

2009 RESTATEMENT AND AMENDMENT

BYLAWS
OF
NORTHSTAR SPORTSMEN CLUB OF LEECH LAKE, INC.

ARTICLE 1
REGISTERED OFFICE

The registered office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Minnesota as shall be fixed from time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board of Directors, the registered office shall be at 10215 Rifle Range Road NW, Laporte, MN.

ARTICLE 2
MEMBERSHIP

SECTION 2.1 Voting members. This corporation shall have membership interests. Each membership interest has one vote on any matter regardless of the number of members within that membership interest. Members of the immediate family may be members within a membership interest until 18 years of age. A business entity can become a member by applying for a membership and by paying the annual dues in advance. A business membership has one vote on any matter in the same manner as an individual.

SECTION 2.2 Membership Expiration & Dues. The Board of Directors shall have the right to determine the dues or other payments to be made for a membership in this corporation from time to time. The membership year for this corporation shall be from January 1 to December 31 of each year.

SECTION 2.3 Honorary & Lifetime members. The Board of Directors may confer honorary and lifetime membership on any individual or individuals based upon such criteria, and with such voting rights, as the Board of Directors shall from time to time determine.

SECTION 2.4 Interest in Property. A membership in this corporation shall not confer any right, title or interest in the real or personal property of this corporation.

SECTION 2.5 Resignation. Any member may resign from a membership or a membership may resign at any time by giving written notice to the Board of Directors or to the Secretary. Such resignation shall take effect at the date of the receipt of such

notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member or membership that resigns shall not be entitled to a refund of any dues or other payments made to this corporation.

SECTION 2.6 Termination. Any membership may be terminated by the Board of Directors by providing the registered member with not less than 15 days written notice of the proposed termination and the reasons for it, and with an opportunity to be heard, orally or in writing, not less than five days before the effective date of the proposed termination.

ARTICLE 3 MEETINGS OF MEMBERS

SECTION 3.1 Annual meeting. The annual meeting of the members of this corporation for the election of directors, the presentation of reports on the activities and financial condition of this corporation, and the transaction of such other business as may properly come before the meeting, shall be held on the first Saturday after Labor Day in each year, or at another time as may be designated from time to time by the Board of Directors and at a place, within the State of Minnesota, designated from time to time by the Board of Directors.

SECTION 3.2 Special meetings. Special meetings of the memberships of this corporation may be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon written request of at least five percent of the voting memberships of this corporation. If the President or the Board of Directors, or the required number of voting memberships call a special meeting of the membership, the Secretary shall then give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than ninety days after receiving the request. If the Secretary fails to give notice of the meeting within thirty days from the date on which the request is received by the Secretary, the President or the Board of Directors, or the required number of voting memberships who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. If a special meeting is demanded by the voting membership, the meeting shall be held in Walker, or Laporte where the registered office is located. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

SECTION 3.3 Notice. Written notice of a meeting of the members, stating the time and place thereof, shall be mailed, postage prepaid, not less than five nor more than thirty days before the meeting, excluding the day of the meeting, to each membership of this corporation at its last known address. Any membership may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance in person or electronically. Attendance at a meeting is deemed a waiver unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of

business because the item may not lawfully be considered at that meeting and the membership does not vote in consideration of the item at that meeting.

SECTION 3.4 Membership list for meeting. In order to determine who is eligible to cast the membership vote, the Secretary shall prepare a list of the name (in alphabetical order), and address of each membership. Beginning two business days after notice of the meeting is given, the list shall be available through the date of the meeting and at the meeting.

SECTION 3.5 Voting; Membership quorum. At all meetings of the members, a membership shall be entitled to cast one vote on the election of directors in person, by written ballot, or written and mailed ballot received by the date of the meeting. On any other question coming before the meeting a membership shall cast its vote in person. The presence of five percent of the voting membership in person, by written ballot, or written and mailed ballot received by the date of the meeting, shall constitute a quorum for election of directors. A vote of one more than half of the memberships present in person and entitled to vote at any membership meeting shall be sufficient to transact any other business. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

ARTICLE 4 DIRECTORS

SECTION 4.1 Number and method of election. The Board of Directors of this corporation shall consist of seven persons who are members in good standing. Directors of this corporation shall be elected by the voting memberships at each annual meeting as the expiration of their terms of office require. Votes for the election of a director will be counted and then ranked by number received. A candidate receiving the most votes will be the first place winner. Then the other candidates will be ranked in descending order by vote total to fill available vacancies.

