funds. The Board of Directors may from time to time authorize the segregation of the charitable assets of the corporation into two or more endowment funds, which may be designated by the donor of any gift or bequest to the corporation. The source of any charitable distribution by the corporation shall be designated as the endowment fund from which such distribution is made.

Section 7. Special Provisions. Any other provisions of this instrument notwithstanding, the corporation shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Any other provisions of this instrument notwithstanding, the Board of Directors, officers, employees or any other person or entity acting on behalf of the corporation will not engage in

any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor make any investments in a manner as to incur tax liability under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; nor make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV AMENDMENTS

These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the members of the Board of Directors present in person or by proxy at any Regular Meeting, or at any Special Meeting if notice of the proposed amendment by contained in the notice of said Special Meeting.

**UNANIMOUS ORGANIZATIONAL CONSENT OF
THE BOARD OF DIRECTORS OF
TYLER MILLIKEN FOUNDATION**

The undersigned, being all of the members of the Board of Directors named in the Articles of Incorporation of The Tyler Milliken Foundation, a Texas non-profit corporation (the "Corporation"), do hereby waive the requirements of holding an organizational meeting of the Board of Directors of the Corporation and do hereby unanimously consent to the adoption by the Board of Directors of the Corporation of the following resolutions:

RESOLVED, that the form of Bylaws heretofore submitted to each of the undersigned be and it hereby is adopted as and for the Bylaws of the Corporation, and the Secretary be and he hereby is instructed to cause the same to be inserted in the Minute Book of the Corporation.

RESOLVED, FURTHER, that the following persons be and they hereby are elected to serve, subject to the Bylaws, as officers of the Corporation in the capacities indicated:

Mark Milliken	Officer
Terry Nehls	Officer
Stephen Ellison	Officer

RESOLVED, FURTHER, that any and all actions taken in good faith by the officers and directors of the Corporation prior to the date hereof on behalf of the Corporation and in furtherance of the transactions contemplated by the foregoing resolutions are in all respects ratified, confirmed and approved by the Corporation as its own act and deed, and shall be conclusively deemed to be such corporate act and deed for all purposes.

RESOLVED, FURTHER, that the officers of the Corporation be and they hereby are authorized and directed to execute any and all further instruments and to do and perform any and all such other acts and things that may be necessary or proper to carry out the purposes and intend of the foregoing resolutions.

Tyler Milliken Foundation By-Laws
October 12, 2011

IN WITNESS WHEREOF, the undersigned members of the Board of Directors have set their hands effective this _____ day _____ of 2012.

Mark Milliken

Terry Nehls

Stephen Ellison