

BY-LAWS OF
EXOTIC WORLD MUSEUM, INC.

A California NONPROFIT PUBLIC BENEFIT CORPORATION

1. NAME:

The name of the Corporation is EXOTIC WORLD MUSEUM, INC.

2. OFFICES OF THE CORPORATION:

a. The principal office for the transaction of the activities and affairs of the corporation is located at 29053 Wild Road, Helendale, California 92342. The Board of Directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

b. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

3. PURPOSES AND LIMITATIONS

To preserve and perpetuate the era of burlesque and exotic dancing by displaying in a museum setting, artifacts of the genre such as photographs, posters, costumes and accessories and related memorabilia.

4. MEMBERS:

This corporation shall have no members.

5. DIRECTORS:

This corporation shall have a Board of Directors consisting of three members.

A. POWERS OF THE BOARD OF DIRECTORS:

(1) General Corporate powers

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and other applicable laws, and subject to any limitations of the Articles of Incorporation or bylaws the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(2) Specific Powers

Without prejudice to the general powers set forth in Section 5. a. (1) of these bylaws, but subject to the same limitations, the directors shall have the power to:

(a) Appoint and remove, at the pleasure of the Board, all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(b) Change the principal office or the principal business office in California from one location to another; cause the corporation be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California.

(c) Adopt and use a corporate seal.

(d) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bond, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debts and securities.

B. Number and Qualification of Directors

(1) Authorized Number and Qualification

The authorized number of directors shall be THREE. The qualifications shall be persons of the age of 18 or over, citizens of the U.S.A., be of good moral character, and have a genuine interest and fondness of animals.

C. Election, Designation, and Term of Office

The initial directors shall be appointed by the incorporator.

The term of Office shall be three years. Initially, Office No. 1 shall be for three years; Office No. 2 shall be for two years; Office No. 3 shall be for one year.

A majority of Directors may fill the office of a director that has occurred by death, resignation or removal.

D. Directors' Meetings

- (1) At the principal office of the corporation.
- (2) Meetings may be held by telephone conference calls.
- (3) Directors' Meetings shall be held quarterly, or at such other times as the Board deems necessary.
- (4) Notice of meetings shall be in writing, but notice may be waived in writing.
- (5) A quorum for Board meetings shall be TWO.

6. Committees

The Board may appoint committees of the Board, to serve at the pleasure of the Board. Such Committees shall submit input to the Board in the operation of the corporation.

7. Officers

The officers of the corporation shall be a President, Vice President, and Secretary/Treasurer, all to serve at the pleasure of the Board.

All officers shall be appointed by the Board.

8. Books of Account

a. The corporation shall keep and maintain good books and records of account, and shall prepare annual statements reflecting the financial operations of the corporations.

CERTIFICATION OF THE ADOPTION OF THE BYLAWS

The undersigned, Secretary of the Corporation, hereby certifies that the foregoing is a true and correct copy of the BYLAWS of the corporation adopted as of Oct 26, 1995.

DATED: Oct. 26, 1995 Mary Mueller
Secretary