

BYLAWS
OF
SOUTHERN ALLIANCE BEEFMASTER MARKETING GROUP, INC.
(the "Corporation")

ARTICLE ONE
OFFICES

The principal office of the Corporation in the State of Alabama shall be located in the City of residence of the then serving Secretary of the Corporation resides, provided that such person resides in the State of Alabama. In the event the Secretary does not reside in the State of Alabama, then the principal office shall be at such other location within the State of Alabama at which the Board of Directors determines. The Corporation may have such other offices, either within or without the State of Alabama, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

The registered office of the Corporation, required by the Alabama Nonprofit Corporation Act to be maintained in the State of Alabama may be, but need not be, identical with the principal office in the State of Alabama, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE TWO
MEMBERSHIP IN THE CORPORATION

Any member of Beefmaster Breeders United, a nonprofit corporation, or any other person interested in the raising, breeding, marketing, promotion and sale of the Beefmaster breed of cattle. The corporation shall have the following classes of members:

- i. ***Active Members.*** Those individuals, corporations, organizations or other owners of Beefmaster cattle, who have submitted their membership application and been accepted for membership in the corporation, and who have paid all dues and other charges applicable to such membership classification, as the same may be determined from time to time by the board of directors.
- ii. ***Associate Members.*** Those individuals, corporations, or organizations of good reputation who, while not owning Beefmaster cattle, are interested in the Beefmaster breed of cattle and who are selected for and accepted by the Board of Directors for membership in the Corporation, and who have paid all dues and other charges applicable to such membership classification, as the same may be determined from time to time by the board of directors.
- iii. ***Junior Members.*** Those individuals interested in the Beefmaster breed of cattle and who are under the age of eighteen (18) years, who are selected for and accepted by the Board of Directors for membership in the Corporation, and who have paid all

dues and other charges applicable to such membership classification, as the same may be determined from time to time by the board of directors. Junior Members shall be entitled to only those services and privileges of membership in the corporation as determined by the Board of Directors from time to time.

iv. ***Honorary Members.*** Those individuals, corporations, or organizations of good reputation who have been selected by majority vote of the Members, at any regular or special meeting of the Members of the Corporation, who have made outstanding contributions to the Beefmaster breed of cattle, and/or the activities of the Corporation. Honorary Members shall be entitled to only those services and privileges of membership in the corporation as determined by the Board of Directors from time to time.

The Board of Directors may remove any Member from membership in the corporation for good cause, as determined by the Board of Directors of the Corporation in its sole discretion.

ARTICLE THREE MEETINGS OF MEMBERS

Sec. 1. Annual Meeting.

The annual meeting of the Members shall be held on the last Saturday in the month of April in each year, beginning with the year 2006 at 5:00 P.M. at the registered office of the corporation or at such other place as the directors may determine, for the purpose of electing directors, and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Alabama, such meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated herein for any annual meeting of the Members, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the Members as soon thereafter as is convenient.

Sec. 2. Special Meetings.

Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president, by the board of directors, and shall be called by the president at the written request of not less than one-half of the Active Members of the Corporation.

Sec. 3. Place of Meeting.

The board of directors may designate any place either within or without the State of Alabama, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. A waiver of notice signed by all Members entitled to vote at a meeting may designate any place, either

within or without the State of Alabama, as the place for the holding of such meeting. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the registered office of the corporation in the State of Alabama.

Sec. 4. Notice of Meeting.

Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 50 days before the date of the meeting, either personally or by mail by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at its address as it appears on the Membership records of the corporation, with postage thereon prepaid.

Sec. 5. List of Members.

The Secretary shall have charge of the Membership ledger of the corporation and shall prepare and make, at least ten (10) days before every meeting of the Members, a complete list of the Members entitled to vote at the meeting, arranged in alphabetical order, and showing the addresses of each Member. The list shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any Member who is present. Such list shall also be furnished to any Member so requesting a copy at any time whatsoever.

Sec. 6. Quorum.

One fourth (1/4) of the number of Active Members of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Members. If less than a majority of the Members are represented at a meeting, a majority of the Active Members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally noticed. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to have less than a quorum.

Sec. 7. Proxies.

At all meetings of the Members, an Active Member may vote in person or by proxy executed in writing by the Member or by its duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

Sec. 8. Voting.

Only Active Members of the Corporation in good standing shall be entitled to vote on matters submitted to a vote at a meeting of Members, each Active Member to receive one vote.

The vote of a Member who is a corporation, domestic or foreign, may be cast by such officer, agent, or proxy as the bylaws of such other corporation may prescribe, or, in the absence of such provision, as the board of directors of such other corporation may determine.

The only items which shall be required to be submitted to the Members for a vote shall be:

- (1) The Election of Directors.
- (2) The Amendment of the Articles of Incorporation.
- (3) The adoption and amendment of these Bylaws.
- (4) Election of Honorary Members.
- (5) The amount of dues to be paid by each class of membership of the corporation.
- (6) the eligibility, qualifications, privileges, rights, authorities and responsibilities for each class of member of the corporation.
- (7) The dissolution of the Corporation.

