

BYLAWS
OF
SILVER STATE YOUTH SPORTS
A Nevada Nonprofit Corporation

ARTICLE

Offices

The principal office for the transaction of the activities and affairs of the corporation shall be located at 4251 Highway 50 East, Carson City, Nevada 89701, or at another specific location or locations to be determined by the Board of Directors. The Board may change the location of the principal office from time to time. Any change of location of the principal office shall be noted by the Secretary on these bylaws opposite this Section, or this Section may be amended to state the new location. The Board may at any time and from time to time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE

Members

The corporation shall have no voting members as all members are youth volleyball players. Any action which would otherwise require approval by a majority of all members or approval by the members shall only require approval of the Board of

Directors. All rights which would otherwise vest in the members shall vest in the Directors.

II ARTICLE

Board of Directors

1. Section Annual Meeting. The annual meeting of the Board shall be held at the principal office of the corporation on the third Thursday in February of each year, if not a legal holiday, in which case the meeting shall be held on the next business day following, at 8:00 p.m., or at such other place, date, or time as may be selected by the Board, for the purpose of electing Directors and for the transaction of such other business as may be brought before the meeting.

2. Section Number. The authorized number of Directors shall be five (5).

3. Section Powers. Subject to the provisions of Chapter 82, Sections 196 et seq. of the Nevada Revised Statutes and any other applicable laws, and subject to any limitations in the Articles of Incorporation of the corporation or other provisions of these bylaws, the corporation's activities and affairs shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

4. Section Term. Directors shall be elected at each annual meeting of the Board, to hold office until the next annual meeting of the Board and their respective successors have been elected. If the annual meeting is not held, the Directors may be elected at any special meeting of the Board held for that purpose.

5. Section Vacancies. A vacancy in the Board may be filled by a majority of the remaining Directors, though less than a quorum. A vacancy on the Board shall exist upon: (1) the death or resignation of any Director; or (2) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or found by a final order of judgment of any court to have breached a duty imposed by law upon the Director. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

6. Section Place of Meeting. Regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time. Special meetings of the Board may be called by the Chairman of the Board, the President, or two (2) Directors, on twenty-four (24) hours' notice to each Director. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (1) by personal delivery of written notice; (2) by first-class mail, postage prepaid; (3) by telephone, either directly to the Director or to a person at the Director's office or home who would be reasonably expected to communicate that notice promptly to the Director; or (4) by facsimile communication. The notice shall be given or be sent to the Director's address or telephone number as shown on the records of the corporation. The notice need not specify the purpose or purposes of the meeting. A special meeting of the Board may be held at any time or place without notice, if all Directors are present or consent thereto in writing before or after the meeting, or if those Directors who are not present consent thereto in writing before or after the meeting.

7. Section Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, except in any specific situations where the law requires otherwise. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of any Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

8. Section Adjournments. The majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given, before the time of the adjourned meeting, to the Directors who are not present at the time of the adjournment.

9. Section Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if a majority of the Directors then in office consent in writing to the action; provided, however, that the action of any Director who has a material financial interest in a transaction to which the corporation is a party shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved

action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

10. Section Committees of the Board. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board.

Appointments to committees shall be by majority vote of the Directors then in office.

The Board may appoint one (1) or more Directors as alternate members of such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have the authority of the Board.

Meetings and actions of committees shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other Board actions, except that the time for regular meetings of committees and the calling of special meetings of committees may be determined either by Board resolution or, if there is none, by resolution of the committee. Minutes of each meeting of any committee shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided that they are consistent with these bylaws, or in the absence of rules adopted by the Board, the committee may adopt such rules.

11. Section Telephone Participation. Directors may participate in a meeting through use of conference telephone or similar communication equipment, so long as all Directors participating in such meeting can hear one another. Participation in a meeting through the use of such telephone or similar communications equipment constitutes presence in person at the meeting.

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12. Section Self-Dealing Transactions.

1. No contract or other transaction between a corporation and one or more of its Directors or officers, or between a corporation and any corporation, firm, or association in which one or more of its Directors or officers are Directors or officers or are financially interested, is void or voidable solely for this reason or solely because any such Director or officer is present at the meeting of the Board of Directors or a committee thereof which authorizes or approves the contract or transaction, or because the vote or votes of common or interested Directors are counted for such purpose, if the circumstances specified in any of the following paragraphs exist:

(a) The fact of the common directorship, office or financial interest is disclosed or known to the Board of Directors or committee and noted in the minutes, and the Board or committee authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient for the purpose without counting the vote or votes of the common or interested Director or Directors.

(b) The fact of the common directorship or financial interest is not disclosed or known to the Director or officer at the time the transaction is brought before the Board of Directors of the corporation for action.

(c) The contract or transaction is fair as to the corporation at the time it is authorized or approved.

2. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies a contract or transaction, and if the votes of the common or interested Directors are not counted at the meeting, then a majority of the disinterested Directors may authorize, approve, or ratify a contract or transaction.

