# BYLAWS OF WIDE AWAKE INTERNATIONAL, INC.

These Bylaws govern the affairs of the Wide Awake International, Inc., a nonprofit corporation.

## ARTICLE 1
## OFFICES

### 1.1 Principal Office

The Corporation's principal office in Texas will be located at:

2901 Horseshoe Trail
Frisco, TX 75034

The Corporation may have such other offices, in Texas or elsewhere, as the Board of Directors may determine. The Board may change the location of any office of the Corporation.

### 1.2 Other Offices

The corporation may also have offices at such other places both within and without the State of Texas as the Board may from time to time require.

### 1.3 Registered Office and Registered Agent

The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

## ARTICLE 2
## PURPOSES

### 2.1 Mission.

To enhance the quality of life of the poor and needy by aiding and assisting worthy grass-roots charities in the developing world.

### 2.2 Purposes.

The corporation has been organized exclusively for charitable, religious, scientific, literary or educational purposes. The corporation shall devote, use, and expend

its assets to the extent and in such manner necessary to (a) accomplish its purpose and (b) qualify as an exempt organization under Section 501(c)(3) of the Code.

2.3 Restrictions and Prohibited Activities.

(a) No director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(b) Notwithstanding any other provision of these By-Laws, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code and the corresponding Regulations, as they now exist or as they may hereafter be amended.

2.4 Dissolution.

Upon dissolution of the corporation and the winding up of its affairs, the assets of the corporation shall, after payment of all debts and obligations of the corporation, be distributed exclusively to one or more charitable, religious, literary or educational organizations that is/are then involved in the pursuit and fulfillment of the purpose for which the corporation was created and which would then qualify under the provisions of Sections 501(c)(3) of the Code and the corresponding Regulations, as they may hereafter be amended.

## ARTICLE 3
## MEMBERS

The Corporation will have no members.

## ARTICLE 4
## BOARD OF DIRECTORS

4.1 Management of Corporation

The corporation will be run by or under the direction of the Board.

4.2 Number, Qualifications, and Tenure of Directors

(a) The Board of Directors may at any time and from time to time either increase or decrease the number of directors; provided, however, that the number of directors shall not be decreased to less than three or increased to more than forty.

(b) The initial terms of the founding Board members shall expire as follows: the term of Megan Pate shall expire on the date of the 2009 annual meeting of the Board of Directors; the term of Nirav Parikh shall expire upon the date of the 2010 annual meeting of the Board of Directors; the term of Adrian Savedra shall expire upon the date of the 2011 annual meeting of the Board of Directors; the term of Francis Victor-McCawley shall expire upon the date of the 2012 annual meeting of the Board of Directors; and the term of Brian Manning shall expire upon the date of the 2013 annual meeting of the Board of Directors.

(c) Subject to the rights of removal and resignation provided for below, each director shall serve for a period of two years. Upon the expiration of any director's term, such director may be reelected without any limit on the number of consecutive terms that such director may serve.

4.3 Nominating Directors

At any meeting at which the election of a director is held, a director may nominate a person with the second of any other director.

4.4 Electing Directors

A person who meets the qualifications for director and who has been duly nominated may be elected as a director. Commencing with the first annual meeting of the Board of Directors and at each annual meeting thereafter, the directors whose terms are not expiring shall elect by majority vote a new director to replace each director whose term is then expiring.

4.5 Vacancies

In the event of a vacancy occurring on the Board of Directors due to death, resignation or removal, or in the event of an increase in the number of directors creating a new director position, the then acting directors shall, by affirmative vote of a majority of them, designate the person to fill the vacancy or the newly created director position, as the case may be.

A director designated to fill a vacancy shall serve the unexpired term of his or her predecessor in office and until his or her successor is duly elected and shall qualify, and a director designated to fill a newly created director position shall serve until his or her successor is duly elected and shall qualify.

4.6 Compensation

Directors may not receive salaries or any compensation for their services to the corporation.

4.7 Removing Directors

The Board may, by affirmative vote of a majority of the directors, remove any director at any time if, in their judgment, the best interests of the corporation would be served thereby. A meeting to consider removing a director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Board of Directors. The notice of the meeting will state that the issue of possibly removing the director will be on the agenda.

