

AMENDED AND RESTATED CODE OF BY-LAWS
OF
SOUTH STARS HIGH SCHOOL HOCKEY ASSOCIATION, INC.

ARTICLE 1

Identification, Records, Seal and Fiscal Year

Section 1.01. Name. The name of the corporation is: SOUTH STARS HIGH SCHOOL HOCKEY ASSOCIATION, INC. (the "Corporation").

Section 1.02. Place of Keeping Corporate Books and Records. The Corporation shall keep at its principal office, or at such other place or places within or without the State of Indiana as may be provided, from time to time by the Directors: a copy of (a) its Articles of incorporation and all amendments thereto currently in effect (the "Articles"); (b) its Code of By-Laws and all amendments thereto currently in effect (the "By-Laws"); (c) resolutions adopted by the Board of Directors (the "Board") with respect to the characteristics, qualifications, rights, limitations and obligations of members or as class or category of members; (d) minutes of all meetings of the members of the Corporation (the "Members") and records of all actions taken by the Members without a meeting (collectively, "Members Minutes") for the prior three years; (e) all written communications by the Corporation to the Members including the financial statements furnished by the Corporation to the Members for the prior three years; (f) a list of the names and business or home addresses of the current Directors of the Corporation (the "Directors") and the current officers of the Corporation (the "Officers"); and (g) the most recent Annual Report of the corporation as filed with the Secretary of State of Indiana. The Corporation shall also keep and maintain at its principal office, or at such other place or places within or without the State of Indiana as may be provided, from time to time by the Directors: (a) minutes of all meetings of the Board and of each committee, and records of all actions taken by the Board and by each committee without a meeting; (b) Members Minutes; (c) appropriate accounting records of the Corporation, and (d) a record of the Members in a form that permits preparation of a list of the names and addresses of all the Members, in alphabetical order by class, if applicable. All of the records of the Corporation described in this Section shall be maintained in written form or in another form capable of conversion into written form within a reasonable time.

Section 1.03. Seal. The Board may designate the design and cause the Corporation to obtain and use a corporate seal, but the failure of the Board to designate a seal or the absence of the impression of the corporate seal from any document does not affect in any way the validity or effect of such document.

Section 1.04. Fiscal Year. The fiscal year of the Corporation shall begin on June 1 and shall end on May 30 or at such other times as the Board may designate from time to time.

ARTICLE 2

Membership

Section 2.01. Membership. The Corporation shall have one class of members.

Section 2.01. Qualification of Members. The members shall consist of the parents or guardians of the student athletes (hereinafter referred to as "Student" or "Students") selected by the Coaches to participate on the Team(s) described in Section 2.02(a)(1)(ii) of the Corporations Articles of Incorporation.

Section 2.02. Rights of Members. The right of a member to vote and all the members' right, title and interest in or to the Corporation shall cease on the termination of membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.

Section 2.03. Dues and Assessments. Each member shall pay annually to the Corporation the annual assessment determined by the Board of Directors.

Section 2.04. Resignation from Membership. Any member may resign at any time by giving written notice of such resignation to the President or the Secretary of the Corporation. Such

resignation 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 President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective. If a member serving as a Director resigns from membership in the Corporation, the member's term as a Director shall terminate at the time such resignation becomes effective.

Section 2.05. Termination of Membership. The Board of Directors may terminate or suspend the membership of any member for failure to pay such assessments as may be required under Section 2.03 hereof. The voluntary withdrawal of a Student from a Team or the involuntary, permanent suspension of a Student from a Team by the Board, shall constitute the termination of the membership of the parents of the withdrawing or suspended Student. The Board of Directors may also adopt such rules and regulations as it deems necessary or advisable for the suspension or termination of membership.

Section 2.06. Period of Membership. The term of membership of all members shall be for the fiscal year during which a Student is selected by the Coaches to participate on the Team(s). The number of terms of membership which a person may serve is not limited.

