

HOMELESS PET PLACEMENT LEAGUE, INC.

BYLAWS
(AMENDED AND RESTATED AS OF SEPTEMBER 28, 2000)

These Bylaws govern the affairs and operation of the Homeless Pet Placement League, Inc., a non-profit corporation (the "Corporation") organized under the Texas Non-Profit Corporation Act (the "Act").

ARTICLE I

Offices

1.1 Principal Office. The principal office of the Corporation shall be located in Houston, Texas.

1.2 Alternative Offices. The Corporation may also have offices at such other places both within and without the State of Texas as the board of directors may from time to time determine or the business of the Corporation may require.

1.3 Registered Agent. The Corporation shall maintain a registered office and agent as required by the State of Texas and as indicated by the Articles of Incorporation. The registered office or agent may be changed as the Corporation shall deem necessary in compliance with the laws of the State of Texas.

ARTICLE II

Members

2.1 Class and Qualifications of Members. The Corporation shall have one class of members. The membership of the Corporation shall consist of the general public.

2.2 Application to Membership. Applicants may be admitted to membership in the Corporation by the board of directors or by a committee designated by the board of directors. The directors shall adopt, and amend as necessary, application procedures and qualifications for membership. An applicant shall be admitted upon affirmative vote of a majority of the directors, or designated committee. A member may renew membership by timely payment of all required

fees and dues.

2.3 Membership Fees and Dues. The dues for membership in the Corporation shall be set by the Directors and paid according to schedules set by the Directors. Any proposed change in the amount of dues must be approved by the board of directors.

2.4 Certificate of Membership. The board of directors may provide for the issuance of certificates to evidence membership in the Corporation.

2.5 Voting Rights. Each member who is in good standing, with dues fully paid, shall be entitled to one (1) vote on any action requiring a membership vote.

2.6 Termination of Membership. The board of directors may expel a member from the Corporation by a two-thirds (2/3) vote of the directors, for good cause, including failure to pay dues on a timely basis and violation of these bylaws or articles of incorporation. Expulsion shall occur only after thirty (30) day notice to the member, and opportunity for the members to be heard by the directors, or designated committee.

2.7 Resignation. Any member may resign from the Corporation by submitting a written resignation to the secretary, which shall become effective immediately upon receipt by the secretary. A member's resignation shall not relieve the member of any obligations to pay assessments or other charges that have accrued up to the point of resignation.

2.8 Re-instatement. A former member may submit a written request for re-instatement of membership. The membership may be reinstated upon payment of all assessments and other charges in arrears and approval by the board of directors.

ARTICLE III

Meetings of Members

3.1 Regular Meetings. An annual meeting of the membership shall be conducted during the month of September each year, and the membership may hold interim meetings on a monthly basis. The time, place and content of these meetings shall be established by the president of the Corporation. The day fixed for the annual meeting shall not be a Saturday, Sunday or legal

holiday in the State of Texas. At the annual meeting, the members shall elect directors and transact any other business that may come before the meeting.

3.2 Special Meetings. Special meetings of the members may be called by the president, the board of directors, or not less than twenty percent (20%) of the voting members. Calls for special meetings must be in writing, mailed to all members, identify the subject of the meeting, and designate a time and place for the meeting.

3.3 Notice of Meetings. Written notice of the annual, or monthly meeting of the membership shall be mailed to the last known address of each member not less than five (5) days or more than thirty (30) days, before the date of the meeting. Written notice of a special meeting shall be sent by U.S. mails to the members at the last known address of each member not less than five (5) days or more than thirty (30) days in advance of such meeting. All notices shall state the place, day and time of the meeting, and the purposes of the meeting. If the notice fails to state a place for the meeting, the meeting shall be held at the registered office.

3.4 Quorum. A lawful meeting shall occur if notice has been properly given to all members and at least five (5) members attend the meeting. A majority of the total number of members voting shall constitute a quorum for transaction of business. A vote of the majority of members in attendance at a meeting where a quorum is present shall be an act of the membership, unless a different percent is specifically required by these bylaws.

