

**AMENDED AND RESTATED BYLAWS  
OF  
NEW 300 ENTHUSIASTS CLUB, INC.**  
Adopted as of January 23, 2001, amended as of March 13, 2001 and March 3, 2005

ARTICLE 1.

Name, Registered Office, and Fiscal Year

1.1. Name. The name of the Corporation shall be **NEW 300 ENTHUSIASTS CLUB, INC.** (the "Corporation"). The Corporation may conduct its affairs under the assumed name of **CHRYSLER 300M ENTHUSIASTS CLUB**.

1.2. Registered Office. The Corporation shall maintain a registered office within the State of Colorado. The principal office of the Corporation may be located in such state as the Board of Directors may determine from time to time.

1.3. Fiscal Year. The fiscal year of the Corporation shall be the calendar year until otherwise determined by the Board of Directors.

ARTICLE II.

Membership

2.1. Members. The Corporation shall have one class of Members (the "Members"), and membership shall be open to any natural person who is either an owner or enthusiast of the Chrysler 300M automobile or any of the same 1998-2004 LH platform (LHS, Concorde and Dodge Intrepid) and who has paid membership dues, as established by the Board of Directors, to the Corporation. All Members shall be strongly encouraged to have e-mail capability, but this shall not be required.

2.2. Voting Rights. Each Member shall be entitled to one vote on each matter required by law or these Bylaws to be submitted, or is otherwise submitted, to a vote of the Members.

2.3. Termination of membership. A Member's membership shall automatically cease if the Member fails to pay annual dues in the amount and within the time period as determined by the Board of Directors from time to time. The Board of Directors, by affirmative vote of the majority of all the members of the Board, may suspend or expel a Member for cause, including, but not limited to, acts or omissions by the Member that are dishonest, tend to bring the Corporation into disrepute, disrupt the social order of the Corporation, or otherwise cause harm to the Corporation. A Member shall be given at least two weeks notice by the Board of charges which may result in suspending or expelling the Member, and the Member shall have the right to submit a written response to the charges prior to the Board meeting at which such action is considered. No other hearing shall be required, and the Board's decision, in its sole discretion, shall be final.

2.4. Resignation. Any Member may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid, including membership dues for the full year in which such Member resigns.

2.5. Reinstatement. Upon written request by a former Member filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board of Directors, reinstate a former Member who was suspended or expelled for cause to membership upon such terms as the Board of Directors may deem appropriate. In the event a former Member whose membership was terminated due to nonpayment of dues, such Member may be reinstated automatically upon payment of dues as would qualify such former Member for membership and of those dues accrued to the date of such reinstatement.

2.6. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

2.7. Rights and Liabilities of Members. Members shall not be liable for the debts and obligations of the Corporation. No part of the net earnings or assets of the Corporation shall inure to the benefit of any Members of the Corporation; provided, however, that nothing in these Bylaws shall prevent the Corporation from paying interest on any funds borrowed from any Member, reimbursing the reasonable out-of-pocket expenses incurred by any Member, Director, or officer of the Corporation in the performance of his duties, or paying reasonable compensation to Officers or employees of the Corporation.

ARTICLE III.  
Meetings of Members

3.1. Annual Meeting. In lieu of an annual meeting, the Members shall annually be entitled to vote by written ballot to elect members of the Board of Directors and to vote on such other matters as may properly come before the Members. All Members in good standing who have paid their dues for the year as of a record date of January 15 of any given year shall be entitled to vote in the annual election, with the first annual election being in 2002. Ballots for election of Directors and for voting on any other issues to be submitted to the Members shall be sent to Members by e-mail, or, if the Member does not have e-mail, by regular mail, at least two weeks prior to the date that the completed written ballots must be received by the Corporation, whether by e-mail return or by regular mail (the "Election Date"). The ballots shall specify the precise Election Date (which shall be in February of each year), shall identify the candidates for the Board of Directors, shall provide brief information about each candidate, and shall provide basic information as to any other ballot issue sufficient to allow the issue to be understood. Completed e-mail ballots shall be sent by Members via e-mail to at least the Secretary and one other designated member of the Board of Directors. Board Members receiving completed e-mail ballots shall separately tally the ballots and reconcile the voting results. Completed ballots returned by regular mail shall be independently tallied by at least two Board Members.

3.2. Special Meetings. In lieu of special meetings of the Members, the Board of Directors may by majority vote choose to submit any issues to the Members by written ballot. The process of such voting shall be as described in section 3.1, except that the Election Date shall be as determined by the Board of Directors.

