

**AMENDED AND RESTATED
BYLAWS
OF
SOUTHWESTERN FAIR COMMISSION, INC.
an Arizona Non-Profit Corporation**

As Amended October 12, 1994

These Amended and Restated Bylaws supersede and replace in their entirety any prior Bylaws of the Southwestern Fair Commission, Inc.

**ARTICLE I.
OFFICES AND CORPORATE SEAL**

SECTION 1. Name of Corporation. The name of the Corporation shall be the Southwestern Fair Commission, Inc. (the "Corporation").

SECTION 2. Principal Office. The principal office of the Corporation shall be located in the County of Pima, State of Arizona, but other offices may be established and maintained within or without the State of Arizona at such places as the Board of Directors may designate.

SECTION 3. Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the corporation, but nevertheless if in any instance a corporate seal be used, the same shall be a circle having on the circumference thereof the name of the corporation and in the center the words "corporate seal", the year incorporated, and the state where incorporated.

**ARTICLE II.
MEMBERSHIP**

SECTION 1. Members. The members (the "Members") of the Corporation shall be appointed and serve as provided for in the Articles of Incorporation of the Corporation (the "Articles of Incorporation") until the earlier of their resignation, replacement, or death.

SECTION 2. Function. The chief function of the Members shall be to elect the Directors of the Corporation when there are more than seven (7) Members (when there are less than seven (7) Members, all the Members shall automatically be Directors, without any need for election by the Members) and to otherwise take any action required or permitted of the Members by law.

SECTION 3. Voting Rights. Each Member shall be entitled to one vote.

**ARTICLE III.
BOARD OF DIRECTORS**

SECTION 1. Composition. The Board of Directors (the "Directors" or "Board of Directors") of the Corporation shall be the Members appointed in accordance with the Articles of Incorporation, unless more than seven (7) Members are appointed, in which case the Directors shall be comprised of seven (7) Members, each of which shall be elected by a majority vote of the Members.

SECTION 2. Function. The chief function of the Directors is to manage the affairs of the Corporation. Subject to the limitations contained in these Bylaws, the Articles of Incorporation, and applicable law, all corporate powers shall be exercised by or under authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors.

SECTION 3. Number. There shall be a minimum of five (5), but no more than seven (7), Directors on the Board of Directors. The exact number of Directors shall be equal to the number of Members, unless there are more than seven (7) Members, in which case there shall be seven (7) Directors.

SECTION 4. Term. Each Director shall hold office for so long as he is a Member. Upon the expiration of such Director's Membership in the Corporation, he shall be replaced by the successor Member appointed to replace him by the Pima County Board of Supervisors, or if there are more than seven (7) Members, the replacement on the Board of Directors shall be elected by the Members.

SECTION 5. Voting Rights. Each Director shall be entitled to one vote.

SECTION 6. Qualifications. Membership on the Corporation's Board of Directors shall be confined to Members. Upon termination of a person's status as a Member, for any reason, such person shall also cease to be a Director.

**ARTICLE IV
RESIGNATION, REMOVAL AND VACANCIES**

SECTION 1. Resignation. Any Member may resign at any time by giving written notice to the President of the Corporation and to the Board of Supervisors of Pima County, Arizona. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 2. Removal. Any Member may be removed with or without cause, by a vote of a majority of the Board of Supervisors of Pima County, Arizona.

SECTION 3. Vacancies. A vacancy or vacancies within the Membership shall be filled by the Board of Supervisors of Pima County, Arizona.

**ARTICLE V.
MEETING OF THE MEMBERS**

SECTION 1. Place of Meeting. Meetings of the Members shall be held at the principal office of the Corporation or at any place within or without the State of Arizona designated from time to time by resolution of the Board of Directors or by written consent of all Members.

SECTION 2. Annual Meeting, Regular Meetings and Special Meetings. The Annual Meeting of Members of the Corporation shall be held on the fourth Tuesday in March of each year, if not a legal holiday, and if a legal holiday, then on the succeeding business day. Other regular meetings of the Members may be held at such times and places as the Board shall from time to time designate. Special meetings of the Members may be called at any time by any three or more Members.

