

AMENDED AND RESTATED BYLAWS
OF
KANSAS CITY FIGHTING SAINTS HOCKEY, INC.
A MISSOURI NONPROFIT CORPORATION

ARTICLE I

OFFICES

The corporation may have offices at such places as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE II

DIRECTORS

1. The affairs of the corporation shall be managed by the Board of Directors. The number of Directors to constitute the Board of Directors shall be seven (7), unless and until changed by amendment to this Bylaw, provided, however, that there shall always be at least three (3) Directors. The Board of Directors shall be divided into the following Classes: Class I shall be comprised of one representative of each the Mites and Pee Wee Divisions; and Class II shall be comprised of one representative of each of the Atoms, Squirts, and Bantam Divisions. In addition, each Class I and Class II shall include one at large Director. It is intended that each divisional representatives serve as a coach in, or have at least one child or close relative playing in, the relevant division. At the first annual meeting of the Directors of the corporation, the Directors shall elect Directors designated by class: Class I Directors shall be elected to initially serve for a term of one year, and Class II Directors shall be elected to initially serve for a term of two years. Thereafter, at each subsequent annual meeting of the Directors, Directors of the class whose term is expiring during the year of such meeting shall be re-elected (or their successors nominated by any two members of the Board of Directors and elected) at such annual meeting to serve for a term of two years or until their successors shall have been elected and qualified. Directors may be removed, with or without cause, by the vote a majority of all the Directors at a meeting of the Directors called expressly for that purpose. Any vacancy created by such removal or by the resignation of any Director shall be filled for the unexpired term in respect of such vacancy by majority vote of the Directors present at such special meeting or, in the absence of such action at such special meeting, by resolution of the Board of Directors.

2. The Directors may keep the books of the corporation at the principal business office of the corporation in this state or at such other place as they may from time to time determine and as may be permitted by law.

3. If the office of a Director becomes vacant for any reason, other than by removal of the Director in the manner described in paragraph 1 hereof, the remaining Directors shall choose a successors or successors, which successor(s) shall hold office for the unexpired term in respect of which such vacancy occurred or until the next election of Directors.

ARTICLE III

COMPENSATION OF DIRECTORS

Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation or reimbursement of expenses therefor.

ARTICLE IV

MEETINGS OF THE BOARD

1. The annual meeting of the Board shall be held in Kansas City, Missouri at such time and place as shall be determined by the Board. Regular meetings of the Board may be held without notice at such time and place as shall from time to time be determined by the Board.

2. Special meetings of the Board may be called by the President, the Secretary, or fifty percent (50%) of the Directors on not less than two days' notice to each Director, either personally or by first class mail, telephone, facsimile or email.

3. A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the law, the Articles or Bylaws, objects to lack of notice and does not vote for or assent to the objected to action. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in any notice or waiver of notice of such meeting.

4. At all meetings of the Board, one-half of all the Directors in office shall be necessary and sufficient to 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 Board of Directors, unless the action is one upon which, by express provision of the statutes, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern and control. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

5. Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment whereby all persons

participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

6. Action required or permitted by law to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents describing the action taken, signed by each Director and included in the minutes filed with the corporate records reflecting the action taken. Such action shall be effective when the last Director signs the consent, unless the consent specifies a different effective date.

ARTICLE V

COMMITTEES

1. The Board of Directors, by a resolution adopted by a majority of the Directors in office, may designate an Executive Committee, which shall consist of at least two Directors of the corporation. The Executive Committee shall have and exercise the authority of the Board of Directors between meetings of the Board of Directors.

2. The Board of Directors, by a resolution adopted by a majority of the Directors in office, may designate one or more other Board committees, each of which shall consist of at least two Directors. Such committees shall, to the extent provided in such resolution, have and exercise the authority of the Board of Directors.

3. At all meetings of committees, a majority of the members of the committee shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee, unless the action is one upon which, by express provision of the statutes, the Articles of Incorporation, these Bylaws or a resolution of the Board of Directors, a different vote is required, in which case such express provision shall govern and control. Provisions in these Bylaws pertaining to meetings of the Board shall also apply to a committee or committees of the Board.