ARTICLE 3

Meetings of Members

Section 3.01. Place of Meetings. All meetings of members shall be held either at the registered office of the Corporation in the State of Indiana or at such other place within or without the State of Indiana as may be designated by the Board of Directors and specified in the respective notices or waivers of notice thereof.

Section 3.02. Annual Meeting. An annual meeting of the members shall be held on a date and time designated by the Board of Directors in the month of February as specified in the respective notices or waivers of notice thereof.

Section 3.03. Special Meetings. Special meetings of the members may be called by the President of the Corporation or by the Board of Directors.

Section 3.04. Notice of Meetings. A written or electronic notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered, or transmitted by the Secretary or by the officer or persons calling the meeting to each member of record of the Corporation at the physical or electronic address as appears on the records of the Corporation at least five (5) days before the date of the meeting. Notice of any meeting of members may be waived in a writing signed by any member and delivered to the Corporation. Attendance at any meeting shall constitute a waiver of notice of that meeting.

Section 3.05. Voting Lists. After fixing a record date for a notice of a meeting, the Secretary or Assistant Secretary shall prepare a list of the names of the Corporation's members who are entitled to notice of a members' meeting, containing the address and number of votes each member is entitled to vote at the meeting. The Secretary and Assistant Secretary shall prepare on a current basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting.

Section 3.06. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

Section 3.07. Quorum. One-third (1/3) of the persons qualified to vote as members, represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the members of the Corporation.

Section 3.08. Voting Rights. Only those members in good standing, as determined by the Board of Directors, shall be entitled to vote on any matter. Each pair of parents or a single parent of each Student shall be considered one member entitled to one vote. In the event both parents of a

Student are present at a meeting, and the parents disagree on a matter being voted upon at the meeting, each parent of that Student shall be entitled to cast individual votes, which shall be counted as one-half of one vote. No member entitled to vote in any election of Directors shall have the right to multiply, by the number of Directors to be elected, the number of votes to which such member may be entitled to cast for a single Director.

Section 3.09. Meeting by Telephone, etc. Any or all of the members of the Corporation may participate in a meeting by or through the use of any means of communication by which all members participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

Section 3.10. Action Without Meeting. Any action required or permitted to be taken at a meeting of the members of the Corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, and such written consent is filed with the minutes of the proceedings of the members. Such consent shall have the same effect as a unanimous vote of the members at a duly held meeting of the members.

ARTICLE 4

Board of Directors

Section 4.01. Functions. The business, property and affairs of the Corporation shall be managed and controlled by a Board of Directors as from time to time constituted.

Section 4.02. Number. There shall be three (3) Directors of the Corporation, which number may from time to time be increased or decreased by resolution adopted by not less than a majority of the Board of Directors, subject to the limitation that the Board shall never be reduced to less than three (3) nor increased to more than five (5) Directors. In the event the number of Directors is increased as provided herein, the election of the additional Director or Directors shall be by a vote of

the members of the Corporation according to a procedure established by resolution of the Board of Directors. Except as otherwise provided herein, all members of the Board of Directors shall be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions described herein.

Section 4.03. Qualifications. Directors must be members in good standing and, at the time of their election, have a child eligible to participate as a Student on the Team(s) sponsored by the Corporation during the fiscal year immediately following their election. Directors must continue to be qualified during their term by remaining in good standing and continuing to have a child participating as a Student on the Team(s) sponsored by the Corporation.

Section 4.04. Election. Upon the expiration of the terms of the initial Directors, the Board of Directors shall be elected by the Members of the Corporation at the annual meeting provided in Article 3 of these By-Laws. Two of the initial Directors shall serve a term of one (1) year. The third initial Director shall serve a term of two (2) years. At each annual meeting of the members held thereafter, Directors shall be chosen for a term of two (2) years to succeed those whose term expires.

Section 4.05. Term. Each member of the Board of Directors shall serve for a term of two (2) year(s) or until a successor is elected and qualified, or until the member has resigned or been removed. Incumbent Directors shall be eligible for re-election and the number of years a person may serve as a Director is not limited.

