

ENNIS MAIN STREET

BYLAWS

ARTICLE I.

Corporate Office

The registered office and principal place of business of the corporation shall be located at 002 East Ennis Avenue, Ennis, Texas 75119.

ARTICLE II.

Board of Directors

SECTION 1. *General Powers.*

- (a) Subject to the limitations of the certificate of formation, these bylaws, and the Texas Business Organizations Code, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the corporation shall be controlled by the board.

SECTION 2. *Number, Tenure, Qualifications and Election.*

- (a) The Board of Directors shall consist of five (5) persons. The number of directors may be increased or decreased from time to time by amendment of these bylaws. Directors of the corporation shall be elected at the annual meeting, or at a meeting held instead, and shall serve until the next succeeding annual meeting and until their successors have been elected and qualified.

SECTION 3. *Meetings.*

- (a) The Board of Directors shall hold an organizational meeting and regular meetings of the Board of Directors shall be held at times as shall be fixed from time to time by resolution of the board.
- (b) Special meetings of the board may be called at any time by the president, or, if the president is absent or is unable or refuses to act, by any vice president or by any two members of the board.
- (c) Notice need not be given of regular meetings of the board, nor need notice be given of adjourned meetings. Notice of special meetings shall be in writing delivered in person or by first-class mail, telephone, facsimile, or other electronic transmission at least five (5) days before the date of the meeting. Neither the business to be

transacted at nor the purpose of any such meeting need be specified in the notice. Attendance of a director at a meeting shall constitute a waiver of notice and a waiver of all objection to the place, time, and manner of calling the meeting, except when the director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

- (d) Members of the board may participate in a meeting of the board by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

SECTION 4. *Quorum and Voting.*

- (a) A majority of directors in office shall constitute a quorum for the transaction of business, and the acts of a majority of directors be present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors. If, at any meeting of the Board of Directors, less than a quorum is present, a majority of those present may adjourn the meeting, from time to time, until a quorum is present. In the event vacancies exist on the Board of Directors, other than vacancies created by the removal of a director or directors by the board members or by an increase in the number of directors, the remaining directors, although less than a quorum, may elect a successor or successors for the unexpired term or terms by majority vote.

SECTION 5. *Vacancies.*

- (a) A vacancy in the Board of Directors shall exist on the happening of any of the following events:
 - (1) A director dies, resigns or is removed from office;
 - (2) The authorized number of directors is increased without the simultaneous election of a director or directors to fill the newly authorized position;
 - (3) The Board of Directors declares vacant the office of a director who has been adjudicated of unsound mind or has been finally convicted of a felony or who, within thirty (30) days after notice of his or her election to the board, neither accepts the office in writing nor attends a meeting of the board of directors.
- (b) A reduction in the authorized number of directors does not remove any director from office before the expiration of the director's term of office.
- (c) A vacancy in the Board of Directors, except a vacancy occurring by the removal of a director, may be filled by the vote of a majority of the remaining directors, even though less than a quorum is present. Each director so elected shall hold office for the unexpired term of his or her predecessor in office.

- (d) Any directorship that is to be filled as a result of an increase in the number of directors must be filled by election at an annual or special meeting of board called for that purpose.

SECTION 6. *Removal.*

- (a) At any regular meeting of Board of Directors, or at any special meeting called for such purpose, any director or directors may be removed from office, with or without cause, by the affirmative vote of the holders of a majority of the outstanding board then entitled to vote at an election of directors, except that no director shall be removed at a meeting of Board of Directors unless the notice of such meeting shall state that a purpose of the meeting is to vote on removal of one or more directors named in the notice, and then only the named director or directors may be removed at such meeting.
- (b) If less than the entire board is to be removed, no director may be removed, with or without cause, if the votes cast against the director's removal would be sufficient to elect him or her if then cumulatively voted at an election of the entire Board of Directors.
- (c) New directors may be elected by the Board members for the unexpired terms of directors removed from office at the same meetings at which such removals are voted. If the Board members fail to elect persons to fill the unexpired terms of removed directors, such terms shall be considered vacancies to be filled by the remaining directors as provided in Section 5, above.

SECTION 7. *Indemnification.*

- (a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, because of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of any other corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlements, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful.
- (b) However, no indemnification shall be provided in any action or suit by or in the right of the corporation to procure a judgment in its favor, with respect to any claim, issue, or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation.

Indemnification under these bylaws shall be made by the corporation only as authorized in the specific case on a determination by a majority of disinterested directors or Board members, that such individual met the applicable standard of conduct set forth above. Indemnification under these bylaws shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of that person.