Meetings of the Members may be held by means of telephone conference or similar communications equipment which allows all persons participating to hear each other. Participation in a meeting pursuant to this paragraph shall constitute such participant's presence at such meeting.

SECTION 3. Notices of Meetings-Waiver. Notices of the annual meetings of Members shall be given at least five, but no more than thirty days, prior to the date thereof and notices of regular meetings or special meetings shall be given at least two days prior to the date thereof. Each notice shall specify the place, the day, and the hour of the meeting and the general nature of the business to be transacted. Notices shall be given as provided in **Article VIII, Section 1** of these Bylaws and may be waived either before or after the meeting as provided in **Article VIII, Section 2** of these Bylaws. Notices of adjourned meetings need not be given except when the adjournment is thirty days or more. Notices shall be given by the Secretary, or if he or she is absent, or is unable or refuses to act, by any other Officer or Member of the Corporation.

SECTION 4. Quorum-Voting-Adjournment. The presence of a majority of the Members shall constitute a quorum for the transaction of business. Any business may be conducted by vote of a majority of the quorum then present, unless some greater number of votes is required under the Corporation's Articles of Incorporation, these Bylaws, or applicable law. In the absence of a quorum, any meeting may be adjourned from time to time by the vote of a majority of the Members present thereat, but no other business may be transacted.

SECTION 5. Meeting Format. At every meeting of the Members, the Chairman of the Board of Directors or, in his absence, the Secretary of the Board of Directors, shall act as Chairman. The Secretary of the Board of Directors shall act as secretary at all meetings. In the absence at any such meeting of the Secretary, the Chairman of the meeting may appoint another person to act as secretary of the meeting.

SECTION 6. Committees. There may be such committees as the Members may from time to time determine. Membership of such committees shall be by appointment by the Chairman of the

Board of Directors, with the consent of a majority of the quorum of Members present at the meeting when such committee is appointed.

SECTION 7. Action by Unanimous Written Consent. The Members shall, except as otherwise provided by law, have the power to act in the following manner:

A resolution in writing, signed by all the Members, shall be deemed to be action of the Members to the effect therein expressed, with the same force and effect as if said resolution had been duly passed by the same vote at a duly convened meeting and it shall be the duty of the Secretary of the Corporation to record such resolution in the minute book of the Corporation.

SECTION 8. Compliance with Laws. In holding their meetings, the Members shall comply with all applicable laws, including any applicable open meeting laws and notice requirements.

SECTION 9. Concurrent Meetings. At any time when all the Members are also Directors of the Corporation, any meeting of the Members or Directors shall be deemed to be joint/concurrent meetings of the Members and Directors, and all actions taken at such meetings required to be taken by the Members shall be deemed taken by the Members in that capacity and all meetings required to be taken by the Directors shall be deemed taken by the Members in their capacities as Directors. When there are Members who are not also Directors (i.e. when there are more than seven (7) Members), then the Members and Directors may elect to hold separate or joint meetings. However, the annual meetings of the Members and Directors shall always be held jointly, regardless of the number of Members.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. Place of Meeting. Meetings of the Directors shall be held at the principal office of the Corporation or at any place within or without the State of Arizona designated from time to time by resolution of the Board of Directors or by written consent of all Directors.

SECTION 2. Annual Meeting, Regular Meetings and Special Meetings. The Annual Meeting of the Directors of the Corporation shall be held on the fourth Tuesday in March of each year, if not a legal holiday, and if a legal holiday, then on the succeeding business day. Other regular meetings of the Board of Directors shall be held at such times and places as the Board shall from time to time designate. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board of Directors. Special meetings may also be called with the consent of any three Directors. Meetings of the Board of Directors may be held by means of telephone conference or similar communications equipment which allows all persons participating to hear each other.

