

AMENDED AND RESTATED
BYLAWS
OF
PARTNERS FOR PARKS, INC.

TABLE OF CONTENTS TO BYLAWS
OF
PARTNERS FOR PARKS, INC.

	<u>Page</u>
ARTICLE I -- NAME, OFFICES AND PURPOSES	1
Section 1. Name	1
Section 2. Principal Office	1
Section 3. Other Offices	1
Section 4. Purposes	1
ARTICLE II -- BOARD OF DIRECTORS	1
Section 1. General Powers	1
Section 2. Number, Term and Qualification	1
Section 3. Election of Directors	2
Section 4. Removal	2
Section 5. Resignation	2
Section 6. Vacancies	2
ARTICLE III -- MEETINGS OF DIRECTORS	2
Section 1. Annual Meeting	2
Section 2. Special Meeting	2
Section 3. Place of Meetings	2
Section 4. Notice of Meetings	3
Section 5. Quorum	3
Section 6. Manner of Acting	3
Section 7. Action Without Meeting	3
Section 8. Meeting by Conference Telephone	3
ARTICLE IV -- COMMITTEES	3
Section 1. Executive Committee	3
Section 2. Standing or Other Committees	3
Section 3. Committee Authority	4
ARTICLE V -- OFFICERS	4
Section 1. Titles	4
Section 2. Election and Term	4
Section 3. Removal	4
Section 4. Resignation	4
Section 5. Vacancies	4
Section 6. Chairman of the Board of Directors	4

