

BY-LAWS
OF
LANE DUCKS, INCORPORATED

ARTICLE I

OFFICES

Sec. 1. The principal office shall be in the City of Eugene, State of Oregon.

Sec. 2. The corporation may have offices also at such other places, within and without the State of Oregon, as the Board of Directors may from time to time determine.

ARTICLE II

STOCKHOLDERS

Sec. 1. All meetings of the stockholders shall be held, either without or within the State of Oregon, at such place as may be fixed from time to time by the Board of Directors.

Sec. 2. Annual meetings of stockholders shall be held on the ~~25th~~ ^{16th} of each year, if not a legal holiday, and if a legal holiday, then on the next full business day following at 8 ^{pm.}, at which time they shall elect by a plurality vote a board of Directors, and transact such other business as may properly be brought before the meeting.

Sec. 3. Written notice of the annual meeting shall be given to each stockholder entitled to vote there at least ten days before each day of the meeting.

Sec. 4. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before every election of directors, a complete list of the stockholders entitled to vote at said election, arranged in alphabetical order with the residence of and the number of voting shares held by each. Such list shall be open for ten days to the examination of any stockholders at the place where said election is to be held and shall be produced and kept at the time and place of election during the whole time thereof, and subject to the inspection of any stockholder who may be present.

Sec. 5. For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof the stock transfer books shall be closed for a period of ten days immediately preceding any such meeting.

Sec. 6. Special meetings of the stockholders may be called by the President and shall be called by the President or Secretary by resolution of the Board of Directors, or at the request in writing of stockholders owning 25% in amount of the entire capital stock of the corporation issued and outstanding and entitled to vote. Such resolution if made by the Board of Directors, or request if made by the stockholders shall state the purpose or purposes of the proposed meeting.

Sec. 7. Notice of a special meeting of stockholders shall be in writing, delivered personally or by mail, and shall state the time, place and purpose of the special meeting, and shall be given or delivered to each stockholder entitled to vote thereat, at least seven days before the date fixed for the meeting.

Sec. 8. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Sec. 9. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided herein or by statute. If, however, such quorum shall be not present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified.'

Sec. 10. When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the certificate of incorporation, a different vote is required in which case such express provision shall govern and control the decision of such question.

Sec. 11. Each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder, but no proxy shall be voted on after six months from its date, unless the proxy provides for a longer period.

Sec. 12. The holders of a majority of the outstanding shares of stock entitled to vote may at any time pre-emptorily terminate the term of office of all or any of the directors by vote at a special stockholders meeting called for such purpose. Such removal shall be effective immediately and any such vacancy may

be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors.

ARTICLE III

DIRECTORS

Sec. 1. The number of Directors which shall constitute the whole board shall not be less than three (3) nor more than five (5). The first board shall consist of at least three (3) directors. Thereafter, within the limits above specified, the number of directors shall be determined by the stockholders at the annual meeting of the stockholders, except as provided in Section 2 of this Article, and each director elected shall hold office until his successor is elected. Directors need not be stockholders or residents of the State of Oregon.

Sec. 2. Vacancies shall be filled by a majority of the directors then in office, though less than a quorum, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected, unless sooner displaced. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of the stockholders called for that purpose.

Sec. 3. The business of the corporation shall be managed by its Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by these by-laws directed or required to be exercised or done by the stockholders.

Sec. 4. The Board of Directors of the corporation may hold meetings, both regular and special, either within or without the State of Oregon.

Sec. 5. The first meeting of each newly elected Board of Directors shall be held immediately following the adjournment of the meeting of stockholders and at the place thereof. No notice of such meeting shall be necessary to the directors in order legally to constitute the meeting, provided a quorum shall be present. In the event such meeting is not so held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors.

Sec. 6. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors and said meetings may be within or without the State of Oregon.

Sec. 7. Special meetings of the Board of Directors may be called by the President and shall be called by the Secretary on the written request of two directors. Notice of special meetings of the Board of Directors shall be given to each director at least seven days before the meeting if by mail or if in person or by telephone or telegraph at least 24 hours before the meeting. The notice need not specify the business to be transacted.

Sec. 8. At all meetings of the Board of Directors, a majority of the directors at the time in office shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Sec. 9. For the purposes of determining stockholders entitled to receive payment of any dividends by resolution of the Board of Directors, the date of which the resolution of the Board of Directors declare such dividend is adopted, shall be the record dated for such determination of stockholders.