Participation in a meeting pursuant to this paragraph shall constitute such participant's presence at such meeting.

SECTION 3. Notices of Meetings-Waiver. Notices of the annual meetings of Directors shall be given at least five, but no more than thirty days, prior to the date thereof and notices of regular meetings or special meetings shall be given at least two days prior to the date thereof. Each notice shall specify the place, the day, and the hour of the meeting and the general nature of the business to be transacted. Notices shall be given as provided in **Article VIII, Section 1** of these Bylaws and may be waived either before or after the meeting as provided in **Article VIII, Section 2** of these Bylaws. Notices of adjourned meetings need not be given except when the adjournment is thirty days or more. Notices shall be given by the Secretary, or if he or she is absent, or is unable or refuses to act, by any other Officer or Director of the Corporation.

SECTION 4. Quorum-Voting-Adjournment. The presence of a majority of Directors shall constitute a quorum for the transaction of business. Any business may be conducted by vote of a majority of the quorum then present, unless some greater number of votes is required under the Corporation's Articles of Incorporation, these Bylaws, or applicable law. In the absence of a quorum, any meeting may be adjourned from time to time by the vote of a majority of the Directors present thereat, but no other business may be transacted.

SECTION 5. Meeting Format. At every meeting of the Board of Directors, the Chairman of the Board of Directors or, in his absence, the Secretary of the Board of Directors, shall act as Chairman. The Secretary of the Board of Directors shall act as Secretary at all meetings. In the absence at any such meeting of the Secretary, the Chairman of the meeting may appoint another person to act as secretary of the meeting.

SECTION 6. Committees. There may be such committees as the Board of Directors may from time to time determine. Membership of such committees shall be by appointment by the Chairman of the Board of Directors, with the consent of a majority of the quorum present at the meeting when such committee is appointed.

SECTION 7. Action by Unanimous Written Consent. The Board of Directors shall, except as otherwise provided by law, have the power to act in the following manner:

A resolution in writing, signed by all the members of the Board of Directors, shall be deemed to be action of such Board to the effect therein expressed, with the same force and effect as if said resolution had been duly passed by the same vote at a duly convened meeting and it shall be the duty of the Secretary of the Corporation to record such resolution in the minute book of the Corporation.

SECTION 8. Compliance with Laws. In holding their meetings, the Board of Directors shall comply with all applicable laws, including any applicable open meeting laws and notice requirements.

SECTION 9. Concurrent Meetings. The Board of Directors shall hold concurrent/joint meetings with the Members as provided in Article V, Section 9.

ARTICLE VII. OFFICERS, AGENTS AND EMPLOYEES

SECTION 1. Officers. The Officers of the Corporation shall be a President (who shall also be the Chairman of the Board of Directors), a Treasurer and a Secretary (who shall also be the Secretary of the Board of Directors), all of whom shall be elected by the Board of Directors from their own number. No person may occupy, at the same time, two or more offices. The Board of Directors may elect such other officers as they deem necessary, who shall have such authority and shall perform such duties as from time to time may be prescribed by the Board of Directors, provided that all officers must be Members.

SECTION 2. President and Chairman of the Board of Directors. The President shall be the principal executive officer of the Corporation, and, subject to the control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the Corporation. He or she shall be Chairman of the Board of Directors, and, when present, preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, instruments which the Board of Directors has authorized 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 President and such other duties as may be prescribed by the Board of Directors from time to time. Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to attend and to act and to vote at any meeting of the shareholders of any corporation in which the Corporation may hold stock, and at any such meeting shall possess and may exercise any and all rights and powers incident to the ownership of such stock, and which, as the owner thereof, the Corporation might have possessed and exercised if present. The Board of Directors by resolution, from time to time, may confer like power upon any other person or persons.