## ARTICLE 5
## DUTIES OF DIRECTORS

5.1 Duties of Directors

(a) Directors will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

(b) Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

5.2 Delegating Duties

Directors may select advisors and delegate duties and responsibilities to them, such as the full power to buy or otherwise acquire stocks, bonds, securities, and other investments on the Corporation's behalf, and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The directors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor at any time and without any cause whatsoever.

5.3 Interested Directors

Every director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested directors or other group with the authority to authorize the transaction. In addition, all directors must abide by any Conflict of Interest policies adopted by the Board. However, contracts or transactions between directors, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, officer, or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose.

## ARTICLE 6
## MEETINGS OF THE BOARD OF DIRECTORS

6.1 Meeting Locations

All meetings of the Board of Directors, regular or special, shall be held at the principal office of the corporation, unless the Board of Directors by a majority vote determines an alternative meeting place, in which case meetings may be held upon notice as hereafter provided at such time and place, and by such means of real-time interaction, as the Board of Directors may determine.

6.2 Annual Meeting

The Board of Directors must meet at least once per year. The annual Board meeting will be held upon notice as hereafter provided at such time and place, and by such means of real-time interaction, as the Board of Directors may determine.

6.3 Regular Meetings

The Board may provide for regular meetings to be held upon notice as hereafter provided at such time and place, and by such means of real-time interaction, as the Board of Directors may determine.

6.4 Special Meetings

(a) Special Board meetings may be called by, or at the request of, the President or a majority of the directors. The person or persons calling a special meeting will inform the Secretary of the corporation of the information to be included in the notice of the meeting. The Secretary of the Corporation will give notice to the directors, as these Bylaws require. Special meetings will be held upon

notice as hereafter provided at such time and place, and by such means of real-time interaction, as the Board of Directors may determine.

(b) No business shall be transacted at any special meeting of the Board of Directors other than matters pertaining to and coming within the purpose or purposes for which said meeting is to be held, as set forth in the consent for the holding of said meeting.

6.5 Notice

Written or printed notice of any special meeting of the Board will be delivered to each director not less than three days, nor more than thirty days before the date of the meeting. The notice will state the place, day, and time of the meeting; who called it; and the purpose or purposes for which it is called.

6.6 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 because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

6.7 Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business unless a greater number is required by law or by the Articles of Incorporation. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, by the Articles of Incorporation or by these By-Laws. However, if a quorum shall not be present at any meeting of directors, a majority of those directors present may adjourn the meeting from time to time without notice other than announcement at the meeting. Any meeting of the Board of Directors may also be adjourned from day to day or to a time certain by a majority vote of those in attendance at such meeting. Those matters, and only those matters, proper to be considered and acted upon at a meeting of the Board of Directors shall be proper to be considered and acted upon at any meeting to which said meeting shall be adjourned.

6.8 Actions of Board of Directors

The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. A director who is present at

a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision.

6.9 Consent Minutes and Telephone Conferences

Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Furthermore, the directors may hold any regular or special meetings by means of telephone, electronic communiction, or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation by these means constitutes presence in person at the meeting.

## ARTICLE 7
## OFFICERS

7.1 Officer Positions

The Corporation's officers will be a President, a Secretary, one Vice President, a Treasurer, and a Director of International Operations. The Board may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person may hold any two or more offices, except for president and secretary.

7.2 Election and Term of Office

The Corporation's officers will be elected annually by the Board at the annual Board meeting. If officers are not elected at this time, they will be elected as soon thereafter as possible.

Each officer will hold office until a successor is duly selected and qualifies. An officer may be elected to succeed himself or herself in the same office.

7.3 Removal and Resignation

The Board may remove any officer at any time with or without cause. Furthermore, each officer shall have the right to resign at any time with or without cause. In the event of the death, resignation or removal of an officer, the Board, in its discretion, may elect or appoint a successor to fill the unexpired term.

7.4 Vacancies

The Board may select a person to fill a vacancy in any office for the unexpired portion of the officer's term.

7.5 Compensation

Officers may not receive salaries or any compensation for their services to the corporation.

7.6 Position Descriptions

(a) **President** The president is the Corporation's chief executive officer. He or she will supervise and control all of the Corporation's business and affairs and will preside at all meetings of the Board. The president will perform other duties prescribed by the Board and all duties incident to the office of president.

(b) **Vice President** When the president is absent, cannot act, or refuses to act, a vice president will perform the president's duties. When acting in the president's place, the vice president has all the powers of--and is subject to all the restrictions on--the president. A vice president will perform other duties as assigned by the president or Board.