3.5 THIS SECTION IS INTENTIONALLY OMITTED

3.6 Proxy Voting. A member entitled to vote may vote by proxy executed in writing by the member. A member does not need to notify the President of his or her right to vote by proxy. A proxy vote shall be valid for sixty (60) days from the date of its execution.

3.7 Record Date. The Board of Directors shall have the power to close the membership certification transfer books of the Company, or in lieu thereof, to fix a record date for the determination of the members entitled to notice of or to vote at any meeting of the members and any adjournment thereof and to fix a record date for any other purpose pursuant to these bylaws.

ARTICLE IV

Board of Directors

4.1 Management of the Corporation. The affairs of the Corporation shall be managed by the board of directors. The board of directors shall have supervision, control and direction of the Corporation, its committees and its publications and shall determine its policies herein. The directors shall actively prosecute the objectives of the corporation and supervise the disbursement of funds. The board may adopt such rules and regulations for the conduct of business and elections of officers and directors as shall be deemed advisable and may delegate certain of its authorities and responsibilities to an executive or other appropriate committee.

4.2 Number and Term of Office. The number of directors shall be not less than five (5) and not more than fifteen (15). Directors shall be members of the Corporation. Each director shall serve for a term of two (2) years, except as provided in the Articles of Incorporation. The terms of the directors shall be staggered so that the terms of half the directors shall begin in even numbered years and the terms of half the directors shall begin in odd numbered years. Each director may serve three complete consecutive terms.

4.3 Compensation. The directors shall receive no compensation for their service on the board of directors.

4.4 Election of Directors. Directors shall be elected at the annual meeting of the members. The directors may appoint a nominating committee, ninety (90) days prior to the annual meeting, to select nominees and present the slate to the members. Nominations from the floor will be accepted at the annual meeting subject to a second and evidence that the candidate is willing and eligible to serve. Directors shall be elected by a vote of fifty-one percent (51%) of the voting membership of the Corporation. In electing directors, members shall not be permitted to accumulate their votes.

4.5 Removal from Board. A director may be removed from the board by a two-thirds (2/3) vote of the remaining members of the board of directors for good cause, including the

failure of such director to attend three consecutive meetings without just cause, or by a majority of the members with or without cause. A director may be removed at an annual or special meeting of the directors, or members which is noticed in accordance with the terms of these bylaws.

4.6 Resignation From Board. Each director shall hold office until their term expires or written notice of resignation is given to the President.

4.7 Vacancies. Vacancies on the board of directors shall be filled by appointment by the president in a timely manner from the date the vacancy occurs. Vacancies reducing the number of directors to less than five (5) shall be filled before the transaction of any other business.

4.8 Regular Meetings. The board of directors shall meet on a regular basis at least once each quarter of the year, at such time and place as designated by the president. The president or a board representative shall prepare the agenda for each meeting, and all directors desiring to bring business before the meeting shall submit a written or verbal notice of such business to the chairman one week prior to the scheduled meeting.

4.9 Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or by fifty-one percent (51%) of the directors. A person or persons authorized to call special meetings shall fix the time and place of the meeting and the subject matter of the meeting. Notice of a special meeting of the board of directors may be verbal or mailed to the last known address of each director not less than five (5) days or thirty (30) days prior to the meeting.

4.10 Quorum. A majority of the total number of directors shall constitute a quorum for the transaction of business. The vote of a majority of directors in attendance at a meeting where quorum is present shall be an act of the Board of Directors, unless a different percent is required by these bylaws.

4.11 Proxies. A director may vote by proxy if he notifies the president of the Corporation of this intention to do so prior to the meeting.

4.12 Notice. All notices of directors meetings shall be in the form stated in Section 3.3

thereto.