Notwithstanding the above, the Board of Directors may submit any other matter, in its discretion, to a vote of the Membership and in any such instance, the vote of the membership shall be binding on the Board of Directors.

Sec. 9. Business At Special Meeting.

Business transacted at any special meeting of the Members shall be limited to the purpose stated in the notice of call of such meeting.

Sec. 10. Action Without Meeting.

Any action required or permitted to be taken by a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the actions so taken, is signed by all of the Members entitled to vote with respect to the subject matter.

Sec. 11. Robert's Rules of Order.

Robert's Rules of Order, as amended from time to time, shall be applicable to all matters arising at any meeting of the Corporation or otherwise pertaining to the Members of the Corporation where such matter is not otherwise addressed in these Bylaws.

**ARTICLE THREE
BOARD OF DIRECTORS**

Sec. 1. General Powers.

The business and affairs of the Corporation shall be managed by its Board of Directors.

Sec. 2. Number, Tenure, and Qualifications.

The number of directors of the Corporation shall be not less than seven (7) nor more than fifteen (15) as determined by the Board of Directors, except the number of the initial Board of Directors shall be fixed by the articles of incorporation. One-third of the Directors shall be elected annually by the Members of the Corporation and the term of office of each director shall be three (3) years and until the election and qualification of his successor, except that the terms of the first four directors, as identified in the Articles of Incorporation, shall be one (1) year and until the election and qualification of their successors, and the terms of the second four directors, as identified in the Articles of Incorporation, shall be two (2) years and until the election and qualification of their successors. Directors need not be residents of the State of Alabama.

Sec. 3. Regular Meetings.

A regular meeting of the Board of Directors shall be held each quarter without notice other than this bylaw at the same place as the annual meeting of the directors. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Alabama, for holding additional regular meetings without other notice than such resolution, however, notice of every resolution of the Board fixing or changing the time or the place for the holding of regular meetings of the board shall be mailed to each director at least three (3) days prior to the first meeting held pursuant to such resolution. The annual meeting of the Board of Directors shall normally be held in April of each year or as soon thereafter as is practicable at the call of the President. The board may transact any business which comes before it at any regular meeting.

Sec. 4. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or of any four (4) directors. The board may transact any business which comes before it at any special meeting.

Sec. 5. Place of Meeting.

The Board of Directors may designate any place, either within or without the State of Alabama, as the place of meeting for any regular or special meeting of the Board of Directors. Unless otherwise specified by the Board of Directors, meetings shall be held at the principal office of the Corporation. Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone or a similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Sec. 6. Notice.

Notice of any special meeting shall be given at least two (2) days before the time fixed for the meeting, by written notice delivered personally or transmitted via facsimile or by electronic mail (e-mail) to each director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice is given by facsimile, such notice shall be deemed to be delivered when the transmission confirmation is received. If notice is given by electronic mail, such notice shall be deemed to be delivered when the e-mail is confirmed as transmitted. The attendance of a director at a 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. Any director may waive notice of any meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors or any committee designated thereby need be specified in the notice or waiver of notice of such meeting.

Sec. 7. Quorum.

A simple majority in number of the then serving directors of the Corporation shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. If a quorum is present when the meeting is convened, the directors present may continue to do business, taking action by a vote of a majority of a quorum as fixed above, until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum present, or the refusal of any director present to vote.

Sec. 8. Board Decisions.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Sec. 9. Action Without Meeting.

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or members of the committee.

Sec. 10. Vacancies.

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election by a majority of the Board of Directors for a term of office until the next annual election of directors and until the appointment of his successor.

Any director may be removed from office with cause by the affirmative vote of a majority of the directors entitled to vote at any special meeting of the directors called for that purpose.

Sec. 11. Compensation.

No member of the Board of Directors will receive a salary or other compensation for services to the Corporation, other than reimbursement of reasonable expenses incurred on behalf of the Corporation. Further, no member of the Board of Directors shall be related, by either blood or marriage, to salaried personnel of the Corporation or to parties providing services to the Corporation, except volunteer services for which no compensation is received from the Corporation. Further, no salaried employee of the Corporation will vote on or otherwise determine their own salary, or that of any person related to them by either blood or marriage, all compensation decisions to be made by the affirmative vote of the Board of Directors.

Sec. 12. Presumption of Assent.

A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the

Corporation immediately after the adjournment of the meeting. Such right of dissent shall not apply to a director who voted in favor of such action.

Sec. 13. Committees of Directors.

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 two or more of the directors of the Corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and exercise all of the powers and authority 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; but no such committee shall have the power or authority in reference to amending the Articles of Incorporation or amending the bylaws of the Corporation. 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.

Sec. 14. Minutes and Records.

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

Sec. 15 Nominating Committee.

The Board of Directors shall select a Nominating Committee consisting of the President and at least one other director. The Nominating Committee shall be responsible for preparing a slate of directors for election at the next annual meeting of the Members.

