

BYLAWS OF LA FAMILLE BAMILEKE - DALLAS/FORT WORTH

A TEXAS NON-STOCK CORPORATION

ARTICLE I

OFFICES

Section 1.1: Principal Place of Business.

The principal business office of The Association of LA FAMILLE BAMILEKE (THE BAMILEKE FAMILY) - DALLAS/FORT WORTH (the "Corporation") shall be located at: 1814 GARRISON WAY, GARLAND, TX 75040

Section 1.2: Other Places of Business.

The Corporation may also have offices at such other places both within and without the State of Texas as the Executive Committee/Board of Directors may from time to time determine or the business of the Corporation may require.

Section 1.3: Agent.

The Corporation shall have and continuously maintain in the State of Texas a registered Office and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal business office of the Corporation in the State of Texas, and the name of the registered agent and/or the address of the registered office may be changed from time to time by the Executive Committee.

ARTICLE II

MEMBERS

Section 2.1: Qualifications.

The Corporation shall have one class of Members. Membership will be by invitation to qualified members approved by the Membership Committee. Members are those who have timely paid their dues established by the Executive Committee. Other members who have complied with the policies and procedures of the Corporation as they may be developed or amended, and members who are and have remained appointed as Members of the Corporation by the Executive Committee, are qualified to be Members of the Corporation.

Section 2.1: Annual Meeting.

Commencing in calendar year 2001, the annual meeting of Members for the election of directors who shall begin serving their respective terms on the first day of January following such meeting and for the transaction of such other business as may properly come before the meeting shall be held at the principal business office of the Corporation or at such other place within or without the State of Texas as may be designated by the caller of the meeting. The annual meeting shall be held during the month of December on such date and at such time as shall be stated in the notice of meeting.

Section 2.3: Special Meetings.

Except as otherwise provided by law or by the Articles of Incorporation, special meetings of the members may be called by the Chairman of the Executive Committee, the president, a majority of the members of the Executive Committee, or by Members having not less than ten percent (10%) of the votes entitled to be cast at such meeting, and shall be held at the principal business office of the Corporation, at such time as is stated in the notice calling such meeting.

Section 2.4: Notice of Meetings and Waiver.

Written or printed notice stating the place, day and hour of any meeting of the Members and, in case of a special meeting of the Members, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, to each Member on record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the Member at his/her address as it appears on the records of the Corporation. Such further or earlier notice shall be given as may be required by law. A Member waives notice of a Member's meeting by attendance at the meeting, unless such attendance is to object to the transaction of any business on the ground that the meeting is not lawfully called or convened, or by written waiver signed by the Member, whether before or after the time stated therein. Such waiver shall be equivalent to the giving of proper notice. No notice shall be necessary for any adjourned meeting.

Section 2.5: Quorum.

Except as otherwise provided by law, by the Article of Incorporation or by these Bylaws, a majority of the Members represented in person or by proxy, shall constitute a quorum at a meeting of Members. If less than a quorum of the Members is present at such meeting, a majority of the Members present may adjourn the meeting without further notice until a quorum shall be present. The vote of a majority of the Members represented at a meeting at which a quorum is present shall be the act of the Members, unless the vote of a greater number is required by law or these Bylaws. The president shall preside at, and the secretary shall keep the records of, each meeting of Members, and in the absence of either such officer, his/her duties shall be performed by some person appointed at the meeting by a majority of Members at the meeting.

Section 2.6: Voting.

At each Members' meeting, every Member having the right to vote shall be entitled to vote in person or by proxy. If by proxy, the proxy must be executed in writing by the Member or the Member's duly authorized attorney-in-fact, expressly setting forth the matter to be voted, and shall be revocable unless expressly provided therein to be irrevocable for no more than eleven (11) months. Each Member entitled to vote shall be entitled to one vote only on each matter submitted to a vote at a meeting of Members. For purposes of electing directors, this shall mean that a Member shall have the right to vote for as many persons as there are directors to be elected and for whose election the Member has a right to vote, and no Member shall have the right to cumulate his/her vote.

Section 2.7 1: Balloting.

The number of votes cast in the election of directors shall be recorded in the minutes. The balloting of Members for the election of directors may be conducted by mail if so ordered by resolution of the Board of Directors.

Section 2.8: Record of the members.

The Corporation shall keep at its principal business office, or the office of its transfer agent or registrar, a record of its Members, giving the name and address of each Member.

Section 2.9: No Cumulative Voting.