3.3. Place of Meetings. If the Board so determines by majority vote, actual physical meetings (annual or special) of Members may be held at such place, either within or without the State of Colorado, as may be provided in the notice of such meeting to be held, provided, however, that all Members shall also be given the opportunity to vote by written ballot on all issues to be presented to the Members at such meeting, in accordance with the procedures specified in section 3.1. Notwithstanding anything in the preceding sentence to the contrary, Members actually attending a meeting, if a quorum, shall be entitled to vote on whether additional issues shall be presented to all of the Members by written ballot.

3.4. Notices to Members. All notices to Members required under these Bylaws or otherwise required by law shall be deemed delivered when sent by e-mail to the Member's e-mail address as it appears on the records of the Corporation. If the Member has not provided an e-mail address to the Corporation, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member's mailing address as it appears on the records of the Corporation, with postage prepaid thereon.

3.5. Quorum. One-third of the Members of the Corporation shall constitute a quorum at all meetings of Members for the transaction of business, except as otherwise provided by law or these Bylaws. If, however, such quorum shall not be present at any meeting of the Members, the Members present at such meeting shall have the power to adjourn the meeting until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted as originally notified.

3.6. Vote Required for Adoption of Matter. Upon election by written ballot, the vote of a majority of Members who return completed ballots shall be sufficient for adoption of a matter voted upon by the Members. The vote of a majority of the Members entitled to vote at a physical meeting of Members at which a quorum is present is required for the adoption of a matter voted upon by the Members, unless a greater portion is required by law, the Articles of Incorporation, or these Bylaws.

3.7. Action by Members without a Meeting. Any action which is required to be taken, or which may be taken, at a meeting of members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Members.

ARTICLE IV.  
Board of Directors

4.1. Number and Composition. The Corporation shall have a Board of Directors consisting of not fewer than three (3) and not more than eleven (11) persons, each of whom shall be a Member of the Corporation who has demonstrated a commitment to the goals and objectives of the Corporation. There shall always be an odd number of Directors, except for such time as may reasonably be necessary for appointment of a new Director to fill a vacancy.

4.2. Election and Term. Except for the initial Board as specified in the Articles of Incorporation, the Directors shall be elected by written ballot as described in section 3.1 and shall hold office until their successors are appointed or until their earlier deaths, resignations, or removal. All Directors shall be elected for a term of one year with all Directors to face election at the same time.

4.3. Nomination of Directors. Any Member may nominate himself or herself for a position on the Board of Directors on or before January 15 of any given year. In the event that the number of nominees is more than three times the number of vacant positions to be filled, the Board of Directors shall select from the total number of self-nominating members a slate of candidates (not exceeding in number three times the number of vacant positions) to fill each Director position which is or will be vacant or expiring as of the time of such annual meeting. Candidates shall be Members who demonstrate a commitment to the goals and objectives of the Corporation.

4.4. Vacancies. Any vacancy which may occur on the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum, of the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by the vote of the Members. The term of the directorship to be filled by reason of an increase in the number of Directors shall be commensurate with the staggered terms, as specified in paragraph 4.2.

4.5. General Powers and Duties. The property, business, and affairs of the Corporation shall be managed by the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors may exercise all such powers of the Corporation as are provided by law, the Articles of Incorporation, and these Bylaws.

4.6. Compensation. Directors shall receive no compensation for their services as Directors of the Corporation; provided, however, that the Board of Directors may, by resolution, provide for reimbursement of any reasonable expenses incurred by a Director in the performance of his services. Reimbursement for such expenses must be approved in advance or subsequently ratified, by a majority of the disinterested Directors. Nothing herein shall be construed to preclude the payment of compensation for services rendered to the Corporation by a Director in some other capacity.

4.7. Resignations. Any Director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein and, unless otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective.

4.8. Removal. Any Director may be removed at any time, for cause, including actions that violate the purposes of the Council after a hearing, by an affirmative vote of the majority of the Board of Directors, regardless of whether the number of Directors remaining constitutes a quorum. Further, any member of the Board who is absent for three unexcused absences from Board meetings in any given 12 month period will be automatically removed. A Director who lapses in membership in excess of 1 calendar month shall also be automatically removed.