SECTION 3. Secretary. The Secretary of the Corporation shall perform the duties of the President in the event of his or her absence or inability to act. He or she shall also be Secretary of the Board of Directors, and preside at all meetings of the Board of Directors when the Chairman of the Board of Directors is absent. The Secretary shall keep the minutes of all meetings of the Board of Directors and also the minutes of all committees, in books provided for that purpose; he or she shall give notice of meetings when notice shall be required; he or she shall have charge of any other books and papers, as the Board of Directors may direct, all of which shall, at any reasonable times, be opened to the examination of any Member or Director, upon application at the office of the

Corporation during business hours; and he or she shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors.

SECTION 4. Treasurer. The Treasurer shall have custody of all funds and securities of the Corporation; when necessary or proper he or she shall endorse on behalf of the Corporation for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depository as the Board of Directors may designate; he or she shall, at all reasonable times, exhibit his books and accounts to any Member or Director of the Corporation upon application at the office of the Corporation during business hours; and he or she shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors. The Board of Directors shall have the power to designate an employee or employees, subject to the control and supervision of the Treasurer, to sign receipts and vouchers for payment to the Corporation, endorse and cash or deposit checks, vouchers and drafts of the Corporation.

SECTION 5. Delegation. The Board of Directors may delegate to the Officers or employees of the Corporation such duties and responsibilities as the Board of Directors deems appropriate. Any such delegation shall be at the pleasure of the Board of Directors and may be rescinded, altered or amended by the Board of Directors as it deems appropriate.

SECTION 6. Term. The Officers shall be elected for one year terms at each annual meeting of the Board of Directors. Any vacancy in any office shall be filled by the Board of Directors at the next regular meeting of the Board or at a special meetings called for that purpose.

ARTICLE VIII. NOTICE

SECTION 1. Notices. Whenever any notice is required to be given to any Member or Director by statute or by these Bylaws whether of a meeting or for some other purpose, it may be given personally or sent to such Member or Director by mail, telegram, facsimile transmission or other form of written communication, charges prepaid, addressed to him or her at his or her address as it is shown on the records of the Corporation or if it is not so shown on such records or is not readily ascertainable, at the principal office of the Corporation. In case such a notice is mailed or telegraphed, it shall be deemed given at the time when the same shall be deposited in the United States mail or delivered to the telegraph company. If such notice is sent by facsimile transmission, it shall be deemed given at the time transmitted. Such mailing, telegraphing, faxing, or delivering as herein provided shall be due, legal and personal notice to such Member or Director. If given personally, the person effecting such notice shall sign a statement to that effect stating where and when such notice was effected. All such statements shall be filed with the records of the Corporation.

SECTION 2. Waiver of Notice. Whenever any notice is required to be given to any Member or Director by statute or by these Bylaws, whether of a meeting or for some other purpose, a Member

or Director may waive such notice; and a waiver or waivers in writing, signed by the person or persons entitled to said notice, shall be deemed equivalent to such notice. All such waivers shall be filed with the records of the Corporation.

**ARTICLE IX.
AMENDMENT OF BYLAWS**

SECTION 1. Procedure. The Bylaws of the Corporation may be altered, amended or repealed by a majority vote of the Directors at any regular or special meeting of the Board of Directors, provided that notice of such proposed alteration, amendment, or repeal shall have been given in writing not less than two days before such meeting or without any such notice by unanimous vote at any meeting of the Directors when all the Directors are present.

**ARTICLE X.
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

SECTION 1. Indemnification. Any person (and the heirs, executors, and administrator of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was a Member, Director or Officer hereof, shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and costs, incurred by him or her in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, to the fullest extent permitted by law. Such right of indemnification shall not be deemed exclusive of any other right to which such Member, Director or Officer (or such Member, Director or Officer's heirs, executor, or administrator) may be entitled apart from this Article.

SECTION 2. Insurance and Other Indemnification. The Board shall have the power, without limiting the other powers of the Board, to take the following actions:

- a. purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of others to the fullest extent permitted by law.
- b. give other indemnification to the fullest extent permitted by law.