Section 4.06. Vacancies. Any vacancy among the Directors caused by death, resignations, removal or otherwise may be filled by the members entitled to vote for Directors, the remaining Board of Directors, or if the Directors remaining in office constitute fewer than a quorum, by the affirmative vote of a majority of the Directors remaining in office. A Director elected to fill a vacancy shall hold office until the expiration of the term of the Director causing the vacancy and until a successor shall be elected and qualified.

Section 4.07. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, the President or the Secretary of the Corporation. A Director shall resign within thirty (30) days of an event disqualifying them as a Director under Section 4.03. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

Section 4.08. Removal. A Director may be removed by a vote of the remaining Directors in the event a Director fails to resign following his or her disqualification. Any Director may be removed, with or without cause, in accordance with the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act").

Section 4.09. Meetings. The Board of Directors shall meet each year immediately after the annual meeting of the members of the Corporation, at the place where such meeting of the members has been held, for the purpose of organization, election of officers and consideration of any other business that may properly be brought before the meeting. No notice shall be necessary for the holding of this annual meeting. If such meeting is not held as above provided, the election of officers may be held at any subsequent meeting of the Board of Directors specifically called in the manner set forth herein. The Board of Directors may provide by resolution the time and place, either within or without the State of Indiana, for the holding of additional regular meetings of the Board without other notice than such resolution. Special meetings of the Board of Directors may be called by the President, and shall be called by order thereof upon the written request of at least two Directors, which request shall set forth the business to be conducted at such meeting.

Section 4.10. Notice of Meetings. Notice of all meetings of the Board of Directors, except as herein otherwise provided, shall be given by mailing the same or by telephoning or telegraphing or delivering personally the same at least one (1) day before the meeting to the usual business or residence address of the Director as shown upon the records of the Corporation. Notice of any meeting of the Board of Directors may be waived by any Director. Attendance at any meeting of the Board of Directors shall constitute a waiver of notice of that 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.

Section 4.11. Quorum. A quorum of the Board of Directors at any annual regular or special meeting of the Board of Directors shall be a two-thirds (2/3) of the duly qualified members of the Board of Directors then occupying office but in no case shall there be less than two (2) Directors present. The act of a majority of the Directors present at a meeting who constitute a quorum shall be the act of the Board of Directors

Section 4.12. Committees. The Board of Directors, by resolution adopted by a majority of the Board, may designate one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at the meeting at which a quorum is present. The designation of any such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

Section 4.13. Meeting by Telephone, Etc. Any or all of the members of the Board or of any committee designated by the Board may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

Section 4.14. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if the action is taken by all members of the Board of Directors or of such committee. The action must be evidenced by at least one written consent describing the action taken, signed by each member of the

Board of Directors or of such committee and included in the minutes or filed with the corporate records reflecting the action taken.

ARTICLE 5

Officers

Section 5.01. Officers and Agents. The officers of the Corporation shall consist of President, Secretary, Treasurer, and such other officers as the Board of Directors may, by resolution, designate from time to time. Any two (2) or more offices may be held by the same person. The Board of Directors may, by resolution, create, appoint and define the duties of such officers and agents as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes for which the Corporation is formed; provided, however, that officers shall not be compensated for services performed on behalf of the Corporation.

Section 5.02. Election, Term of Office and Qualification. All officers shall be chosen, from among the Directors, annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office (unless the officer resigns, is removed, or dies) until the next annual meeting of the Board of Directors or until a successor is chosen and qualified.

Section 5.03. Vacancies. In the event an office of the Corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the Board of Directors shall elect a person to fill such vacancy, and the person so elected shall hold office and serve until the next annual meeting of the Board of Directors or until a successor is elected and qualified, or until the officer's death, resignation or removal.

Section 5.04. President. The President shall preside at all meetings of the Board of Directors and members, if present; shall appoint the chairmen and members of all committees, subject to the review of the Board of Directors; shall be the chief executive officer of the Corporation; shall have

and exercise general charge and supervision of the affairs of the Corporation; and shall do and perform such other duties as these By-Laws provide or as may be assigned by the Board of Directors.