No Member may cumulate his/her votes at any election of directors by giving one candidate as many votes as shall equal the number of such director multiplied by his/her vote, or by distributing such votes on the same principle among any number of such candidates, or upon any other matter.

Section 2.10: Order of Business.

The meetings of the Members will be conducted in accordance with Robert's Rules of Order, Revised. Suggested order of business at the regular meeting and, insofar as possible, at all other meetings of the Members shall be as follows:

- (a) Roll call;
- (b) Proof of due notice of meeting, unanimous attendance, or waiver of notice;
- (c) Reading and disposal of any unapproved minutes;
- (d) Reports of all officers and committees;
- (e) Election of directors if need be;
- (f) Unfinished business;
- (g) New business;
- (h) Adjournment;

ARTICLE III

DIRECTORS

Section 3 .1: General Powers.

The business and affairs of the Corporation shall be managed and controlled by the Executive Committee/Board of Directors, and subject to any restrictions imposed by applicable law, by the Articles of Incorporation or by these Bylaws, the Board of Executive Committee/Directors may exercise all the powers of the Corporation. The Board shall make appropriate delegations of authority to the officers and, to the extent permitted by law, by appropriate resolution, the Board may authorize one or more committees to act on its behalf when it is not in session. Acting on its own initiative for any reason whatsoever, which reason or reasons need not be given, the Board of Directors can, by a two-thirds (2/3) vote of all directors, elect to terminate a Member's membership in the Corporation.

Section 3.2: Number Qualification and Term.

The number of directors which shall constitute the whole Board shall be five (5) except as to the number of initial directors which shall be as set forth by the Articles of Incorporation and as increased by the Executive Committee/Board of Directors at the Organization Meeting. All directors shall be Members of the Corporation. The initial directors shall hold office until the first annual meeting of the Members and until their successors are elected and qualified. Directors shall serve a two year term. No classification of directors shall be effective prior to the first annual meeting of Members.

Section 3.3: Removal of Directors.

The Members may vote to remove a director at any time with or without probable cause. A director may be removed by the affirmative vote of a majority of the Members.

Section 3.4: Meetings.**Section 3.4.1: Regular Meetings.**

Regular meetings of the Executive Committee/Board of Directors may be held with or without notice and at such time and at such place as shall be determined by the Board. The first meeting of each newly elected Executive Committee/Board of Directors shall be held without notice immediately following the annual meeting of the Members and at the same place unless such time or place shall be changed by the unanimous consent of the directors then elected and serving. Except as may be otherwise provided by law, by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular meeting of the Executive Committee/Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.4.2: Special Meetings.

The Chairman of the Executive Committee/Board of Directors may call special meetings of the Executive Committee/Board of Directors, by the president or by the secretary on the written request of two (2) or more directors. Notice of each special meeting of the Executive Committee/Board of Directors shall be given to each director at least twenty-four (24) hours before the time of the meeting, and such notice shall include the time, place, purpose of the meeting and business to be transacted at the meeting.

Section 3.5: Waiver of Notice.

Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 3.6: Quorum.

At all meetings of the Executive Committee, 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 Executive Committee, unless otherwise specifically provided by law, the Articles of Incorporation or these Bylaws. Any action that may be taken at a meeting of the directors may be taken without a meeting if consent in writing setting forth the action to be taken shall be signed by all directors. If a quorum shall not be present at any meeting of directors, the directors present may adjourn the meeting

without notice other than announcement at the meeting, until a quorum shall be present.

Section 3.7: Procedure at Meetings.

The Executive Committee, at each regular meeting held immediately following the annual meeting of the Members, shall appoint one of their Member's to act as Chairman of the Board, who may also serve as an officer of the Corporation, and who shall preside at meetings of the Executive Committee. In his/her absence at any meeting, the Vice-Chairman of the Board shall preside. The secretary of the Corporation shall act as secretary at all meetings of the Board, or, in his/her absence, the presiding officer of the meeting shall designate any person in attendance to act as secretary. At meetings of the Executive Committee, business shall be transacted in such order as from time to time the Board may determine.

Section 3.8: Voting.

At each meeting of the Executive Committee, every director shall be entitled to one vote only on each matter submitted to a vote, except that the Chairman of the Board shall have one additional tie-breaking vote which shall be cast only in the event that the vote is otherwise tied. There shall be no cumulative voting.

Section 3.9: Board Committees.

