

BYLAWS

OF

ST. PATRICK'S DAY PARADE OF LAWRENCE, KANSAS, INC.
(a Kansas Nonprofit Corporation)

ARTICLE I

Offices

The initial principal office of ST. PATRICK'S DAY PARADE OF LAWRENCE, KANSAS, INC. (the "Corporation") in the State of Kansas shall initially be located at 616 Vermont Street, Suite A, Lawrence, Kansas 66044. The Corporation may have such other offices, either within or outside the State of Kansas, as the activities of the Corporation may require from time to time. The registered office of the Corporation required by The General Corporation Law of Kansas to be maintained in the State of Kansas may be, but need not be, identical with the principal office in the State of Kansas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Objects, Purposes and Powers

statement

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

The Corporation's purposes shall include, but not be limited to, receive and administer funds for charitable and educational purposes and to distribute funds to or for such organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, along or in conjunction with others, not without the scope of this paragraph, which may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. The Corporation shall not participate in, or intervene (including the publishing or distributing of statements) in any political campaign on behalf of (or in opposition to) any candidate for public office.

No part of the net earnings or other assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, contributors, or other persons in their

private capacity, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in this Article.

ARTICLE III

Members

Section 1. Voting Members. The initial voting members of the Corporation shall be ROGER L. BROWNING, SARA JANE ZIMMERMAN, and KAY TRAVER. Thereafter, the voting members shall consist of all members who have attended at least five meetings in the preceding 12 months.

Section 2. Annual Meeting of Voting Members. The annual meeting of the voting members shall be held on or about April 1st, to coincide with the last regular business meeting of each year, for the purpose of electing Directors.

Section 3. Nonvoting Members. Voting members shall decide whether the Corporation will have nonvoting members.

Section 4. Place of Meeting. All meetings of the voting members may be held within or without the State of Kansas as shall be designated from time to time by the Board and stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 5. Special Meetings. Special meetings of the voting members may be held for any purpose(s), unless otherwise prohibited by law or by the Articles. A special meeting may be called by the Board, by the Chairman of the Board, by the President, by the Secretary or by a majority of the outstanding voting members of the Corporation entitled to vote at such meeting, and shall be called by any officer directed to do so by the Board or requested to do so in writing by a majority of the Board. Any such written request shall state the purpose(s) of the proposed meeting. The business transacted at the special meeting shall be confirmed to the purpose(s) stated in the notice of such meeting, unless the transaction of other business is consented to by a majority of the voting members. The "call" and the "notice" of any such meeting shall be deemed to be synonymous.

Section 6. Meetings By Conference Telephone or Similar Communications Equipment. Unless otherwise restricted by the Articles or these Bylaws, voting members may participate in any meeting described in this Article III by means of conference telephone or similar communications equipment, including Internet communications, by means of which all persons participating in the meeting can hear each other. Participation in a meeting in such manner shall constitute presence in person at such meeting.

Section 7. Action Without a Meeting. Unless otherwise provided in the Articles, any action required to be taken or any action which may be taken at any annual or special meeting of the voting members, may be taken without a meeting, without prior notice and

without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all the voting members entitled to vote thereon. Any such writing or writings shall be filed with the minutes of the proceedings of the voting members.

Section 8. Notice. Written notice of each meeting of the voting members, whether annual or special, which shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose(s) thereof, shall be given to each member entitled to vote at such meeting, either personally or by mail or by electronic mail, not less than ten (10) days nor more than sixty (60) days before the date of the meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the member at the member's address as it appears on the records of the Corporation.

Section 9. Waiver of Notice. Whenever any notice is required to be given to any member under any law, the Articles or these Bylaws, a written waiver thereof, signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance by a member at a meeting shall constitute a waiver of notice of such meeting, except when the member attends a meeting for the express purpose of objecting, at the beginning of the meeting, 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 voting members need be specified in any written waiver of notice.

Section 10: Quorum. A majority of voting members of the Corporation entitled to vote at a meeting, present in person or represented by proxy, shall constitute a quorum (a "**Quorum**") at all meetings of the voting members for the transaction of any business, except as otherwise provided by law, the Articles or these Bylaws.