SECTION 4.2 Terms. Except as otherwise provided in Section 4.1, the term of office for a director is three years. The method of election is to replace the directors as their term of office expires. No director shall serve for more than two consecutive terms. A former director may be reelected after a one year hiatus. A director shall hold office for the term for which he or she was elected and until the end of the meeting at which his or her successor has been elected and until such successor has qualified, or until the director's prior death, resignation or removal. Any director may at any time be removed with or without cause by the voting membership. Any vacancy occurring because of the death, resignation or removal of a director shall be filled by the Board of Directors until the next membership meeting when a successor director shall be elected for the unexpired term of the deceased, resigned or removed director.

SECTION 4.3 Director Candidates. The Board of Directors may, from time to time, nominate a slate of one or more persons as candidates to be elected directors of this corporation, or, the Board of Directors may appoint a committee to propose a slate of director candidates. Nominations may also be received from the membership at the annual meeting of the membership.

SECTION 4.4 Committees The Board of Directors may appoint other persons as committee members for any purpose and any such appointment shall be for such term and based on such criteria as the Board of Directors from time to time deems appropriate.

ARTICLE 5 MEETINGS OF THE BOARD OF DIRECTORS

SECTION 5.1 Annual meeting. The annual meeting of the Board of Directors shall be held for the sole purpose of receiving the new directors and electing officers and shall be held immediately following the annual meeting of the members of this corporation at the time and place, within or without the State of Minnesota, designated from time to time by the Board of Directors.

SECTION 5.2 Monthly Meetings. Monthly meetings of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon the written request of three or more members of the Board of Directors.

SECTION 5.3 Notice of meetings. Notice of the next meeting, day, time and place shall be announced at each monthly meeting. If a Director has failed to attend, notice of the next meeting shall be given, orally, in writing, or electronically to the absent Director. If written notice of a meeting is mailed, it shall be sent to each director at his or her address according to the last available records of this corporation. Any director may waive notice by attendance. Attendance at a meeting is deemed a waiver of notice unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting.

SECTION 5.4 Quorum and voting.- Special majority for budget approval. The presence of one more than half (4 of 7) of the members of the Board of Directors shall constitute a quorum at any meeting thereof. At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. An affirmative or negative vote of one more than half the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business. A 5 of 7 majority of all directors is required for approval of the annual corporation budget. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors

when an action is taken is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

SECTION 5.5 Adjourned meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

SECTION 5.7 Director conflicts of interest. This corporation shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization (within the meaning of Minnesota Statutes, section 317A.011, subd. 18), or (c) an organization in or of which a director is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of one more than half of the directors (without counting the interested director), at a meeting at which there is a quorum without counting the interested director. Failure to comply with the provisions of this Section 5.7 shall not invalidate any contract or transaction to which this corporation is a party.

SECTION 5.8 Removal of Director - Special majority required A special majority vote of 5 of 7 of all Directors is required to remove a Director from the Board. If a Director is removed by vote, death, disability or resignation the Director's successor shall be appointed to the Board by an affirmative vote of one more than half the directors present at any meeting and the newly appointed Director shall serve until the next annual meeting when a special membership election shall be held to fill that position for the remainder of the removed director's term.

ARTICLE 6 OFFICERS

SECTION 6.1 Tenure of office. The officers of this corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time designate. An Officer may be a Director. Officers shall be elected by the Board of Directors to serve for terms of one year. An officer may be removed from Office by the Board of Directors with or without cause.

SECTION 6.2 President. The President shall be the chief executive officer of this corporation. He or she shall preside at all meetings of the Board of Directors. He or she shall be responsible for the general supervision, direction and management of the affairs, employees and business of this corporation as detailed by the policies of the Board of Directors. He or she may execute on behalf of this corporation all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of this corporation.

SECTION 6.3 Vice President. The Vice President shall perform the duties of the President in case of the latter's absence or disability.