The Executive Committee may from time to time designate members of the Executive Committee to constitute committees which may have and may exercise such powers as a majority of the whole Executive Committee may determined and specify in the respective resolutions appointing them. Except as otherwise provided by law or these Bylaws, each committee appointed by the Executive Committee that has and exercises the authority of the Executive Committee in the management of the Corporation shall consist of two (2) or more Members. Other committees not having and exercising the authority of the Executive Committee in the management of the Corporation, and having only advisory responsibilities to the Executive Committee, may be designated and appointed by a resolution adopted by a majority of the directors at a meeting at which a quorum is present, and shall include but not be limited to Finance, Membership, and Bylaws Committees. Such committees shall consist of Members and shall each be chaired by a director. A majority of all the members of any such committee may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Executive Committee shall have the power at any time to change the number of members of any such committee, or to fill vacancies, or to discharge any member or any such committee. The designation of such committees shall not operate to relieve the Executive Committee, or any individual director, of any responsibility imposed by law. Any Member who is not a director on any committee appointed by the Executive Committee shall have the same responsibility with respect to such committee as a director who is a member of such committee. Committee members shall be indemnified, as are members of the Board as described in the Articles of Incorporation.

Section 3.9: Action without A Meeting.

Any action required or permitted to be taken at a meeting of the Executive Committee or any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all the members of the Executive Committee or any other committee as the case may be.

Section 3.10: Compensation.

By resolution of the Executive Committee, the directors may be paid their expenses, if any, for attendance at each meeting of the Executive Committee/Board of Directors and may be paid a fixed sum for attendance at each meeting of the Executive Committee/Board of Directors. A director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a director shall be commensurate with the services performed and reasonable in amount.

Section 4.0: Committees.

The Executive Committee/Board of Directors may appoint committees from time to time for special purposes or on a temporary basis.

ARTICLE IV

OFFICERS

Section 4.1: Number.

The officers of the Corporation shall consist of a President who may also serve as Chairman of the Executive Committee, a Vice President, who may also serve as Vice Chairman of the Executive Committee, a Secretary, a Treasurer, Financial Secretary and such other officers and assistant officers and agents as may be deemed necessary and elected or appointed by the Executive Committee/Board of Directors. The same person may hold any two or more offices, except the offices of president and secretary. In its discretion, Executive Committee/the Board of Directors may leave unfilled any office except those of President, Vice-President, Treasurer, Financial Secretary and Secretary.

Section 4.2: Election; Term; Qualifications.

The Board of Directors shall appoint officers annually at the first meeting of the Executive Committee/Board of Directors following the annual meeting of the Members. Each officer shall hold office until such officer's successor has been duly chosen and qualified, or until his/her death, resignation, or removal.

Section 4.3: Removal.

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, 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 any contract rights.

Section 4.4: Vacancies.

The Executive Committee/Board of Directors may fill any vacancy in any office for any cause.

Section 4.5: Duties.

The officers of the Corporation shall have such powers and duties, except as modified by the Executive Committee/Board of Directors, as generally pertain to their respective offices, as well as such powers and duties as from time to time shall be conferred by the Executive Committee/Board of Directors and by these Bylaws.

Section 4.6: President.

The president shall be the Chief Executive Officer of the Corporation, and shall have general direction of the affairs of the Corporation and general supervision over its several officers, subject however, to the control of the Executive Committee/Board of Directors. The president shall:

- (a) At each meeting or annual meeting, and from time to time, report to the Members on all matters within the president's knowledge, which, in his/her opinion, the interest of the Corporation may require to be brought to their notice;
- (b) Attend all meetings of the Executive Committee/Board of Directors;
- (c) Preside at all meetings of the Members;
- (d) Sign and execute in the name of the Corporation all contracts or other instruments authorized by the Executive Committee/Board of Directors, except in cases where all signing and execution thereof shall be expressly delegated or permitted by the Board or by these Bylaws to some other officer or agent of the Corporation; and
- (e) In general, perform all duties incident to the office of president, and such other duties as from time to time may be assigned by the Board of Directors or as are prescribed by these Bylaws.

Section 4.7: Vice President.

At the request of the president, or in his/her absence or disability, the vice president shall perform the duties of the president, exercising all powers of and subject to all restrictions on that office. Any action taken by a vice president in the performance of the duties of the president shall be conclusive evidence of the absence or inability to act of the president at the time such action was taken. The vice president shall perform such other duties as may from time to time be assigned to him by the Board of Directors or the president.

Section 4.8: Secretary.