Section 5.07. Secretary. The Secretary shall have the custody and care of the corporate records and the minute book of the Corporation. The Secretary shall attend all the meetings of the Board of Directors and members of the Corporation, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all committees of the Board of Directors when required. The Secretary shall attend to the giving and serving of all notices of the Corporation, shall file and take care of all papers and documents belonging to the Corporation, shall authenticate records of the Corporation as necessary, and shall perform such other duties as may be required by these By-Laws or as may be prescribed by the Board of Directors or the President.

Section 5.08. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the Corporation. All funds of the Corporation coming into the Treasurer's hands shall be immediately deposited in some reliable bank or other depository to be designated by the Board of Directors, and shall keep such bank account in the name of the Corporation. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation and shall perform such other duties as may be required by these By-Laws or as may be prescribed by the Board of Directors or the President.

Section 5.10. Removal. Any officer may be removed from office, with or without cause, by the Board of Directors.

Section 5.11. Resignations. Any officer may resign at any time by delivering notice to the Board of Directors, the President or the Secretary. A resignation is effective upon delivery unless the notice specifies a later effective date.

ARTICLE 6

Loans to Officers and Directors

The Corporation shall not lend money to or guarantee the obligations of any officer or Director of the Corporation.

ARTICLE 7

Financial Affairs

Section 7.01. Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

Section 7.02. Checks, Etc. All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money and other evidences of indebtedness in an amount greater than Five Thousand Dollars (\$5,000.00) shall, unless otherwise directed by the Board of Directors or required by law, be signed by any two (2) of the following officers who are different persons: President, Executive Director, a Vice-President, or Treasurer; provided, however, that any such obligations in an amount equal to or less than Five Thousand Dollars (\$5,000.00) may be signed by any one (1) of such preceding officers.

Section 7.03. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors.

ARTICLE 8

Corporate Indemnification

To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs, estate, executors, administrators and personal representatives of such person) who is or was a Director or officer of the Corporation shall be indemnified by the Corporation as provided in the Act.

ARTICLE 9

Prohibited Activities

Notwithstanding any other provision of these By-Laws, no member, Director, officer, employee or agent of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and the regulations promulgated thereunder (the "Regulations") or the corresponding provisions of any subsequent Federal tax laws or by an organization contributions to which are not deductible under Section 170(c)(2) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws.

ARTICLE 10

Amendments

The power to make, alter, amend or repeal these By-Laws is vested in the Board of Directors, which power shall be exercised by affirmative vote of a two-thirds (2/3) majority of the Directors present at any meeting of the Board of Directors]; provided, however, that the proposed amendment shall be included in the notice of such meeting. If notice of a proposed amendment to these By-Laws

is included in the notice of any meeting of the Board of Directors, it shall be in order to consider and adopt at that meeting any amendment to these By-Laws dealing with the subject matter with which the proposed amendment is concerned.

**WRITTEN CONSENT TO RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
SOUTH STARS HIGH SCHOOL HOCKEY ASSOCIATION, INC.
IN LIEU OF A MEETING OF THE BOARD OF DIRECTORS**

The undersigned, being all the Directors of the South Stars High School Hockey Association, Inc, an Indiana corporation (the "Corporation"), under the provisions of Indiana Code 23-17-15-2, and having waived notice, hereby consent to the following resolution in lieu of a meeting:

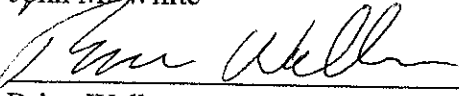
BE IT RESOLVED, that the foregoing Amended and Restated Code of By-Laws of the Corporation is hereby approved and adopted and declared to be the Code of By-Laws of the Corporation.

BE IT FURTHER RESOLVED, that a copy thereof be made a part of the official corporate Minutes Book and be placed in the corporate Minutes Book immediately following the Articles of Incorporation.

EXECUTED by the Directors on this 28th day of January, 2007.



John M. White



Brian Walker



Mark Fink