SECTION 8. *Committees.*

- (a) A majority of the directors may, by resolution, create one or more committees and appoint members of the board to serve on any one or more of such committees. Each committee shall have at least two members who shall serve at the pleasure of the board. A majority of any committee shall constitute a quorum and a majority of a quorum is necessary for committee action. Each committee, to the extent provided by the board in the resolution, shall have and exercise all of the authority of the Board of Directors in the management of the corporation, except that a committee may not authorize distributions; approve or recommend to Board members any act required by statute to be approved by Board members; fill vacancies on the board or on any of its committees; elect or remove officers or fix the compensation of any member of the committee; adopt, amend or repeal the bylaws; approve a plan of merger not requiring Board members approval; authorize or approve the reacquisition of boards, except according to a general formula or method prescribed by the board; authorize or approve the issuance or sale, or contract for sale, of boards or determine the designation and relative rights, preferences and limitations of a series of boards, except that the board may direct a committee to fix the specific terms of the issuance or sale or contract for sale or the number of boards to be allocated to particular employees under an employee benefit plan; or amend, alter, repeal or take action inconsistent with any resolution or action of the board of directors when the resolution or action of the board of directors provides by its terms that it shall not be amended, altered or repealed by action of a committee. Vacancies in the membership of any committee shall be filled by the board of directors.
- (b) Any such executive committee shall keep a written record of its proceedings and shall submit such record to the whole board at each of its regular meetings and at such other times as may be requested by the board. However, failure to submit a record of proceedings, or failure of the board to approve any action indicated in that record shall not invalidate such action to the extent it has been carried out by the corporation before the time the record was or should have been submitted to the board as provided here. A committee may act by unanimous consent in writing without a meeting and, subject to action by the board of directors, each committee, by a majority vote of its members, shall determine the time and place of meetings and the required notice.

SECTION 9. *Presumption of Assent.*

- (a) 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 conclusively presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless the director files his or her written dissent to the action with a person acting as the secretary at the meeting before the adjournment of the meeting or forwards dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of the action.

ARTICLE III.

Officers

SECTION 1. *Enumeration of Officers.*

- (a) The corporation shall have as officers President, Vice President and Secretary/Treasurer. The Board of Directors, in its discretion, may appoint such other officers as the business of the corporation may require.

SECTION 2. *Election and Term of Office.*

- (a) The principal officers of the corporation shall be elected by the Board of Directors at its organizational meeting immediately following the annual meeting of Board members, or as soon after as reasonably possible. Subordinate officers may be elected from time to time as the board may see fit. Each officer shall hold office until his or her successor is elected and qualified, or until his or her resignation, death, or removal.

SECTION 3. *Removal.*

- (a) Any officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors. Removal shall be without prejudice to any contract rights of the officer removed.

SECTION 4. *Vacancies.*

- (a) Vacancies in offices, however occasioned, may be filled by election by the Board of Directors at any time for the unexpired terms of those offices.

SECTION 5. *President's Powers and Duties.*

- (a) Subject to any supervisory duties that may be given by the Board of Directors to any chairperson of the board, the president shall be the principle executive officer of the corporation. Subject to the control of the Board of Directors, the president shall supervise and direct generally all the business and affairs of the corporation. The president shall preside at all meetings of Board members at which he or she is present. In the absence of the chairperson of the board, or if there is no such chairperson, the president shall preside at all meetings of the board of directors at which he or she is present. The president may sign, with the secretary or any other officer of the corporation so authorized by the Board of Directors, certificates for boards of the corporation, and any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized for execution, except when the signing and execution of those instruments has been expressly delegated by the Board of Directors or these bylaws to some other officer or agent of the corporation or is required by law to be otherwise signed or executed. The president shall also make reports to the Board of Directors and Board members and in general shall perform all duties incident to the office of president and such other duties as may be prescribed from time to time by the Board of Directors.

SECTION 6. *Vice President's Powers and Duties.*

- (a) In the absence of the president of the corporation or in the event of his or her death, inability, or refusal to act, the vice president shall perform the duties of the president and, when so acting, shall act with all of the powers of and be subject to all the restrictions on the president. In the event more than one vice president is elected, the vice presidents shall serve in the capacity of the president in the order designated at the time of their election, or, in the absence of any such designation, in the order of their election. Any vice president may sign board certificates with the secretary or an assistant secretary. The vice president or vice presidents shall also perform any other duties as may be assigned, from time to time, by the president or the Board of Directors.

SECTION 7. *Treasurer's Powers and Duties.*

- (a) The treasurer of the corporation shall have the following powers and duties:
- a. To be custodian and take charge of and be responsible for all funds and securities of the corporation;
 - b. To receive and give receipts for money due and paid to the corporation from any source;
 - c. To deposit all such money paid to the corporation in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws;

- d. To perform all of the duties incidental to the office of treasurer and such other duties as may be assigned to the treasurer, from time to time, by the president or the Board of Directors; and
- e. To give a bond for faithful discharge of his or her duties when required to do so by the Board of Directors.