ARTICLE V.  
Meetings of the Board of Directors

5.1. Meetings. The annual meeting of the Board of Directors shall be held within four weeks following the annual meeting of the Members. Additional regular meetings of the Board of Directors may be held at such time and place as may be fixed by the Board of Directors. Special meetings of the Board of Directors may be called by the President or by any two Directors, and shall be held at such time and place as may be designated in the notice of such meeting. Notwithstanding any language in these Bylaws to the contrary, all meetings of the Board of Directors shall be held either by internet chat, by telephone conference, or by such other electronic means as does not require Directors to physically travel to attend the meeting, unless all Directors unanimously consent to meeting in person at a designated location, in which event each Director shall be responsible for his or her own travel costs, which shall not be reimbursed by the Corporation. If a meeting is noticed to occur via internet chat, each Director shall be responsible for possessing the capability of connecting to the internet chat.

5.2. Notices. Written notice of regular and special meetings of the Board of Directors shall be delivered to each Director, by e-mail, personally, or by mail, at least 72 hours prior to the date of such meeting, provided, however, that if the Directors adopt a schedule of regular meetings, only one notice of such schedule is required. All notices to Directors required under these Bylaws or otherwise required by law shall be deemed delivered when sent by e-mail to the Director's e-mail address as it appears on the records of the Corporation. If the Director has not provided an e-mail address to the Corporation, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Director's mailing address as it appears on the records of the Corporation, with postage prepaid thereon. A notice of a meeting shall state the place, date, and hours thereof, but need not, unless otherwise required by law or these Bylaws, state the purpose or purposes thereof. Meetings of the Directors may be held on shorter notice with the consent of each Director. Attendance of a Director at any meeting shall constitute a waiver of notice of such 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 called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

5.3. Quorum. Fifty-one percent (51%) of the Directors of the Corporation shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors. If, however, such quorum shall not be present at any meeting, a majority of the Directors present may adjourn the meeting from time to time, to a time and date certain, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted as originally notified.

5.4. Manner of Acting. The act of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors, unless a greater portion is required by law, the Articles of Incorporation, or these Bylaws.

5.5. Informal Action by Directors. Any action which is required to be taken, or which may be taken, at a meeting of the Board of Directors, may be taken without a meeting as follows. The President may submit a matter to the Directors for vote by e-mail, with the e-mail clearly setting forth the issue(s) upon which a vote of the Directors is sought and setting a deadline of not less than 72 hours for e-mail votes to be submitted by reply e-mail. The subject line of the e-mail message shall read, "FOR DIRECTOR VOTE - RESPONSE REQUESTED." If prior to the specified deadline two or more Directors request by reply e-mail that the matter be considered at a meeting of Directors, then the matter shall not be decided by informal action pursuant to this section 5.5. Otherwise the matter shall be decided by a majority of the e-mail votes of Directors responding within the deadline, provided that the number of Directors returning e-mail votes within the deadline would be sufficient to establish a quorum if a meeting of Directors had been held. Action taken by Directors pursuant to this section 5.5 shall have the same force and effect as action taken at a meeting of the Board.

5.6. Committees. The Board of Directors may, by resolution, designate and appoint one or more committees with such authority and powers as may be conferred thereon from time by the Board in accordance with applicable Colorado statutes and the provisions of Article VIII of these Bylaws.

## ARTICLE VI.

### Officers

6.1. Officers. The Officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors shall determine necessary. Any two or more offices, except the offices of President and Secretary, may be held by the same person.

6.2. Election and Term. Officers shall be elected from among the elected Directors by the Board of Directors at each annual meeting of the Board of Directors and shall serve until their successors are elected and qualified or until their earlier deaths, resignations, or removal. Election or appointment of an Officer of the Corporation shall not of itself create any contract rights with the Corporation. Except for the first year after incorporation, it shall be preferred, but not necessarily required, that the position of President of the Corporation be filled by a Director in his or her second year of office.

6.3. Vacancies. Any vacancy among the officers shall be filled by the Board of Directors. An Officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

6.4. Removal. Any Officer may be removed at any time, for cause, including actions that violate the purposes of the Corporation after a hearing, by an affirmative vote of the majority of the other Board of Directors.