Sec. 10. The Board of Directors may, by resolution adopted by a majority of the directors as herein provided, designate an executive committee to consist of not less than two directors, to exercise such authority on their behalf, on such terms and conditions as may be provided by such resolution.

ARTICLE IV

NOTICES

Sec. 1. Notices to directors and stockholders mailed to them at their address appearing on the books of the corporation shall be deemed to be given at the time when mailed.

Sec. 2. Whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE V

OFFICERS

Sec. 1. The officers of the corporation shall be chosen by the Board of Directors and shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may also choose additional vice Presidents, and one or more Assistant Secretaries and Assistant Treasurers. Two or more officers may be held by the same person, except the offices of President and Secretary.

Sec. 2. The Board of Directors, at its first meeting after each annual meeting of stockholders, shall choose its officers as provided in Sec. 1, hereof, from the members of the board, provided however, that the office of Secretary and Treasurer together with assistants thereof, need not be members of the Board of Directors.

Sec. 3. The salaries of all officers of the corporation shall be fixed by the Board of Directors.

Sec. 4. The officers of the corporation shall hold office at the pleasure of the Board of Directors. Any officer elected or appointed by the Board of Directors may be removed at any time by the Board of Directors. Any vacancy occurring in any office of the corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors.

Sec. 5. THE PRESIDENT shall be the chief executive officer of the corporation, shall preside at all meetings of the stockholders and the Board of Directors, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall execute on behalf of the corporation and may affix or cause the seal to be affixed to all instruments requiring such execution except to the extent the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

Sec. 6. THE VICE PRESIDENTS shall act under the direction of the President and in the order of their seniority, unless otherwise determined by the Board of Directors, and in the absence or disability of the President, shall perform the duties and exercise the powers of the President. They shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe.

Sec. 7. THE SECRETARY shall attend all meetings of the Board of Directors and all meetings of the corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the President of the Board of Directors. He shall keep in safe custody the seal of the corporation and, when authorized by the President or the Board of Directors, cause it to be affixed to any instrument requiring it and, when so affixed it shall be attested by his signature or by the signature of the Treasurer or any Assistant Secretary or an Assistant Treasurer.

Sec. 8. THE ASSISTANT SECRETARIES in order of their seniority unless otherwise determined by the President or the Board of

Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of Secretary. They shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe.

Sec. 9. THE TREASURER shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the President or the Board of Directors, taking proper vouchers for the disbursements and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the corporation.

Sec. 10. THE ASSISTANT TREASURERS in the order of their seniority unless otherwise determined by the President or the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe.

ARTICLE IV

CERTIFICATES OF STOCK

Sec. 1. Every holder of stock in the corporation shall be entitled to have a certificate, signed by or in the name of the corporation by the President or a Vice President and the Secretary or an Assistant Secretary of the corporation, certifying the number of shares owned by him in the corporation. If the corporation shall be authorized to issue more than one class of stock, the designations, preferences and relative, participating optional or other special rights of each class and the qualifications, limitations or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificates.

Sec. 2. The Board of Directors may direct a new certificate or certificates to be issued by the corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or

his legal representative to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost or destroyed.

Sec. 3. Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a certificate to the person entitled thereto, cancel the old certificate and record the transaction in its books.

ARTICLE VII

MISCELLANEOUS

Sec. 1. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Sec. 2. The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

Sec. 3. The corporate seal of this corporation shall consist of two concentric circles, between which shall be the name of the corporation and the word "Oregon" and in the center of the inner circle of which, shall be inscribed the words "Corporate Seal" and such seal as is impressed on the margin hereof shall be the seal of the corporation.

ARTICLE VIII

CONTRACTS, LOANS AND DEPOSITS

Sec. 1. Contracts. The Board of Directors may authorize the President and Secretary or other officer to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific instances.

Sec. 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Sec. 3. Deposits. All funds of the corporation not otherwise employed 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 select.

ARTICLE IX

AMENDMENTS

Sec. 1. The By-Laws of the corporation may be amended, added to or repealed by vote of not less than one hundred percent of the issued and outstanding stock of this corporation, at any meeting of the stockholders, provided notice of the proposed change is given in notice of the meeting, or notice thereof is waived in writing.

DATED this _____ day of _____, 19 ____.

Secretary