

AMENDED AND RESTATED
BYLAWS
OF
DOUGLAS COUNTY DEVELOPMENT, INC.

ARTICLE I
Offices

Section 1. Principal Office. The principal office for the transaction of the business of the corporation is at 734 Vermont, Suite 101, Lawrence, Kansas.

Section 2. Registered Office. The corporation, by resolution of its board of directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Douglas County, Kansas. By like resolution the resident agent at such registered office may be changed to any other person or corporation, including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State, and a certified copy thereof shall be recorded in the office of the Register of Deeds of Douglas County.

Section 3. Other Offices. Branch or subordinate offices may at any time be established by the board of directors at any place or places where the corporation is qualified to do business.

ARTICLE II
Membership

Section 1. Voting Members. The voting members of the Corporation shall be composed of those individuals serving as members of the Board of Directors of the Chamber of Commerce of Lawrence, Kansas. The term of membership for each voting member in this Corporation shall coincide with such person's term of membership on the Board of Directors of the Chamber of Commerce of Lawrence, Kansas.

Section 2. Annual Meeting. The voting members of the Corporation shall meet annually to elect the officers and directors of the Corporation.

Section 3. Place of Meetings. All meetings of the members shall be at any place within or without the State of Kansas which has been designated from time to time by resolution of the

Board of Directors or by written consent of all members of the Board. In the absence of such designation, all meetings of the members shall be held at the principal office of the Corporation.

Section 4. Special Meetings. Special meetings of voting members, for any purpose or purposes whatsoever, may be called at any time by the President or by the Board of Directors or by three or more voting members of the Corporation. Written notice of each special meeting shall be given to each voting member, and, either personally or by mail or other means of written communication, charges prepaid, addressed to such member at the address appearing on the books of the Corporation or given by him or her to the Corporation for the purpose of notice. All such notices shall be sent to each member entitled thereto not less than seven (7) days nor more than twenty (20) days for each meeting, and shall specify the place, the day and the hour of such meeting, and the general nature of the business to be transacted.

Section 5. Quorum. The presence in person or by proxy of a majority of the voting members shall constitute a quorum for the transaction of business. The voting members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of members reducing the remaining total to less than a quorum.

Section 6. Proxies. Every person entitled to vote or execute consents shall have the right to do so either in person or by one or more agents authorized by a written fax or email proxy executed by such person or his duly authorized agent and filed with the secretary of the Corporation, specifying the meeting for which such proxy is to have effect.

Section 7. Inspection of Corporate Records. The membership ledger, the books of account, and minutes of proceedings of the members, the Board of Directors and of executive committees of directors shall be open to inspection upon the written demand of any member within five (5) days of such demand during ordinary business hours if for a purpose reasonably related to his or her interests as a member. A list of members entitled to vote shall be exhibited at any reasonable time and at meetings of the members when required by the demand of any member at least twenty (20) days prior to the meeting. Such inspection may be made in person or by an agent or attorney authorized in writing by a member, and shall include the right to make abstracts. Demand of inspection other than at a members' meeting shall be made in writing upon the president, secretary, assistant secretary or general manager of the Corporation.

Section 8. Inspection of Bylaws. The Corporation shall keep in its principal office for the transaction of business the original of a copy of these bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during ordinary business hours.

