

BYLAWS OF FIT KIDS OF SOUTHWEST OKLAHOMA, INC.

ARTICLE I

OFFICES

Section 1. The registered office shall be 707 NW 46th Street, in the City of Lawton, County of Comanche, State of Oklahoma.

Section 2. The corporation may also have offices at such other places within the State of Oklahoma as the Board of Directors may from time to time determine or the activities of the corporation may require.

ARTICLE II

PURPOSES OF CORPORATION

Section 1. The primary purpose of this corporation shall be to promote physical fitness, good health and prevent childhood obesity in Southwest Oklahoma.

Section 2. This corporation is organized exclusively for charitable, educational, purposes including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III

DIRECTORS

Section 1. The number of Directors which shall constitute the whole Board shall be not less than one (1) nor more than eleven (11). As of the 15th day of December, 2008, the Board shall consist of four (4) Directors. Thereafter, within the limits above specified, the number of Directors shall be determined by resolution of the Board of Directors. Except as provided in Section 2 and in Section 14 of this Article II, the Directors shall be elected at the annual meeting of Directors. Each Director elected shall hold office until such Director's successor is elected and qualified, or until such Director's earlier resignation or removal.

Section 2. Except as provided in Section 14 of this Article II, vacancies and newly created directorships resulting from any increase in the authorized numbers of Directors by the Directors may be filled by a majority of the Directors then in office, though less than a quorum, and any Director so chosen shall hold office until the next annual election and until such Director's successor is duly elected and shall qualify, unless such Director resigns or is removed.

Section 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 law or by the Certificate of Incorporation or by these Bylaws directed or required to be exercised or done by the Shareholders.

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

Section 5. Regular meetings of the Board of Directors may be held at such time and at such place as shall from time to time be determined by the Board. Five (5) days' notice of all regular meetings shall be given, and such notice shall state the place, date, hour and the business to be transacted at and the purpose of such meeting.

Section 6. Special meetings of the Board may be called by the President on three (3) days' notice of each Director either personally or by mail or by telegram. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) Directors unless the corporation has at that time less than three (3) Directors, in which latter event the request of only one (1) Director shall be required. Notice of any special meeting shall state the place, date, hour and the business to be transacted at and the purpose of such meeting.

Section 7. At all meetings of the Board, a majority of the Directors 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 Director, except as may be otherwise specifically provided by law or by the Certificate of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 8. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one (1) or more of the Directors of the corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

Section 9. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

Section 10. Members of the Board of Directors, or of any committee thereof, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment that enables all persons participating in the meeting to hear each other. Such participation shall constitute presence in person at such meeting.

Section 11. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, 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 a written consent to such action is signed by all members of the Board or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 12. The Directors may be paid their expenses, if any, of attendance at such meeting of the Board of Directors but shall not receive any other payment for acting as a Director. Members of special or standing committees may be allowed like reimbursement of expenses of committee meetings.

Section 13. The Board of Directors at any time may, by affirmative vote of a majority of the members of the Board then in office, remove any officer elected or appointed by the Board of Directors for cause or without cause.

Section 14. Any Director may be removed, for cause or without cause, by a majority vote of the Directors entitled to vote for the election of such Director at any annual or special meeting of the Directors. Upon such removal of a Director, the remaining Directors shall elect a Director to replace such removed Director at the same Director's meeting at which such removal took place or at a subsequent Director's meeting.

ARTICLE IV

NOTICES

Section 1. Notices to Directors shall be in writing and delivered personally or mailed to the Directors at their addresses appearing on the books of the corporation. Notice by mail shall be deemed to be given at the time when the same shall be deposited in the United States mail, postage prepaid. Notice to Directors may also be given by electronic transmission. Notice by electronic transmission shall be deemed to be given when delivered to the sent.

Section 2. Whenever any notice is required to be given under the provisions of law or of the Certificate of Incorporation or of these Bylaws, a 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 notice.