If a Quorum is not present at a meeting of the voting members, the majority of the voting members present in person or represented by proxy at such meeting shall have the power successively to adjourn the meeting from time to time to a specified time and place, without notice to anyone other than an announcement at the meeting at which such adjournment is taken, until a Quorum shall be present. At such adjourned meeting at which a Quorum is present, any business may be transacted which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after adjournment a new record date is fixed for the subsequent session of the adjourned meeting, a notice of the subsequent session of the adjourned meeting shall be given to each member entitled to vote at the meeting pursuant to Section 3.8.

Section 11. Proxies. Each member entitled to a vote at a meeting of voting members, or to express consent or dissent to corporate action in writing without a meeting, may authorize another person or persons to act for such member by written proxy signed by such member, but no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period.

Section 12. Voting.

- (a) One Vote Per Member. Each voting member shall be entitled to one vote.
- (b) Voting Otherwise than by Written Ballot. At all meetings of voting members, the voting may be by oral vote, show of hands, or similar method other than by written ballot, except that any member entitled to vote may request a vote by written ballot on any matter, in which case the applicable vote shall be by written ballot.
- (c) Member Action. In all matters, the affirmative vote of a majority of the voting members of the Corporation who are present in person or represented by proxy at a meeting at which a Quorum is present and who are entitled to vote on the subject matter shall be the valid corporate act of the voting members, except in those specific instances in which a larger vote is required by law, the Articles or these Bylaws, and as subsequently amended.
- (d) Voting for Directors and Officers. Directors and Officers shall be elected by a majority of the votes of the voting members present in person or by proxy at the annual meeting at which a Quorum is present and entitled to vote on the election of directors and officers.

ARTICLE IV

Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number. The authorized number of Directors to constitute the Board shall be no less than one (1) and no more than eleven (11). The initial Board of Directors shall be those individuals named as Directors in the Corporation's Articles of Incorporation.

Section 3. Qualifications. The Directors of the Corporation shall be natural persons, at least 21 years of age and shall be voting members.

Section 4. Election and Term of Office. The Directors of the Corporation shall be elected by the Corporation's voting members at the member's annual meeting. The term of office of each succeeding Director shall last for a period of one (1) year commencing at the end of said annual meeting at which such Board is elected and terminating with the adjournment of the annual meeting held one (1) year later. Vacancies shall be filled by a majority vote of the Board of Directors of the Corporation. There is no limit to the number of terms a Director may serve.

Section 5. Annual Meetings. The annual meeting of the Board of Directors shall be held during the month of February of each year, pursuant to notice, which meeting shall be held for the purpose of transacting such business as may come before the meeting.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by the Executive Chairman and/or Co-Chairman, or by a majority of the Directors.

Section 7. Notice. Notice of any meeting shall be given at least five (5) days previous thereto by written notice delivered personally, mailed (via United States mail or via electronic mail or similar transmission) or telecopied to each Director at his designated address or designated teletype number. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The 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.

Section 8. Quorum and Voting. A majority of the Directors shall constitute a quorum for the transaction of business at any meetings of the Board of Directors; provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Each Director present shall be entitled to one (1) vote upon each matter submitted to a vote at any such meeting.

Section 9. Meetings by Conference Telephone or Similar Communications Equipment. A Director may participate in any board meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

Section 10. Manner of Acting. The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present shall be the act of the Board of Directors.

Section 11. Action by Unanimous Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, any committee thereof, or any other governing body of the Corporation may be taken without a meeting if all voting members of the Board, the committee or other governing body, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the Board, the committee or other governing body.

Section 12. Removal; Vacancies. A Director may be removed, with cause, upon the affirmative vote of the voting members. In the event of the removal of a Director, or in the event of the death or resignation of a Director, the voting members may fill such vacancy or vacancies by affirmative vote of the voting members.

Section 13. Compensation. A Director shall not receive compensation for serving as a Director.

Section 14. Committees.

(a) Committees Generally. The Board may designate, by resolution passed by a majority of the whole Board, one or more committees of the Board. Each committee shall consist of one or more designated Directors.

