

BYLAWS
OF
PHEASANT HEAVEN CHARITIES, INC.

ARTICLE I - OFFICES

Section 1.1. Offices. The registered office of the Corporation shall be as set forth in its Articles of Incorporation until changed by the directors as provided by law. The Corporation may also have such offices, within or without the State of Kansas, as the Board of Directors may determine from time to time is necessary. The registered agent is Steven B Musgrove

ARTICLE II - SEAL

Section 2.1. Seal. The Corporation shall not adopt a seal.

ARTICLE III – MEMBERS’ MEETINGS

Section 3.1. Members. The members shall be the following persons:

Bob Passmore, 123 S Main, Hugoton, Ks. 67951
Jim Wilson, P O Box 639, Hugoton, Ks. 67951
Brad Musgrove, P O Box 308, Hugoton, Ks. 67951
Clayton Gerrond, 1102 S. Monroe, Hugoton, Ks. 67951
Greg Loibl, 1606 S Eisenhower, Hugoton, Ks 67951
Jerry Hull, 307 S Jackson, Hugoton, Ks 67951
Bryne Sullins, 1973 Road T, Moscow, Ks 67952
Corey Spikes, 1309 N Purdue Ave, Liberal, Ks 67901
Ron McFarlane, 601 S Trindle, Hugoton, KS 67951
Yvonne Jackson, 1037 S Adams, Hugoton, KS 67951

Section 3.2. Termination of Members. A member may he suspended or expelled, with or without cause, by an affirmative vote of seventy five percent (75%) of the entire Board of Directors.

Section 3.3. Resignation. Any member of the Corporation may resign by so notifying the Board of Directors of the Corporation.

Section 3.4. New Members. There shall not be less than five or more than ten board of directors of the Corporation. In the event one or more board member resigns or is otherwise suspended or expelled, replacement board members may be selected by the remaining board members at the annual meeting or at a special meeting called for the purpose of selecting additional board members.

Section 3.4.(a) The Board of Directors, at their discretion, may increase the board from seven members to ten members. Should the Board desire to exercise such increase, members will be notified by mail of such action and asked for nomination(s) for the board to consider and interview. Upon successful selection, ballots will be mailed to the members for election of new director(s).

Section 3.5. Transfer of Membership. Membership in the Corporation shall not be transferable or assignable.

Section 3.6. Membership Certificate. No membership certificate of the Corporation shall be issued.

Section 3.7. Place. Meetings of the members may be held anywhere, either within or without the State of Kansas, as may be determined from time to time by the Board of Directors or the members. Any meeting, including the Annual Meeting, may be held via telephone conference call. Members may attend any meeting by making arrangements in advance to participate by telephone.

Section 3.8. Date and Place of Annual Meeting. The annual meeting of the members shall be held at the Corporation's registered office each year, or at such other place as may be designated from time to time by the Board of Directors, on such date and at such time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice of the meeting.

Section 3.9. Purpose of Annual Meeting. The purpose of the Annual meeting shall be to elect members of the Board of Directors and to transact such other business, without limitation, as may properly come before the annual meeting.

Section 3.10. Members Election of Directors. If any member so requests, the election of directors shall be by written ballot.

Section 3.11. Special Meetings. Special meetings of the members for any purpose or purposes may be called by the president or by the directors (either by written instrument signed by a majority or by resolution adopted by a vote of the majority). Special meetings shall be called by the president for any reason or by the secretary whenever a majority of the members so

request in writing.

Section 3.12. Notice. Not less than ten nor more than 60 days before every annual or special meeting of the members, written or printed notice stating the time and place thereof and, if a special meeting, the purpose or purposes for which such meeting is called, shall be served upon or mailed to each member entitled to vote thereat, at the address of such member as it appears upon the books of the Corporation or, if such member shall have filed with the secretary of the Corporation a written request that notices be mailed to some other address, then to the address designated in such request.