(c) **Secretary** The secretary shall record all of the proceedings of the meetings of the Board of Directors, and all committees thereof in a minute book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors.

(d) **Treasurer** The treasurer will:

(i) Have charge and custody of--and be responsible for--all the Corporation's funds and securities.

(ii) Receive and give receipts for moneys due and payable to the Corporation from any source.

(iii) Deposit all moneys in the Corporation's name in banks, trust companies, or other depositaries as these Bylaws provide or as the Board or president directs.

(iv) Write checks and disburse funds to discharge the Corporation's obligations.

(v) Maintain the Corporation's financial books and records.

(vi) Perform other duties as assigned by the president or the Board.

(vii) Perform all of the duties incident to the office of treasurer.

(e) **Director of International Operations** The Director of International Operations will:

(i) Locate, investigate, and assess potential international organizations, groups, or individuals with which the Corporation may desire to work.

(ii) Maintain regular communication with the Corporation's foreign contacts.

(iii) Work with international contacts to plan, develop, and implement programs or projects to further the purpose of the Corporation.

(iv) Advise the president or Board of Directors of possible services or resources the Corporation could provide to international contacts to further the purpose of the Corporation.

(v) Perform all of the duties incident to the office of director of international operations.

## ARTICLE 8
## COMMITTEES

8.1 Establishing Committees

The Board of Directors may, by resolution of a majority of its members, establish committees of two or more directors to conduct the management of the corporation. Any and all committees shall function in accordance with the rules and procedures established from time to time by the Board of Directors.

## ARTICLE 9
## TRANSACTIONS OF CORPORATION

9.1 Contracts

The Board may authorize through written document any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or

instrument, or it may extend to any number and type of possible contracts and instruments.

9.2 Deposits

All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositaries that the Board selects.

9.3 Gifts

The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the articles of incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

9.4 Potential Conflicts of Interest

The Corporation may not make any loan to a director or officer of the Corporation. A director, officer, or committee member of the Corporation may lend money to--and otherwise transact business with--the Corporation except as otherwise provided by these Bylaws, the articles of incorporation, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from--or otherwise transact business with--a director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests. The Corporation may not borrow money from--or otherwise transact business with--a director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

9.5 Prohibited Acts

As long as the Corporation exists, and except with the Board's prior approval, no director, officer, or committee member of the Corporation may:

(a) Do any act in violation of these Bylaws or a binding obligation of the Corporation.

(b) Do any act with the intention of harming the Corporation or any of its operations.

(c) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.

(d) Receive an improper personal benefit from the operation of the Corporation.

(e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.

(f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.

(g) Use the Corporation's name, except on behalf of the Corporation in the ordinary course of its business.

(h) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

## ARTICLE 10
## INVESTMENT MANAGEMENT ACCOUNTS

The Board of Directors shall have the authority to delegate to professional money managers/investment brokers such investment authority as the Board deems appropriate respecting the management of liquid investment assets of the Corporation; and the Board of Directors may from time to time designate any one or more of its officers to have authority to deal with such money managers/investment brokers on behalf of the corporation, all on such terms as the Board of Directors shall determine from time to time, which terms shall be documented in the account contracts and related documents, if any, between the Corporation and the money managers/investment brokers.

## ARTICLE 11
## BOOKS AND RECORDS

### 11.1 Required Books and Records

The Corporation will keep correct and complete books and records of account. The books and records include:

(a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.

(b) A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them.

(c) Minutes of the proceedings of the Board, and committees having any of the authority of the Board.

(d) A list of the names and addresses of the directors, officers, and any committee members of the Corporation.

(e) A financial statement showing the Corporation's assets, liabilities, and net worth.

(f) A financial statement showing the Corporation's income and expenses.

(g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.

(h) The Corporation's federal, state, and local tax information or income-tax returns.

11.2 Inspection and Copying

Any director, officer, or committee member of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under the bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Corporation. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than five working days after the Corporation receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor but may not exceed thirty cents per page. The Corporation will provide requested copies of books or records no later than five working days after receiving a proper written request.

11.3 Fiscal Year

The Corporation's fiscal year will begin on the first day of November and end on the last day in October in each year.