SECTION 8. *Secretary's Powers and Duties.*

- (a) The secretary of the corporation shall have the following powers and duties:
 - a. To keep the minutes for the meetings of Board members and of the Board of Directors, in one or more books provided for that purpose;
 - b. To see that all notices are duly given, in accordance with these bylaws or as required by law;
 - c. To be custodian of the corporate records and the seal of the corporation;
 - d. To see that the seal of the corporation is affixed to all documents duly authorized for execution under seal on behalf of the corporation;
 - e. To keep a register of the post office address of each Board members whose address shall be furnished to the secretary by the Board members;
 - f. To sign with the president, or a vice president, certificates for corporate boards the issuance of which have been authorized by resolution of the Board of Directors;
 - g. To certify the bylaws, resolutions of the Board members and Board of Directors and directors' committees, and other documents of the corporation as true and correct copies;
 - h. To have general charge of the stock transfer books of the corporation; and
 - i. To perform all duties incidental to the office of secretary and such other duties as may be assigned to the secretary, from time to time, by the president or the Board of Directors.

SECTION 9. *Absence or Disability of Officers.*

- (a) In the event of the absence or disability of any officer of the corporation and of any person authorized by these bylaws to act in the officer's place during such absence or disability, the Board of Directors may by resolution delegate the powers and duties of the officer to another officer, to a director, or to any other person whom it may select.

ARTICLE IV.

Corporate Actions

SECTION 1. *Contracts.*

- (a) The Board of Directors may authorize any officer or officers, or any agent or agents of the corporation to enter into any contract or to 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.

SECTION 2. *Loans.*

- (a) When authorized by resolution of the Board of Directors, the corporation may make loans of corporate funds to any of its directors, officers, employees, and agents. However, no such loan may be made if, after giving it effect:
 - a. The corporation would be insolvent, or
 - b. The net assets of the corporation would be less than zero or less than the maximum amount payable at the time of distribution to Board members having preferential rights in liquidation if the corporation were then to be liquidated. No loans shall be made or contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. *Checks, Drafts or Orders.*

- (a) All checks, drafts or other orders for the payment of money by or to the corporation, and all notes and other evidence 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.

SECTION 4. *Bank Deposits.*

- (a) All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE V.

Miscellaneous

SECTION 1. *Inspection of Corporate Records.*

- (a) The corporation shall keep correct and complete books and records of account and shall also keep minutes of all meetings of Board of Directors and members. Additionally, a record shall be kept at the principal office of the corporation, giving the names and addresses of all Board of Directors and the number and class or classes of boards held by each. Any person who is a Board of Director of record shall have the right to examine, in person or by agent, at any reasonable time or times, the corporation's books and records of account, minutes, voting trust agreements filed with the corporation and record of Board of Directors, and to make extracts from them, but only for a proper purpose. In order to exercise this right, a Board of Director must make written demand on the corporation, stating with particularity the records sought to be examined and the purpose of the examination.
- (b) On the written request of any Board members, the corporation shall mail to the Board members, within thirty (30) days after receipt of the request, a balance sheet as of the close of its latest fiscal year and a profit and loss statement for such fiscal year. If that request is received by the corporation before financial statements are available for its latest fiscal year, the corporation shall mail the financial statements within thirty (30) days after they become available.

SECTION 2. *Inspection of Certificate of Formation and Bylaws.*

- (a) The original or a copy of the certificate of formation and bylaws of the corporation, as amended or otherwise altered to date, and certified by the secretary of the corporation shall, at all times, be kept at 002 East Ennis Avenue, Ennis, Texas 75119. The certificate of formation and bylaws shall be open to inspection by all Board of Director of record or holders of voting trust certificates at all reasonable times during the business hours of the corporation.

SECTION 3. *Fiscal Year.*

- (a) The fiscal year of the corporation shall be the calendar year.

SECTION 4. *Corporate Seal.*

- (a) The Board of Directors shall adopt an official seal for the corporation, which shall be circular in form and be inscribed with the name of the corporation, and the words "Incorporated in Texas" and "Corporate Seal." The corporate seal may be altered by the Board of Directors at the pleasure of a majority of the board.

ARTICLE VI.

Amendments

Unless otherwise provided in the certificate of formation, these bylaws may be altered, amended, or repealed by the Board of Directors. However, no bylaw adopted by the Board of Directors may be altered, amended, or repealed by the Board of Directors.