(b) Powers; Limitation. Any such committee, if comprised solely of directors and only to the extent provided in the resolution of the Board or in these Bylaws, shall have and may exercise all of the powers and authority of the Board in the management of the business and affairs of the Corporation; but no such committee shall have the power or authority of the Board with respect to (i) amending the Articles, (ii) adopting an agreement of merger or consolidation, (iii) authorizing the sale, lease or exchange of all or substantially all of the Corporation's property and assets, (iv) authorizing a dissolution of the Corporation or a revocation of a dissolution, or (v) amending the Bylaws.

(c) Meetings By Conference Telephone or Similar Communications Equipment. Unless otherwise restricted by the Articles or these Bylaws, members of any committee designated by the Board may participate in a meeting of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at such meeting.

(d) Committee Action Without a Meeting. Unless otherwise restricted by the Articles or these Bylaws, any action required or permitted to be taken at any meeting of a committee may be taken without a meeting if all members of such committee consent thereto in writing. Any such writing shall be filed with the minutes of proceedings of such committee.

ARTICLE V Officers

Section 1. Number. The officers of the Corporation shall be an Executive Chairman and/or Co-Chairman, a Treasurer and a Secretary. The Corporation may also have a Vice Chairman.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected by a majority vote of the voting members at its annual meeting. The term for each office shall be for one (1) year.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by majority vote of the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, or otherwise, may be filled by majority vote of the Board of Directors for the unexpired portion of the term.

Section 5. Executive Chairman and/or Co-Chairman. The Executive Chairman and/or Co-Chairman shall preside at all meetings of the voting members and of the Board of Directors. The Executive Chairman and/or Co-Chairman may sign any documents and instruments which the Board of Directors authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these

Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the Executive Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice Chairman. In the absence of the Executive Chairman, or in the event of his inability or refusal to act, the Vice Chairman shall perform the duties of the Executive Chairman, and when so acting, shall have all the powers of and be subject to all restrictions upon the Executive Chairman. Any Vice Chairman shall perform such other duties as from time to time may be assigned by the Executive Chairman or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties (at the expense of the Corporation) in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; provided, however, that some or all of such duties, as the Board of Directors may determine, may be delegated to a custodian, as provided in said Article VII hereof; (b) maintain a permanent record of all disbursements for charitable, scientific, literary, or educational purposes made by the Board of Directors and/or its duly appointed officers or agents in behalf of the Corporation; and (c) in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the Executive Chairman or by the Board of Directors.

Section 8. Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings and Committee Meetings in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Executive Chairman and/or Co-Chairman or by the Board of Directors.

Section 9. Compensation. The officers shall not be compensated.

ARTICLE VI

Non-Discrimination

Corporation does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation or military status in any of its activities or operations. These activities include, but are not limited to selection of beneficiaries, volunteers, vendors and sponsors. The Corporation is committed to providing an inclusive and welcoming environment for all members, volunteers, beneficiaries, sponsors, vendors and participants.

ARTICLE VII

Contracts, Loans, Checks, Deposits and Custodians

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, 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 specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences 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.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation 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.

Section 5. Custodians. The Board of Directors may from time to time designate a bank, trust company, or depository as custodian of all funds and properties of the Corporation, which custodian shall maintain a record of all receipts, expenditures, income and expenses of the Corporation and/or perform such ministerial duties as the Board of Directors by written direction may instruct, the custodian to receive such fees for its services as may from time to time be agreed upon by the Board of Directors and the custodian.

ARTICLE VIII

Agents and Attorneys

The Board of Directors may appoint such agents, attorneys, and attorneys-in-fact of the Corporation as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said Corporation is authorized to transact and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as said Corporation might or could do if it acted by and through its regularly elected and qualified officers.

ARTICLE IX

Fiscal Year

The fiscal year of the Corporation shall be January 1 to December 31.

ARTICLE X
Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of The General Corporation Law of Kansas, waiver thereof 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 XI
Indemnification

Section 1. General Indemnity. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceedings, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceedings if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2. Limitations on Indemnity. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, and amount paid in settlement actually and reasonably incurred by him/her in connection with the defense or settlement of the action or suit if he/she acted in good faith and in a manner he/she reasonably believe to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation.

Section 3. Attorneys' Fees. To the extent that a director, officer, employee or agent

of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection with the action, suit or proceeding.