## ARTICLE 12
## INDEMNIFICATION

12.1 When Indemnification Is Required, Permitted, and Prohibited

(a) The Corporation will indemnify a director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation.

(b) The Corporation will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

(c) The Corporation will pay or reimburse expenses incurred by a director, office, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a director, officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by these Bylaws.

(e) The corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in these Bylaws have been satisfied. Furthermore, the Corporation will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in an proceeding brought by the Corporation or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

12.2 Extent and Nature of Indemnity

The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

12.3 Procedures Relating to Indemnification Payments

(a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided. The Corporation may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

(ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.

(iii) Determination by special legal counsel selected by the Board by the same vote as provided in subparagraphs (i) or (ii), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

(b) The Corporation will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a)(iii), above, governing selection of special legal counsel. A provision contained in the articles of incorporation, or a resolution of members or the Board that requires the indemnification permitted by paragraph 12.3, above, constitutes sufficient authorization of indemnification even though the

provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a), above.

In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

## ARTICLE 13
## INSURANCE

To the extent not inconsistent with Texas law as in effect from time to time, the Board of Directors may, at any time or from time to time, approve the purchase and maintenance of insurance on behalf of any director or officer of the corporation or other person against any liability asserted against him or her in his or her capacity or arising out of his or her status as a director, officer, employee or agent of the corporation or any corporation, partnership, association, trust, foundation, not-for-profit corporation or other organization or entity which he or she served as such at the request of the corporation, whether or not the corporation would have the power to indemnify him or her under the provisions of the By-Laws.

## ARTICLE 14
## NOTICES

### 14.1 Notice by Mail or Electronic Communication

Any notice required or permitted by these Bylaws to be given to a director, officer, or member of a committee of the Corporation may be given by mail or electronic communication.

### 14.2 Signed Waiver of Notice

Whenever any notice is required by law or under the articles of incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

14.3 Waiving Notice by Attendance

A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

## ARTICLE 15
## SPECIAL PROCEDURES CONCERNING MEETINGS

15.1 Meeting by Telephone or Internet Communication

The Board of Directors, and any committee of the Corporation may hold a meeting by telephone, electronic communication, or similar procedures. In all meetings held by telephone, electronic communication, or similar procedures, matters must be arranged in such a manner that all persons participating in the meeting can communicate with each other. A person's participating in a telephone, electronic communication, or similar procedure meeting constitutes his or her presence at the meeting.

15.2 Decision Without Meeting

Any decision required or permitted to be made at a meeting of the Board, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter. The original signed consents will be placed in the Corporation minute book and kept with the corporate records.

Furthermore, in accordance with the articles of incorporation, action may be taken without a meeting when there are signed written consents by the number of members, directors, or committee members whose votes would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must be signed and bear the date of signature of the person signing it. A telegram, telex, cablegram, electronic communication or similar transmission by a member, director, or committee member, or a photographic, facsimile, electronic copy, or similar reproduction of a signed writing, will be treated as an original being signed by the member, director, or committee member.

Consents must be delivered to the Corporation. A consent signed by fewer than all members, directors, or committee members is not effective to take the intended action unless the required number of consents are delivered to the Corporation within 60 days

after the date that the earliest-dated consent was delivered to the Corporation. The delivery may be made by mail or electronic communication to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that these written consent procedures were followed to authorize the action and filing.

## ARTICLE 16
## AMENDING BYLAWS

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the vote of a majority of the Board of Directors. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

## ARTICLE 17
## MISCELLANEOUS PROVISIONS

### 17.1 Legal Authorities Governing Construction of Bylaws

These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

### 17.2 Legal Construction

To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

### 17.3 Headings

The headings used in the Bylaws are for convenience and may not be considered in construing the Bylaws.

17.4 Seal

The Board of Directors may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words "Wide Awake" in one circle and the words "International, Incorporated" together with the date of incorporation in the other circle.

17.5 Power of Attorney

A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary to be kept with the corporate records.

17.6 Parties Bound

The bylaws will bind and inure to the benefit of the directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the Bylaws otherwise provide.

## ARTICLE 18
## CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of Wide Awake International, Inc. and that these Bylaws constitute the Corporation's Bylaws. These Bylaws were duly adopted at a meeting of the Board of Directors held on November 3, 2007.

Dated: November 5, 2007

Niray N. Parikh

Secretary of Wide Awake International, Inc.