6.5. Resignations. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein, unless no such time is specified, in which case such resignation shall be effective immediately. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.6. President. The President shall be the chief executive officer of the Corporation. The President shall supervise and control all of the business and affairs of the Corporation; shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall preside at all meetings of the Members and of the Board of Directors. The President shall execute any contracts on behalf of the Corporation that are authorized by the Board of Directors. The President in general shall perform all duties and may exercise all rights as are incident to the office of President of the Corporation and such other duties as may be prescribed from time to time by the Board of Directors and these Bylaws. If the President at any time wishes to confirm that he has authority to take a specific action, the President may give prior notice to all Directors via e-mail of the action proposed to be taken. The subject line of the e-mail message shall read, "NOTICE OF PROPOSED ACTION," and the e-mail shall sufficiently describe the action proposed to be taken shall set a deadline of not less than 72 hours for any Director to object to the proposed action. If any Director believes that the proposed action exceeds the President's authority or should otherwise be submitted to a vote by the Board, the Director may reply by e-mail to the President to object to the proposed action and request that it be submitted to the Board. If such an objection is submitted within the specified deadline, the President shall not take the proposed action, and the matter shall be submitted to the Board as provided in Article V to determine whether the matter is within the scope of the President's authority and, if not, to determine whether the proposed action should be taken. If no Director submits such an objection within the specified deadline, the President may take the proposed action, and the President's authority to take the proposed action shall not thereafter be subject to challenge, because this procedure for notice of proposed action is intended to provide a "safe harbor" for action by the President. Instead of objecting to the proposed action and requesting that it be submitted to the Board, any Director may suggest that the President reconsider or amend the proposed action, but the President shall not be required to follow such suggestions. Directors are not required to respond to notices of proposed action submitted by the President pursuant to this section 6.6. The President shall not be required to follow this procedure if the President does not believe it necessary to confirm his authority to take the proposed action, but then the safe harbor effect of this procedure shall not apply. This procedure for notice of proposed action shall not apply if the Board has previously voted that the matter is not within the authority of the President, nor shall it apply to matters which are expressly reserved to the Board of Directors by the Bylaws or the Articles of Incorporation.

6.7. Vice President. The Vice President shall have all the powers and perform all the duties of the President in the absence or disability of the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors, including assuming chairmanship responsibilities for committees designated by the Board.

6.8. Secretary. The Secretary shall attend all meetings of the Board of Directors and Members, and shall act as clerk thereof, and record all the minutes, acts, and votes of all proceedings in one or more books to be

kept for that purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and shall perform such other duties as may be assigned to such office. The Secretary shall have custody of the corporate seals, if any, and shall affix the same to all papers and documents whenever a seal shall be required to be so affixed. The Secretary shall have custody of and properly keep all records of the Corporation, including a register of the e-mail and mailing addresses of each Member, as furnished by such Member. The Secretary shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe.

6.9. The Treasurer. The Treasurer shall keep full and correct account of receipts and disbursements in the books belonging to the Corporation, and shall deposit all monies and other valuable effects to the credit of the Corporation in such banks of deposit as may be designated from time to time by the Board of Directors. The Treasurer shall invest the funds of the Corporation for the account of the Corporation in such manner as the Board of Directors shall determine from time to time. The Treasurer shall dispose of, or direct agents authorized by the Board of Directors to dispose of funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, whenever they may so require, an accounting of all the transactions conducted as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time determine.

## ARTICLE VII. Committees

7.1. Committees Generally. The Board of Directors may name an Executive and such other special committees by resolution adopted by a majority of the Directors at any meeting of the Board. Each committee shall consist of such persons and shall exercise such powers, as determined by the Board, and carry out such functions as are designated by these Bylaws or by resolution of the Board, subject to the limitations imposed on the power of such committees by Section 7-128-206 of the Colorado Nonprofit Corporation Act (or any successor provision).

7.2. Executive Committee. The Executive Committee, if established by the Board of Directors, shall consist of the President and such other Board Members as designated by the Board. The designation and appointment of any such Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it, him, or her by law.

7.2.a. A quorum shall be constituted when at least a majority of the Executive Committee are present.

7.2.b. Each Executive Committee member shall have one vote. Notice of action taken at the Executive Committee meetings shall be furnished to the Board within five days after the Executive Committee shall have taken such action and the Executive Committee shall report to the next meeting of the Board of Directors all matters of policy upon which it acted.

7.2.c. Members of the Executive Committee may hold or participate in meetings of such committee by means of conference, telephone, or similar communications.

7.3. Other Committees. Other committees may be designated, subject to the approval of the Board. Members of each such committee shall be active Members of the corporation in good standing. Any member of each such committee may be removed by the President whenever, in his or her judgment, the best interests of the Corporation shall be served by such removal.