Section 4. Determination of Board. Any indemnification under subsections 1 and 2 of this section, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in this section. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs or by independent legal counsel in a written opinion, or by the members.

Section 5. Indemnity Payment. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is not entitled to be indemnified by the Corporation as authorized in this Article.

Section 6. Non-Exclusive. The indemnification and advancement of expenses provided by, or granted pursuant to this Article, shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other provision of law, the Articles of Incorporation or any agreement, vote of disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Additional Indemnification. The Corporation shall have the power to give any further indemnity, in addition to the indemnity authorized or contemplated under other subsections of this Section, to any person who is or was a director, officer, employee or agent, or to any person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, provided such further indemnity is either (i) authorized, directed or provided for in a duly adopted amendment of the Articles of Incorporation of the Corporation or (ii) is authorized, directed, or provided for in any agreement of the Corporation which has been adopted by a vote of the directors of the Corporation, and provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

Section 8. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of

another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article.

Section 9. Corporation Defined. For the purpose of this Article, references to "the Corporation" include, in addition to the resulting Corporation, all constituent Corporations (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent Corporation, or is or was serving at the request of such constituent Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving Corporation in the same capacity.

Section 10. General Definitions. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries.

Section 11. Continuation. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XII

Liability for Debt of Corporation

The Directors, officers and members of the Corporation shall not be personally liable for the payment of the Corporation's debts, except as they may be liable by reason of (a) breach of their duty of loyalty to the Corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; or (c) any transaction in which they derived an improper benefit.

ARTICLE XIII

Income and Property of the Corporation

All income and properties of the Corporation shall be devoted exclusively to the purposes as provided in the Articles of Incorporation of the Corporation. The Board of Directors may adopt such policies, regulations, and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in said Articles.

ARTICLE XIV
Prohibited Transactions

No provision of the Articles of Incorporation or these Bylaws shall in any way be construed as permitting the Corporation, whether through its Board of Directors, its officers, agents, or other party acting in its behalf, to allow the net income or property of the Corporation to inure to the private benefit of any incorporator, Director, officer or individual having a personal or private interest in the activities of the Corporation.

ARTICLE XV
Dissolution

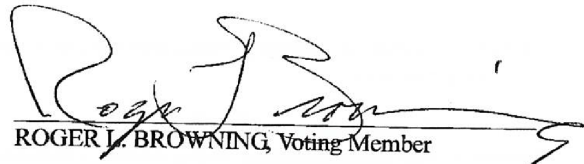
Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to an organization or organizations organized and operated exclusively for charitable, educational, scientific or religious purposes as shall at the time qualify as an exempt organization or organizations by reason of description in Section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by the District Court of 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.

ARTICLE XVI
Amendments

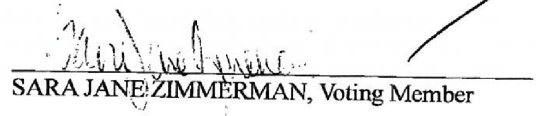
THESE BYLAWS MAY BE ALTERED, AMENDED OR REPEALED, AND NEW BYLAWS MAY BE ADOPTED AT ANY MEETING OF THE VOTING MEMBERS CALLED FOR THAT PURPOSE AND NOTICED PURSUANT TO ARTICLE III, SECTION 8, BY THE AFFIRMATIVE VOTE OF A TWO-THIRDS MAJORITY OF THE VOTING MEMBERS.

CERTIFICATE

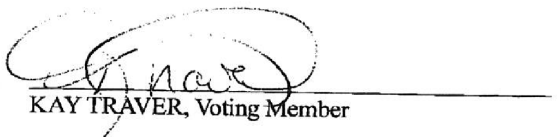
The undersigned, being the voting members and all of the initial directors of ST. PATRICK'S DAY PARADE OF LAWRENCE, KANSAS, INC., a Kansas Nonprofit Corporation, as named in the Articles of Incorporation hereby certify that the foregoing are the Bylaws of the Corporation duly adopted by the voting members and the initial directors named in the Articles of Incorporation of the Corporation.



ROGER L. BROWNING, Voting Member



SARA JANE ZIMMERMAN, Voting Member



KAY TRAVER, Voting Member