4.13 Duties of Directors. Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. Directors shall act as fiduciaries with respect to the interests of the members. In acting in their official capacity as directors of this Corporation, directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Corporation and that are not unlawful. In all other instances, the Board of Directors shall not take any action that would not be in the Corporation's best interests or that would be unlawful. A director shall not be liable if, in the exercise of ordinary care, the director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation

ARTICLE V

Officers

5.1 Officer Positions. The officers of the Corporation shall be a president, one or more vice president(s), secretary and treasurer, plus such other assist officer positions as the board of directors may appoint. Any two or more offices may be held by the same person. The directors may define the duties and authority of each office, consistent with these bylaws and the Articles of Incorporation.

5.2 Elections and Term of Office. The officers of the Corporation shall be elected in a timely manner after the annual membership meeting and their terms shall be for one year or until a successor is duly elected and qualified.

5.3 Removal. Any officer may be removed by a majority vote of the board of directors with good cause with prior notice.

5.4 Vacancies. A vacancy in any office may be filled by the board of directors for the unexpired portion of the officer's term.

5.5 Compensation. All elected officers shall serve without salary.

5.6 Duties of the President. The president shall supervise and control the corporation's affairs, appoint all standing and special committees, serve as ex officio member of all committees, with the right to vote and perform such other duties and functions as are necessary to the office as required by the Board of Directors.

5.7 Duties of the Vice President. The Vice President(s) shall assume the duties of the president at his request or as designated by the Board of Directors or assigned by the President.

5.8 Duties of the Secretary. The Secretary shall perform all duties delegated by the directors or President. The Secretary shall take minutes of members' meeting and directors' meeting. The Secretary shall maintain corporate records and minutes and provide notice to directors, officers and members as required by these bylaws.

5.9 Duties of the Treasurer. The Treasurer shall perform all duties assigned by the President or directors. The Treasurer shall have charge and custody of all funds of the Corporation. The Treasurer shall maintain financial records, supervise preparation of financial statements and reports, collect dues from members, maintain and supervise the Corporation finances and income, write checks and disburse corporate funds according to procedures established by the directors.

ARTICLE VI

Committees

6.1 Executive Committee.

(a) Appointment. The members of the executive committee shall be appointed by the majority of the board of directors. All members of the Executive Committee shall be directors of the Corporation. No member shall receive compensation.

(b) Duties. The board of directors shall delegate such authority to the executive committee as it deems appropriate, and the executive committee shall act in the place and stead of the board of directors pursuant to the authority granted by the board of directors. The Executive Committee shall have no authority to act outside of the scope of authority granted by the directors. The President shall call meetings of the executive committee as the President shall

deem appropriate, and any action of the executive committee may be revoked or overruled by majority vote of the board of directors. The committee shall take action by a majority vote.

(c) Service. Members of the Committee shall serve until the directors appoint a successor.

6.2 Other Committees. The directors may appoint such other committees as deemed appropriate. Members of such committees are not required to be directors, but will not receive compensation for their service.

ARTICLE VII

Corporate Transactions

7.1 Transactions with Members, Directors or Officers. The Corporation shall not make a loan of any type, including cash or corporate assets, to a member, officer or director. Any transactions between members, directors or officers involving amounts or values greater than \$500, including employment, shall be fully disclosed to and approved by the directors prior to commencement of the transaction, and must be shown to be in the best interests of the corporation.

7.2 Prohibited Actions. No member, director, officer or employee of the corporation shall:

(a) Do any act in violation of the bylaws or a binding obligation of the Corporation.

(b) Do any act with the intention of harming the Corporation or any of its operations.

(c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.

(d) Receive an improper personal benefit from the operation of the Corporation.

(e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.

(f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.

(g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.

(h) Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE VIII

Books and Records

8.1 Required Books and Records. The Corporation shall keep correct and complete books and records of account, as required by the Texas Non-Profit Corporation Act and the federal statutes.