**ARTICLE XI.
DISSOLUTION**

SECTION 1. Dissolution. The Members may elect to dissolve the Corporation in accordance with the Articles of Incorporation, the Bylaws, and Arizona law. In the event of a dissolution of the Corporation, all money appropriated and expended by any county in aid of this

Corporation shall be repaid before any assets of the Corporation shall be distributed in accordance with the law governing the distribution of assets by a non-profit corporation.

**ARTICLE X2.
VALIDITY OF BYLAWS**

The invalidation of any section of these Bylaws, for whatever reason, shall have no effect on the balance of these Bylaws.

The undersigned hereby certifies that the foregoing Bylaws were duly adopted by the Corporation's Board of Directors on Dec 13, 1994.



Secretary

Attest:



Ralph Wong, Chairman of the Board

**AMENDMENT TO THE BYLAWS
OF
SOUTHWESTERN FAIR COMMISSION, INC.
An Arizona Non-Profit Corporation**

We the undersigned, being a majority of the Directors of Southwestern Fair Commission, Inc., an Arizona non-profit corporation (the "Corporation"), do hereby adopt the following resolution as authorized by Arizona Revised Statutes and the Bylaws of the Corporation:

WHEREAS, the Board of Directors of the Corporation (the "Board") wishes to amend Article V, Section 2 and Article VI, Section 2 of its Bylaws, wherein provision is made for the annual meetings of the Members and the Board to be held on the fourth Tuesday in March of each year; and

WHEREAS, the Board has followed the procedure for Amendment of Bylaws set forth in Article IX of the Bylaws, and carefully considered the proposed Amendment;

RESOLVED, that Article V, Section 2 of the Bylaws of the Corporation be, and hereby is, amended to read in its entirety as follows:

SECTION 2. Annual Meeting, Regular Meetings and Special Meetings. The Annual Meeting of Members of the Corporation shall be held any time during the month of January on a date to be determined and designated by the Board of Directors at the last meeting of the previous year. Other regular meetings of the Members shall be held at such times and places as the Board shall from time to time designate. Special meetings of the Members may be called at any time with the consent of any three Members. Meetings of the Members may be held by means of telephone conference or similar communications equipment which allows all persons participating to hear each other. Participation in a meeting pursuant to this paragraph shall constitute such participant's presence at such meeting.

RESOLVED, that Article VI, Section 2 of the Bylaws of the Corporation be, and hereby is, amended to read in its entirety as follows:

SECTION 2. Annual Meeting, Regular Meetings and Special Meetings. The Annual Meeting of the Directors of the Corporation shall be held any time during the month of January

on a date to be determined and designated by the Board of Directors at the last meeting of the previous year. Other regular meetings of the Board of Directors shall be held at such times and places as the Board shall from time to time designate. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board of Directors. Special meetings may also be called with the consent of any three Directors. Meetings of the Board of Directors may be held by means of telephone conference or similar communications equipment which allows all persons participating to hear each other. Participation in a meeting pursuant to this paragraph shall constitute such participant's presence at such meeting.

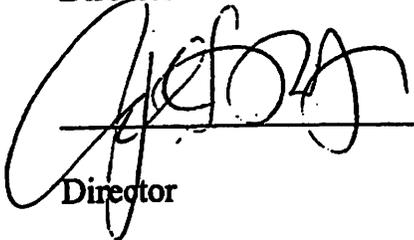
This Resolution shall be filed with the Minutes of the proceedings of the Board of Directors of this Corporation.

Executed effective this 3rd day of November, 1998.

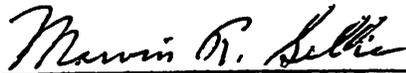
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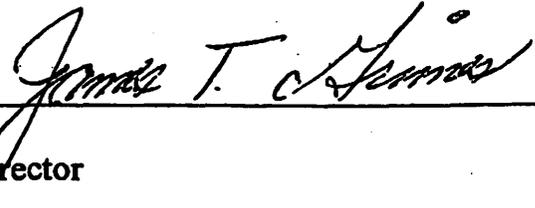
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