SECTION 6.4 Secretary. The Secretary shall keep accurate minutes of all meetings and shall be custodian of the records, documents and papers of this corporation. He or she shall provide for the keeping of proper records of all transactions of this corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice, to the office of Secretary, or imposed by these Bylaws. He or she shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

SECTION 6.5 Assistant Secretary. If it so chooses, the Board of Directors in its discretion may also elect an Assistant Secretary, who may assist and perform the duties and assume the responsibilities of the Secretary as above set forth under the general direction of the Secretary or President.

SECTION 6.6 Treasurer. The Treasurer shall be responsible for maintaining accurate financial records for this corporation and safeguarding the assets of this corporation. He or she shall present a report of this corporation's financial transactions and status to the Board of Directors at its monthly and annual meeting, and shall from time to time make such other reports to the Board of Directors as it may require. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

SECTION 6.7 Assistant Treasurer. The Board of Directors may, in its discretion, elect an Assistant Treasurer who shall assist the Treasurer in the performance of the duties of the Treasurer while under the general direction of the Treasurer or President.

SECTION 6.8 Additional Powers. Any officer of this corporation, in addition to the powers conferred upon him or her by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Directors. An officer of this corporation may receive a salary or other monetary or tangible compensation for performance of duties if the compensation is approved by a vote of 5 of 7 of all Directors.

ARTICLE 7 INDEMNIFICATION

To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as a director, officer, employee or member of this corporation against judgments, penalties, fines, settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the

proceeding.

Indemnification provided by this section shall continue even if the person has ceased to be a director, officer, employee or committee member, and shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or a member of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

ARTICLE 9 MISCELLANEOUS

SECTION 9.1 Fiscal year. Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation shall begin on January 1 and end on the succeeding December 31.

SECTION 9.2 Corporate seal. This corporation shall have no seal.

SECTION 9.3 Electronic meetings. A member, director or committee member may participate in a meeting by any means of communication through which such person may simultaneously hear all persons physically present during the meeting. Participation in a meeting "electronically" means constitutes presence in person at the meeting.

SECTION 9.4 Amendment of Bylaws or Articles of Incorporation by Board of Directors or Memberships. Both the Board of Directors and the voting memberships shall have the power to amend the Bylaws or the Articles of Incorporation. However, the Board of Directors may not adopt, amend, or repeal any Bylaw prescribing procedures for removing directors or filling vacancies in the Board of Directors, or fixing the number of directors or their terms of office. The Board of Directors may amend the Bylaws or the Articles of Incorporation by adopting a resolution setting forth the amendment. The text of the amendment shall then be sent electronically, or by US Mail, to those memberships entitled to vote as determined by the Secretary's list of current, paid, and voting memberships. If the membership desires an amendment it can be proposed through the Board of Directors or, in the alternative, by a petition of at least 10 percent of the voting membership. The amendment must pass by a vote of one more than half of the 10 percent quorum of the voting membership, by ballot cast.

SECTION 9.5 Authority to borrow, encumber assets. No director, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the

Board of Directors for any of the above purposes and may be general or limited to specific instances.

SECTION 9.6 Deposit of funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

SECTION 9.7 Competition. Shooting competitions shall be approved by the Board of Directors under its own rules or conducted under the rules of the National Rifle Association, the Amateur Trap Shooting Association, the National Skeet Shooting Association, the National Sporting Clays Association or under such rules and regulations as any national or state organization shall specify if approved in advance by the Board of Directors.

THE FOREGOING 2009 RESTATEMENT AND AMENDMENT of the Bylaws of the Northstar Sportsmen Club of Leech Lake, Inc. was adopted on the _____ day of _____, 2009 by a unanimous vote of the membership of said corporation present after notice of and vote taken at the special membership meeting called for that purpose.

President

STATE OF MINNESOTA]
 SS
COUNTY OF CASS]

I, _____ the duly elected Secretary of the Northstar Sportsmen Club of Leech Lake, Inc, do hereby certify that the foregoing 2009 Restatement and Amendment of the Bylaws of said corporation was adopted by the membership by a unanimous vote of the membership of said corporation present after notice of and vote taken at the special membership meeting called for that purpose..

Secretary

Subscribed and sworn to before me
this ____ day of _____, 2009.

Notary Public

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