Section 3.13. Quorum and Voting. The majority of the Corporation's members present in person or by written proxy shall constitute a quorum. At any meeting of the members, whether regular or special, each member shall be entitled to one vote, either in person or by written proxy, subject, however, to the right of the Board of Directors to fix a record date for the determination of members entitled to vote at any meeting in accordance with ARTICLE VI hereof. When a quorum is present, the vote of a majority of the members entitled to vote who are present, in person or by proxy, shall decide any questions brought before the meeting unless a different vote is required by statute, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 3.14. Waiver of Notice. Whenever written notice is required to be to the members, written waiver thereof signed by any member entitled to such notice shall be in all respects tantamount to notice. To be effective, the written waiver need not be submitted by a member before the meeting or other event requiring notice. Attendance in person at any members' meeting shall for all purposes constitute waiver of notice thereof unless the member attends the meeting for the sole purpose of objecting to the transaction of any business there at because the meeting is not lawfully called or convened and unless such member so objects at the beginning of the meeting.

ARTICLE IV - DIRECTORS

Section 4.1. Election and Terms: Board Vacancies. There shall be not less than 5 nor more than 9 directors, and until otherwise established by resolution of the Board, the Board shall consist of all of the members. Upon the passage of such resolution, Directors shall be elected by a plurality of the votes of the members present or represented by written proxy at the annual meeting. The directors elected shall be chosen for a term of 5 years provided however, at the first election a portion of the Directors shall be elected to one year terms, an approximately equal portion shall be elected for two year terms and another approximately equal portion shall be elected for three year terms all as set out in such resolution. Each director so elected shall hold office until his or her term expires and until a successor is elected and qualified, or until his or her earlier death, resignation, or removal. Vacancies on the Board of Directors however occurring, including, but not limited to, vacancies arising from newly created directorships, shall be filled only by the vote of a majority of the remaining directors, or by the sole remaining director, although less than a quorum; but if there is a complete vacancy upon the Board with no

remaining director, the vacancies may be filled by the members. Unless and until all Board vacancies are filled, any corporate action taken or authorized by a majority of the remaining directors at a meeting at which a quorum is present, or by the written consent of all remaining directors who would constitute a quorum if acting at a meeting, shall be valid and binding upon the Corporation, regardless of such unfilled vacancies.

Section 4.2. Compensation and Reimbursement. All directors shall serve without compensation. The Corporation may, however, reimburse directors for expenses incurred in the performance of activities which involve the conduct or furtherance of the Corporation's purposes and such reimbursements shall be made in a manner which is consistent with the policies established by the Board of Directors for reimbursement.

Section 4.3. Meetings of Directors. The directors shall meet at such time and places, within or without the State of Kansas, as the Board may from time to time determine. Any regular or special meeting of the Board may be called by the president or by the secretary upon five day's notice, oral or written, which notice however, may be waived in writing by any director. The annual meeting of the Board of Directors shall be held immediately following the members annual meeting and at the same place: provided, however, that said meeting may be held on such other day, hour or place, as may be determined by the written consent of all directors, or, in the absence of such consent, as may be designated in written notice by the president or by the secretary to each director at least two days prior to the date specified in said notice. The annual directors' meeting shall, in any event, be held within 90 days after the annual meeting of the members if so demanded in writing by any director. The President shall be elected at the annual meeting. The President shall serve a one year term.

Section 4.4. Quorum. A majority of the total number of the Board of Directors shall constitute a quorum for the transaction of business, but a Lesser number may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice; provided, however, that during any period in which there are one or more vacancies upon the Board, the remaining directors, although less than a majority of the total number of Board members, shall constitute a quorum for the transaction of business until such vacancies are filled, but only if such remaining directors constitute at least one-third of the total number of directors.

Section 4.5. Waiver of notice. Whenever written notice is required to be given to the members of the Board of Directors, written waiver thereof signed by a director (whether in the case of notice of a meeting, the written waiver is signed before or after the meeting) shall be in all respects tantamount to notice. Attendance in person at any directors' meeting shall for all purposes constitute waiver of notice thereof unless the director attends the meeting for the sole purpose of objecting to the transaction of any business thereat because the meeting is not lawfully called or convened and unless he or she voices his or her objections at the beginning of the meeting.

Section 4.6. Removal. At any meeting of the members called expressly for that purpose, any one or more directors may be removed with or without cause, by a vote of a majority of the members then entitled to vote on the election of directors.

ARTICLE V - OFFICERS

Section 5.1. Officers and Election Thereof. The officers of the Corporation shall be a president, a vice president, a secretary, a treasurer (combinable with the secretary), and such other officers and assistant officers, including, but not limited to, one or more vice-presidents, as the Board of Directors may from time to time deem necessary or advisable. Unless otherwise designated by the Board of Directors, the President of the Board of the Corporation shall be the chief executive officer of the Corporation. Any number of offices may be held by the same person. All officers shall be elected by the Board of Directors at its annual meeting, and the Board of Directors shall also be empowered to fill all vacancies in office.