The secretary shall:

- (a) Keep the minutes of all meetings of the Members and of the Executive Committee/Board of Directors, and of all committees 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) Serve as 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) Have general charge of such books and papers as the Executive Committee/Board of Directors may direct, including, without limitation, a record of the names and addresses of all Members, all of which shall, at all reasonable times, be open to the examination of any Member, or his/her agent or attorney, during business hours; and
- (e) In general, perform all duties and exercise all powers incident to the office of the secretary and such other duties and powers as the Executive Committee/Board of Directors or the president from time to time may assign or confer.

Section 4.9: Treasurer.

The treasurer shall:

- (a) Keep complete and accurate records of account, showing accurately at all times the financial condition of the Corporation;
- (b) Be the legal custodian of all monies, notes, securities, and other valuables that may from time to time come into the possession of the Corporation;
- (c) Furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation; and
- (d) Perform such other duties and exercise all powers incident to the office of treasurer and such other duties and powers as the Board of Directors or the president from time to time may assign or confer, including but not limited to serving on the Executive Committee's Financial Committee.

Section 4.10: Assistant Officers.

Any assistant secretary or assistant treasurer appointed by the Executive Committee shall have power to perform, and shall perform, all duties incumbent upon the secretary or the treasurer of the Corporation, respectively, subject to the general direction of such officers, and shall perform such other duties as the Bylaws may require or the Executive Committee may prescribe.

Section 4.11: Salaries.

The salaries or other compensation, if any, of the officers shall be fixed from time to time by the Executive Committee. No officer shall be prevented from receiving such salary or other compensation by reason of the fact that such person is also a director of the Corporation.

Section 4.12: Bonds of Officers.

The Executive Committee/Board of Directors may secure the fidelity of any or all of such officers by bond or otherwise, in such terms and with such surety or sureties, conditions, penalties or securities as shall be required by the Executive Committee/Board of Directors.

Section 4.13: Delegation.

The Board of Directors may delegate temporarily the powers and duties of any officer of the Corporation, in case of his absence or for any other reason, to any other officer, and may authorize the delegation by any officer of the Corporation of any of his/her powers and duties to any agent or employee subject to the general supervision by such officer.

ARTICLE V

MISCELLANEOUS

Section 5.1: Contracts.

The Executive Committee/Board of Directors may authorize any officer or officers, agent or agents of the Corporation 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; and, unless so authorized by the Executive Committee/Board of Directors or by these Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract

or engagement, or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

Section 5.2: Checks Drafts Orders for Payment.

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 of the Corporation and in such manner as shall from time to time be authorized pursuant to these Bylaws or by resolution of the Executive Committee/Board of Directors.

Section 5.3: Depositories.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in one or more such banks, trust companies or other depositories as the president may from time to time designate, upon such terms and conditions as shall be fixed by the president. The president may from time to time authorize the opening and keeping with any such depository as he may designate of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as he may deem necessary.

Section 5.4: Voting of Shares Owned by the Corporation.

Unless otherwise ordered by the Executive Committee/Board of Directors, the president or, in the president's absence or disability, the secretary shall have full power and authority on behalf of the Corporation to attend, to vote and to grant proxies to be used at any meeting of Members of such Corporation in which the Corporation may hold stock. The Executive Committee/Board of Directors may confer like powers upon any other person or persons.

Section 5.5: Fiscal Year; Accounting Election.

The fiscal year of and the method of accounting for the Corporation shall be the same as the calendar year.

Section 5.6: Resignations. Any director or officer may resign at any time.

Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt by the president or secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5.7: Transactions in Which Directors or Officers are Interested.

5.7.1 Transactions.

No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director(s) or officer(s) is (are) present at or participates in the meeting of the Executive Committee/Board of Directors or a committee thereof that authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purposes, if:

A. The fact of such relationship or interest is disclosed or known to the Executive Committee/Board of Directors or the committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested director(s) or officer(s);

B. The fact of such relationship or interest is disclosed or known to Members entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Members.

Section 5.7.2: Conflicts of Interest.

Common or interested directors or officers may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof that authorizes, approves, or ratifies such contract or transaction.

Section 5.8: Telephone Meetings.

Subject to the notice of meeting requirements of the State of Texas, Members, directors, or committee members may participate in and hold a meeting by means of a conference telephone or similar communications equipment by means of which persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 5.9: Loans Prohibited.

The Corporation shall make no loans to its directors, officers or members.

ARTICLE VI

AMENDMENTS

Section 6.1: Amendments.

The Bylaws may be affirmed, altered, amended, or repealed on an annual basis, and new Bylaws adopted, by the affirmative vote of two-thirds (2/3) of the Members.

Adopted this 11th day of December 2000.

President

Secretary