III ARTICLE

Officers

1. Section Officers. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board, a Chairman of the Board, one (1) or more Vice-Presidents, one (1) or more Assistant Secretaries, and one (1) or more Assistant Treasurers. Officers other than the President and Chairman of the Board need not be Directors. Any number of offices may be held by the same person, except neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board. The officers of the corporation shall be chosen by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment to which the officer is a party. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board.

2. Section Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board.

3. Section President. The President shall be the chief executive officer of the corporation, unless otherwise provided by the Board. In the absence of the Chairman of the Board, he shall preside at all meetings of the Board. Unless the Board shall otherwise provide, he shall sign and execute all authorized bonds, contracts, and other obligations in the name of the corporation. Unless otherwise provided in these bylaws, he shall have general management and control of, and shall supervise and direct, the activities of the corporation. He shall at all times be subject to the instructions of the Board. He shall perform all other duties required of him by law or by these bylaws and such duties as the Board may from time to time require.

4. Section Vice-President. In case of the absence or disability of the President, the Vice-President in charge of administration shall perform the duties of the office of the President. Vice-Presidents shall also perform such other duties and have such authority as may be prescribed from time to time by the Board or the President.

5. Section Secretary. The Secretary shall keep the minutes of the meetings of the Board, unless some other person is designated by the presiding officer of the meeting. He shall attend to the giving and serving of all notices of the corporation; he shall have charge of all records, books, and papers pertaining to his office, the corporate seal of the corporation, and such books and papers of the corporation as the Board may direct; he shall keep proper books of account and serve all notices required by law or by these bylaws. He shall perform all the duties incident to the office of Secretary. He shall

perform all other duties required of him by law or these bylaws and such as the Board or the President may from time to time require.

6. Section Treasurer. The Treasurer shall have charge and supervision of the finances of the corporation. He shall receive, receipt for, and safely keep all its funds, and shall dispose of them only in the manner authorized by the Board; he shall at all times keep a full and complete and accurate record of the funds of the corporation and shall deposit the same to the credit of the corporation in such bank, banks, or depositories as the Board may designate. When ordered by the Board or the President, he shall render a statement of his accounts. He shall at all times be under the control of the Board, and generally shall perform all duties incident to the position of Treasurer, and all other duties required of him by law or these bylaws or such as the Board or the President may from time to time require, at all times keeping full, complete, and accurate accounts thereof.

7. Section Chairman of the Board. The Chairman of the Board, if there be such an officer, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may from time to time be required by the Board or prescribed by law.

IV

ARTICLE

Records; Inspection; Annual Report

1. Section Maintenance of Records. The corporation shall keep at its principal office, or if its principal office is not in Nevada, at its principal office in

Nevada, the original or a copy of the Articles of Incorporation and of the bylaws, as amended to date.

2. Section Inspection. Every Director shall have the right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make abstracts of documents.

3. Section Annual Report. The Board shall cause an annual report to be sent to all Directors within one hundred twenty (120) days after the close of the corporation's fiscal year.

V ARTICLE

Execution of Instruments

Checks, drafts, and orders upon the funds or credits of the corporation, bills, notes, and other obligations for the payment of money by the corporation, and contracts and instruments in writing by the corporation, shall be valid and binding upon the corporation only when executed by such officer or officers as may be authorized by the Board or by these bylaws.

VI ARTICLE

Indemnification

1. Section Right of Indemnity. To the fullest extent permitted by law, the corporation shall indemnify its present and former officers, Directors, employees, and agents against all expenses, judgments, fines, settlements, and other amounts actually and

reasonably incurred by them in connection with any threatened, pending, or completed action or proceedings, whether civil, criminal, administrative, or investigative, including an action by or in the right of the corporation, by reason of the fact that the person is or was an officer, Director, employee, or agent of the corporation. "Expenses" as used herein includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification.

2. Section Approval of Indemnity. On written request to the Board of any person seeking indemnification under Section 1 of this Article VII, the Board shall promptly determine whether indemnification is permitted and, if so, shall authorize such indemnification.

3. Section Advancement of Expenses. To the fullest extent permitted by law and as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 or 2 above in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of the undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

4. Section Insurance. The corporation may purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, Directors, employees, and agents against any liability asserted against or incurred by any of such persons in such capacity or arising out of the person's status as such whether or not the

corporation would have the power to indemnify the person against such liability under the provisions of Section 1 above.

VIII ARTICLE

Dissolution of Corporation

1. Section Upon the dissolution or winding up of the corporation, assets of the corporation remaining after payment (or provision for payment) of all debts and liabilities of the corporation shall be distributed to one or more other nonprofit funds, foundations, or corporations organized and operated exclusively for charitable purposes and having established exempt status under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code) as are selected by the Board of Directors. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

VIII ARTICLE

Amendments

These bylaws may be amended or repealed by the Board.

CERTIFICATE OF PRESIDENT

I certify that I am the duly elected and acting President of SILVER STATE YOUTH SPORTS, a Nevada nonprofit corporation, that the above bylaws, consisting of ten (10) pages, are the bylaws of said corporation as adopted by the Board of Directors of the corporation, and that they have not been repealed, amended, or modified.

EXECUTED on Steve [Signature] 2/11, 2004.

Steve [Signature], President