Section 5.2. Term and Removal. Each officer of the Corporation shall hold office until the next annual meeting of the Board of Directors or until his or her successor is duly elected and qualified, or until his or her earlier death, resignation, or removal; provided, however, that any officer seated by the Board of Directors may at any time, with or without cause, be removed by the affirmative vote of a majority of the total number of the Board.

ARTICLE VI - RECORD DATE

Section 6.1. Fixing Record Date for Determining Members' Rights. In order that the Corporation may determine the members entitled to notice of or to vote at any meeting of the members or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than 60 nor less than 10 days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining members entitled to notice of or to vote at a meeting of members shall be at the close of business on the day next preceding the date on which such notice is given, or if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of members of record entitled to notice of or to vote at a meeting of the members shall apply to any adjournment of the meeting, except that the Board of Directors may fix a new record date for the adjourned meeting.

Section 6.2. Record Date When No Meeting Held. In order that the Corporation may determine the members entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than 10 days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date has been fixed by the Board of Directors, the record date for determining members entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by this act, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation by delivery to its registered office in this state, its principal place of

business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of members are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors and prior action of the Board of Directors is required by the law, the Articles of Incorporation of the Corporation, or these bylaws, the record date for determining members entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day at which the Board of Directors adopts the resolution.

ARTICLE VII - FISCAL YEAR

Section 7.1. Fiscal Year. The fiscal year of the Corporation shall be from January 1 through December 31 unless and until changed by the Board of Directors.

ARTICLE VIII - AMENDMENTS

Section 8.1. Amendments. Except as otherwise provided in the Articles of Incorporation, these Bylaws may be amended or repealed only by a two-thirds vote of all members or by a two-thirds vote of all members of the Board of Directors, but the authority of the Board of Directors to amend or repeal these Bylaws shall at all times be subject to the superior authority of the members.

ARTICLE IX - MISCELLANEOUS

Section 9.1. Securities of Other Corporations. The president or any vice-president shall have the power and authority to transfer, endorse for transfer, vote, consent, or take any other action with respect to any securities of another issuer which may be held or owned by the Corporation, and to make, execute, and deliver any waiver, proxy, or comment with respect to any such securities.

Section 9.2. Telephone Meetings. Members (either for themselves or acting through a proxy), directors, and members of any committee of the Board of Directors may participate in and hold meetings of members, directors, or of any committee of the Board of Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and 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 ground that the meeting is not lawfully called or convened.

Section 9.3. Action Without a Meeting. Any action required or permitted by law, by the Articles of Incorporation of the Corporation, or by these Bylaws to be taken at a meeting of the directors, any committee of the Board of Directors, or members may be taken without a meeting if unanimous consent in writing setting forth the action so taken shall be signed by the members of such Board of Directors, committee of the Board of Directors or by the members (either acting for themselves or through a proxy) entitled to vote thereat, if to the extent required by law, such written consent is filed in the Corporation's official minute book containing the minutes of all meetings of the Board of Directors and/or members, as the case may be. Such consent shall have the same force and effect as a vote of such directors, committee members, or members, as the case may be, and may be stated as such in any certificate or other document filed with the Secretary of State.

Section 9.4. Execution of Deeds, Mortgages, Etc. Neither the attestation by the secretary of the Corporation to the execution of any deed, mortgage, deed of trust, indenture, or other instrument executed by the Corporation nor the affixing of a corporate seal thereto shall be necessary to constitute such deed, mortgage, deed of trust, indenture, or other instrument a valid and binding obligation of the Corporation unless the resolution of the Board of Directors specifically authorizing the execution thereof expressly states that such attestation or such seal is required.

Section 9.5. Resignations. Any member, director, officer, or committee member may resign by so stating at any meeting of the Board of Directors or by giving written notice to the Board of Directors, the president, or the secretary. Such resignation shall be effective at the time specified therein or, if no such time is stated therein, upon receipt. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

Section 9.6. Headings. All headings and other titles and captions used in these Bylaws are for convenience only and shall not be considered in construing or interpreting any provision of these Bylaws.

ADOPTED by the Board of Directors on this _____ day of _____, 2007

Bob Passmore, President

ATTEST:

Brad Musgrove, Secretary