Sec. 16. Robert's Rules of Order.

Robert's Rules of Order, as amended from time to time, shall be applicable to all matters arising at any meeting of the Corporation or other matter pertaining to the Board of Directors and/or officers of the Corporation where such matter is not otherwise addressed in these Bylaws.

**ARTICLE FOUR
OFFICERS**

Sec. 1. Number.

The officers of the Corporation shall be a President, one or more Vice Presidents (the number, if any, to be determined by the Board of Directors), a Secretary, and a Treasurer, each of whom shall be elected by the Active Members of the Corporation, provided that the Vice-President shall assume the

office of President in the event the President is unable or unwilling to complete his term. Other than the offices of President and Secretary the Board of Directors shall determine what, if any, additional offices shall be created. Any two or more offices may be held by the same person. Any officer of the Corporation shall automatically by virtue of such position become a member of the Board of Directors of the Corporation.

Sec. 2. Election and Term of Office.

The officers of the Corporation to be elected by the Members shall be elected annually at the April meeting of the Members. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until his successor has been duly elected and qualifies or until his death or until he resigns or is removed in the manner hereinafter provided. Any officer may consent to serving an additional term, on the approval or at the request of the Board of Directors.

Sec. 3. Removal.

Any officer or agent elected or appointed by the Members may be removed by the Members whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Sec. 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term of such office.

Sec. 5. Powers and Duties.

The powers and duties of the several officers shall be as provided from time to time by resolution or other directive of the Board of Directors. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to this corporation.

Sec. 6. Salaries.

Officers shall not receive any compensation for their services as such, but may be reimbursed for reasonable expenses incurred in carrying out their duties. Nothing herein contained shall be construed to preclude any officer from serving the Corporation in any other capacity and receiving compensation therefor.

Sec. 7. President.

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 shall, when present, preside at all meetings of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other 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. The President shall be ex-officio a member of all standing committees.

Sec. 8. Vice Presidents.

In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions on the President. Any Vice-President may sign, with the Secretary or other proper officer of the Corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other 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 shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Sec. 9. The Secretary.

The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one 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 and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each director which shall be furnished to the Secretary by each director; (e) sign with the President, any Vice-President, or the Treasurer, deeds, mortgages, bonds, contracts, or other 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. In general, the Secretary shall perform all the duties generally incident to the office of secretary of a corporation, subject to the direction and control of the Board of Directors and of the President.

Sec. 10. The Treasurer.

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) 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 Five of these Bylaws; (c) disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements; (d) render to the President and the Board of Directors, whenever either of them so requests, an account of all his transactions as Treasurer and of the financial condition of the Corporation; and (e) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The Treasurer may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other 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. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

**ARTICLE FIVE
CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

Sec. 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.

Sec. 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.

Sec. 3. Checks, Drafts, or Orders.

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.

Sec. 4. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, mutual funds, or other depositories as the Board of Directors may select.

**ARTICLE SIX
FISCAL YEAR**

The initial fiscal year of the Corporation shall begin on the date of incorporation and end on the last day of May and thereafter begin on the first day of June and end on the last day of May of each year.

**ARTICLE SEVEN
SEAL**

The Board of Directors may provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal." The seal shall be stamped or affixed to such documents as may be prescribed by law or custom or by the Board of Directors. In the event that it is inconvenient to use such a seal at any time, or in the event the Board of Directors shall not have determined to adopt a corporate seal, the signature of the Corporation followed by the word "Seal" enclosed in parenthesis or scroll, or any similar such designation, shall be deemed the seal of the Corporation.

**ARTICLE EIGHT
WAIVER OF NOTICE**

Whenever any notice is required to be given to any director of the Corporation under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the provisions of law, 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 the giving of such notice.

**ARTICLE NINE
AMENDMENTS**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Members of the Corporation at any regular or special meeting.

**ARTICLE TEN
INDEMNIFICATION**

Each person who is or was a member, director or officer of the Corporation, and each person who is or was a member, director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation, and entitled to advancement of expenses of litigation, to the fullest extent permitted under the Alabama Nonprofit Corporation Act against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the Corporation under the Alabama Nonprofit Corporation Act and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, administrative, or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprises. Such indemnification shall be made only in accordance with the Alabama Nonprofit Corporation Act and subject to the conditions thereof.

As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

The Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such members, officers and directors against any liability under the Alabama Nonprofit Corporation Act.

I, _____, Secretary of Southern Alliance Beefmaster Marketing Group, Inc., an Alabama nonprofit corporation, do hereby certify that the foregoing is a true and complete copy of the Bylaws of this Corporation as submitted at, read to and adopted as the Bylaws of this Corporation at the organizational meeting of the directors and members, held on the _____ day of _____, 2005.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of this Corporation, this the _____ day of _____, 2005.

SOUTHERN ALLIANCE BEEFMASTER
MARKETING GROUP, INC.:

BY: _____
_____, Its Secretary

(Seal)

This instrument prepared by:
Jeffrey S. Brown, Esquire
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