7.4. Term of Office. Each member of a committee established pursuant to this Article VII shall continue as such until the next annual meeting of the Members of the Corporation and until his successor is appointed, unless such committee shall be sooner terminated, or unless such Member be removed from such committee, or unless such Member shall cease to qualify as a Member thereof.

7.5. Chairperson. One member of each committee established pursuant to this Article VII shall be appointed chairperson by the President of the Corporation.

7.6. Vacancies. Vacancies in the membership of any committee established pursuant to this Article VII may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.7. Rules. Each committee established pursuant to this Article VII may adopt rules for his own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII.  
Indemnification

The Corporation shall, upon such terms and conditions as it may choose to impose, indemnify any present or former director, officer, employee, or agent of the Corporation for all liabilities, obligations, expenses, and costs, including reasonable attorneys' fees, he or she actually reasonably incurs in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is made a party by reason of holding or having held such position, except in connection with matters as to which he or she is finally adjudged to be liable for (a) any breach of the director's duty of loyalty to the Corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) acts specified in Section 7-128-403 and 7-128-501, Colorado Revised Statutes; (d) any transaction from which the director directly or indirectly derived an improper personal benefit; or (e) any acts amounting to bad faith in the performance of duty to the Corporation. This indemnification shall not exclude any other rights the person indemnified may be afforded under applicable Colorado law, under the Articles of Incorporation of the Corporation, these Bylaws, any agreement of vote of the Board or of a committee acting with the Board's authority, any policy of insurance, including insurance purchased by the Corporation, or otherwise.

ARTICLE IX.  
Contracts, Banking, Grants

9.1. Contracts. The Board of Directors may, from time to time, authorize by resolution any Officer or Officers, or agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract and to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances or transactions.

9.2. Checks, Drafts, Etc. The Board of Directors may, from time to time, authorize by resolution any Officer or Officers, or agent or agents of the Corporation to issue checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issues in the name of the Corporation, and in such manner as shall be determined by the Board of Directors.

9.3. Deposits and Investments. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories, or invested for the account of the Corporation in such manner as the Board of Directors may determine from time to time.

9.4. Grants. The Board of Directors or any officer may accept on behalf of the Corporation any contribution, gift, grant, bequest or devise for the general purposes or for any special purposes of the Corporation.

9.5. Loans. No Officer or Director shall be authorized to obtain loans on behalf of the Corporation without the approval of the Board of Directors.

ARTICLE X.  
Certificates of Membership

10.1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates or membership cards evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

10.2. Issuance of Certificates. When a Member has paid any dues that may then be required, a certificate of membership (or a renewal sticker for renewing members) shall be issued in the Member's name and delivered to the Member, if the Board of Directors shall have provided for the issuance of certificates of membership under section 10.1.

ARTICLE XI.  
Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members and Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Members. All minute books, membership lists, and basic financial records of the corporation may be inspected by any Member or his agent for any proper purpose at any reasonable time, at the expense of the Member.

ARTICLE XII.  
Seal

The Corporation may have such corporate seals, which shall be in such form as shall be approved by resolution of the Board of Directors. Such seals may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced. The impression of a seal may be made or attested by the Secretary for the authentication of contracts or other papers requiring such seal.

ARTICLE XIII.  
Waiver of Notice

Whenever any notice is required to be given by law, a waiver notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV.  
Procedure to Amend the Bylaws

The Bylaws may be amended, altered, or repealed and new Bylaws may be adopted upon the affirmative vote of two thirds of the Board of Directors, or upon the affirmative vote of a majority of the Members.

ARTICLE XV.  
Miscellaneous

15.1. Gender. Whenever required by the context, the singular shall include the plural, the plural the singular, and one gender shall include all genders.

15.2. Invalid Provision. The invalidity or unenforceability of any particular provision of these Bylaws shall not affect the other provisions herein, and these Bylaws shall be construed in all respects as if such invalid or unenforceable provision was omitted.

15.3. Governing Law. The Bylaws shall be governed by and construed in accordance with the laws of the State of Colorado.

I, Hugh Mason, as Secretary of **NEW 300 ENTHUSIASTS CLUB, INC.**, hereby certify that the foregoing Amended and Restated Bylaws were adopted by the Board of Directors of the Corporation effective January 23, 2001, and amended effective March 13, 2001, and March 3, 2005.

  
Hugh Mason, Secretary

Historical Notes on Amendments:  
March 13, 2001: Sections 5.2, 5.5, and 6.6 were amended.  
March 3, 2005: Sections 2.1, 3.5, 4.2 and 4.8 were amended