ARTICLE VI

NOTICES

1. Whenever, under the provisions of the statutes, the Articles of Incorporation, or these Bylaws, notice is required to be given to any Director, such notice may be given orally or in writing. Notice may be communicated in person; by any form of wire or wireless communication such as telephone, telegraph or teletype; by mail or private carrier; or if the preceding forms of personal notice are impracticable, by a newspaper of general circulation in the area where published; or other form of public broadcast communication such as radio or television.

2. Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, and filed with the minutes or corporate records, shall be deemed equivalent thereto.

ARTICLE VII

OFFICERS

1. The officers of the corporation shall consist of a President, a Secretary and such other officers as may be elected by the Board of Directors. The Board of Directors may also elect a Chairman of the Board, one or more Executive Vice Presidents one or more Vice Presidents, who may be identified as "Senior" or "First" or by other appropriate title, a Treasurer, one or more Assistant Secretaries and Assistant Treasurers and such other officers and agents as it shall deem necessary, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The compensation of all officers, if any, shall be fixed by the Board of Directors.

2. The officers of the corporation shall hold their offices for a term of one year, or for such other term not exceeding three years as shall be determined from time to time by the Board of Directors. Officers may be reelected to successive terms. Any officers may be removed at any time by the Board of Directors. An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a future effective date. If the office of any officers becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

ARTICLE VIII

PRESIDENT

1. The President shall be the chief executive officer of the corporation and shall preside at all meetings of the Directors at which he or she is present. He or she shall perform such duties as the Board of Directors may prescribe and shall see that all orders and resolutions of the Board are carried into effect.

2. The President shall execute bonds, mortgages and other contracts except where permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

ARTICLE IX

CHAIRMAN OF THE BOARD

The Chairman of the Board, if any, shall preside at all meetings of the Directors at which he or she is present, and shall perform such other duties as the Board of Directors or these Bylaws may prescribe.

ARTICLE X

EXECUTIVE AND SENIOR VICE PRESIDENTS

The Executive and Senior Vice Presidents, if any, in the order of their seniority shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors may prescribe.

ARTICLE XI

OTHER VICE PRESIDENTS

Other Vice Presidents, if any, in the order of their seniority shall, in the absence or disability of the President and any Executive Vice Presidents, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors may prescribe.

ARTICLE XII

SECRETARY AND ASSISTANT SECRETARIES

1. The Secretary shall keep or cause to be kept a record of all meetings of the Board of Directors and shall record all votes and the minutes of all proceedings in a book to be kept for that purpose. He or she shall give, or cause to be given, notice of all special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. He or she shall be responsible for authenticating the records of the corporation.

2. The Assistant Secretaries, if any, in order of their seniority shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties as the Board of Directors may prescribe.

ARTICLE XIII

TREASURER AND ASSISTANT TREASURERS

1. The Treasurer, if any, shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors and shall perform such other duties as the Board of Directors may prescribe.

2. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and

Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the corporation.

3. If required by the Board of Directors, the Treasurer shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his or her office and for the restoration to the corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the corporation.

4. The Assistant Treasurers, if any, in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the Board of Directors may prescribe.

ARTICLE XIV

EXECUTIVE DIRECTOR

An Executive Director may be designated by the Board of Directors. He or she shall not be an officer of the corporation, and he or she shall exercise such authority and perform such duties as the Board of Directors may from time to time assign to him or her.

ARTICLE XV

CHECKS

All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

ARTICLE XVI

FISCAL YEAR

The fiscal year of the corporation shall end on the last day of December in each year.

ARTICLE XVII

SEAL

The corporation shall not have a seal.

ARTICLE XVIII

ALTERATION, AMENDMENT OR REPEAL OF BYLAWS

These Bylaws may be altered, amended or repealed at any regular or special meeting of the Directors by the affirmative vote of a majority of all the Directors in office.

ARTICLE XIX

RECORDS

1. The corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by committees of the Board of Directors.

2. The corporation shall maintain appropriate accounting records. A copy of the following records shall be kept at the corporation's principal office: the Articles of Incorporation and all amendments to them currently in effect, these Bylaws and all amendments to them currently in effect, a list of the names and business or home addresses of the current Directors and officers, the most recent annual report delivered to the Secretary of State, and appropriate financial statements of all income and expenses.