8.2 Inspections and Copying. Corporation shall be available for review to all persons authorized by Texas statutes. The board of directors may establish a reasonable fee for copying the Corporation's books and records.

8.3 Audit Rights. Any member shall have the right to have an audit of the Corporation's books. The member requesting the audit shall bear the expense of the audit. The member requesting the audit may select the accounting firm to conduct the audit. A member may not exercise these rights to compel audits so as to subject the Corporation to an audit more than once in any fiscal year.

ARTICLE IX

Indemnification

9.1 When Indemnification is Required, Permitted, and Prohibited.

(a) The corporation shall indemnify a director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official

capacity in the Corporation, as permitted by law. The Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation, who has improperly received personal benefit from the Corporation or who has breached a fiduciary duty to the Corporation on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a competent jurisdiction and all appeals have been exhausted.

(b) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

(c) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a director, officer, member, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 9.1(a), above.

(d) Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is named defendant or respondent in any proceeding brought by the Corporation or one or more members; or the person is alleged to have improperly received a personal benefit from the Corporation or committed other willful or intentional misconduct or breached a fiduciary duty to the Corporation.

9.2 Procedures Relating to Indemnification Payments.

(a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the directors shall specifically determine that indemnification is permissible, determine

that expenses to be reimbursed are reasonable and approve (by majority vote of directors not involved in the proceeding). The Corporation shall make these determinations and decisions by majority vote of directors who, at the time of the vote are not named defendants or respondents in the proceeding.

(b) Any indemnification or advance of expenses shall be reported to the board members of the Corporation within forty-five (45) days of payment by written notice or at a meeting of the board members.

ARTICLE X

Financing

10.1 Fiscal Period. The fiscal year for the Corporation shall begin on January 1 and end on December 31.

10.2 Budget. The board shall adopt an annual operating budget covering all activities of the Corporation in January of each year. The treasurer shall furnish the directors a financial report thirty (30) days following the annual audit.

10.3 Audit. The directors or executive committee may elect to select a certified public account or licensed public accountant to conduct an independent audit of the financial statement of the corporation for a specified period and submit such audit reports to the executive committee to be presented to the board of directors.

10.4 Financial Matters. The board of directors shall establish policy concerning the authority of officers and/or directors to handle the funds of the Corporation, including check writing and loan limits, as it deems appropriate.

10.5 Non-Profit Corporation. The Company is a non-profit Corporation. Upon discontinuance of the Company by dissolution or otherwise, all of the Company's assets shall be distributed to the state or to an educational, religious, charitable, or other similar organization that is qualified as a charitable organization under Section 501 (c) (3), Internal Revenue Code of 1986, or any corresponding section of any future federal tax code.

ARTICLE XI

Restrictions

The Company shall not pay dividends, or any corporate income, profit or asset to its members, directors or officers. No part of the net earnings of the Company shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers or other private persons, except that the Company shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of its purposes set forth in the Articles of Incorporation.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Company shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office, and shall not publish or distribute any statements in any political campaign on behalf of any candidate for public office.

The Company shall not conduct activities or take any actions which are not permitted to be conducted by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or by a corporation that contributions to which are deductible under Section 170(c) (2) of the internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE XII

Special Procedures Concerning Meetings

12.1 Meetings by Telephone. The board of directors and any committee of the Corporation may hold a meeting by telephone conference, pursuant to the provisions of the Texas Non-Profit Corporation Act.

12.2 Decision without a Meeting. Any decision required or permitted to be made at a meeting of the members, board of directors or any committee may be made without a meeting if

a written consent to the decision and resolution is signed by all the persons entitled to vote on the matter.

ARTICLE XIII

Amendment to Bylaws

13.1 The bylaws may be altered, amended, repealed or new bylaws may be adopted by fifty-one percent (51%) of the Directors, or by the members at either a special meeting called for the purpose of amending the bylaws or at the annual meeting of the members.