ARTICLE V

OFFICERS

Section 1. The officers of the corporation shall be chosen by the Board of Directors and shall, at a minimum, consist of a President and a Secretary. The Board of Directors may also choose additional officers, including a Chairman or Vice-Chairman of the Board of Directors, one or more Vice-Presidents who may be classified by their specific function, a Secretary, a Treasurer and one or more Assistant Secretaries and Assistant Treasurers. Two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. The Board of Directors at its first meeting and after each annual meeting of Directors shall choose a President and a Secretary, and may choose such other officers and agents as it shall deem necessary.

Section 3. The officers of the corporation shall hold office until their successors are chosen and qualify, until their earlier resignation or removal. Any vacancy occurring in any office of the corporation shall be filled by the Board of Directors.

Section 4. The Chairman, or, in the absence of the Chairman, a Vice-Chairman of the Board of Directors, if chosen, shall preside at all meetings of the Board of Directors, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 5. The President shall be the chief executive officer of the corporation, shall preside at all meetings of the Directors, and shall have general and active management of the activities of the corporation and shall see that all orders and resolutions of the Board of Directors, are carried into effect.

Section 6. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

Section 7. The Vice-President, or if there shall be more than one, the Vice-Presidents in the order determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 8. The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the corporation and the Board of Directors in a book to be kept for the purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all regular and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. Additionally, the Secretary shall have custody of the corporate seal of the corporation, and the Secretary or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by the Secretary's signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by the Secretary's signature.

Section 9. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors from time to time prescribe.

Section 10. The Treasurer, if one is chosen or, if not, the Secretary, 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.

Section 11. The Treasurer, if one is chosen or, if not, the Secretary, shall disburse the funds of the corporation as may be ordered by the Board of Director's taking proper vouchers for such 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 transactions performed by the Treasurer (or Secretary, as the case may be) and of the financial condition of the corporation.

Section 12. If required by the Board of Directors, the Treasurer if one is chosen or, if not, the Secretary, shall give the corporation a bond (which shall be renewed every six (6) years) in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office of a Treasurer and for the restoration to the corporation, in case of the Treasurer's (or Secretary's, as the case may be) death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the possession or under the control of the Treasurer (or Secretary, as the case may be) belonging to the corporation.

Section 13. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors, shall, in the absence or disability of the Treasurer and shall perform such other duties and have such other powers at the Board of Directors may from time to time prescribe.

ARTICLE VI

GENERAL PROVISIONS

Section 1. The Board of Directors will consist of the following members: Janice Drewry, Brenda Spencer-Ragland, George Benton Cooper, M.D., and Linda Dzialo.

Section 2. No member of the Board of Directors nor any member of their families nor any of their employees may receive any monetary benefit from the corporation (except the payment of expenses of administration as set out herein).

Section 3. The Board of Directors shall present at each annual meeting and at any special meeting, a full and clear statement of the business and condition of the Corporation.

Section 4. All checks 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.

Section 5. The fiscal year of the Corporation shall be the calendar year.

Section 6. The Board of Directors may provide a suitable seal, containing the name of the Corporation, which seal shall be in charge of the Secretary. If and when so directed by the Board of Directors or a committee thereof, duplicates of the seal may be kept and used by the Treasurer or by the Assistant Secretary or Assistant Treasurer. The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

ARTICLE VII

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

To the extent and in the manner permitted by the laws of the State of Oklahoma and specifically as is permitted under Section 1031 of Title 18 of the Oklahoma Statutes, the corporation shall indemnify any person who was or is a party or is threatened to be made a party of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that such person 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.

ARTICLE VIII

AMENDMENTS

The Bylaws may be amended or repealed, or new bylaws may be adopted by the Board of Directors at any regular meeting of the Board of Directors, if notice of such amendment, repeal, or adoption of new bylaws be contained in the notice of such meeting.

APPROVED AND RATIFIED as of this 15th day of December, 2008, by the undersigned,
constituting all of the Directors of the corporation.

Janice Drewry, Director

Brenda Spencer-Ragland, Director

George Benton Cooper, M.D., Director

Linda Dzialo, Director