

ARTICLES OF ASSOCIATION
OF
THE HIGHWAY 119 AMUSEMENT CENTER CLUB

To further common purposes, the members agree to organize under these articles of association:

ARTICLE ONE

NAME

The name of this association shall be The Highway 119 Amusement Center Club.

ARTICLE TWO

PRINCIPAL OFFICE

The principal office of the association shall be Route 4, Box 1428, County of Shelby, State of Alabama. The association may have such other offices as may from time to time be designated by its members or its Executive Committee.

ARTICLE THREE

PURPOSE

The purposes of this association shall be:

(1) To provide for its members a private place of amusement, recreation, and socialization free of alcohol, illegal drugs, gambling, and other morally deplorable activity.

(2) To do anything necessary and proper for the accomplishment of the foregoing.

(3) This association is organized and operated exclusively for the above-stated purposes, and for other non-profit purposes, and no part of any net earnings shall inure to the benefit of any private member.

Fayne Snell
Rt. 4 Box 1428
Tomball, Texas

ARTICLE FOUR

POWERS

In furtherance of the objects described above, but not in limitation thereof, the association shall have the power to hold funds in its name, to disburse those funds, to conduct tournaments and contests for its members, to make charitable contributions, and to contract for the use of such facilities and equipment as may be necessary and proper to accomplish its purposes, as set forth in the by-laws.

ARTICLE FIVE

MEMBERSHIP

Any person who has attained the age of 13 years is eligible to become a member of this association, with full voting and other privileges, provided that, in the sole discretion of any officer of the association, or such other person or persons as the Executive Committee may from time to time designate, he or she is of sound moral character, and further provided that no person under the age of 19 years may become a member of the association without the written consent of his or her parent or guardian. The last provision of the foregoing sentence shall be waived as to any person with respect to whom an executed "Permission to Play Pool" form is on file with Snell's Game Room.

Any person who meets the requirements of the preceding paragraph is eligible for a Guest Membership in the association, on such terms and conditions as are established in the by-laws.

ARTICLE SIX

DUES

The annual dues required for membership in the association shall be determined by a vote of the active members, on recommendation of the Executive Committee. Dues may be varied from year to year, but dues shall be the same for all active members. Dues for Guest Members shall also be determined by a vote of the active membership, on recommendation of the Executive Committee.

ARTICLE SEVEN

MEETINGS

(1) Annual Meeting. There shall be an annual meeting of the association during the month of February, unless

otherwise ordered by the Executive Committee, for electing officers, receiving reports, and transacting other business. Other meetings may be called by the Executive Committee as it deems appropriate. Meetings shall be open to active and guest members. Notice of these meetings, issued by the Secretary, shall be prominently posted in association premises at least seven days before the time appointed for the meeting.

(2) Quorum. It being recognized that the association is a voluntary organization, and the difficulty of assembling the membership being acknowledged, the presence of 20% of the active members, when present at any meeting, shall constitute a quorum, and in case there is less than this number, the presiding officer may adjourn from time to time until a quorum is present.

ARTICLE EIGHT

OFFICERS AND COMMITTEES

The elective officers of the association shall be a President, a Vice-President, a Secretary, and a Treasurer. The elective officers shall comprise the Executive Committee of the association, which shall have such powers and duties as are established in the by-laws.

ARTICLE NINE

AMENDMENTS

These articles may be amended or repealed, in whole or in part, by a majority vote at any duly organized meeting of the association.

ARTICLE TEN

LIABILITIES

Nothing herein shall constitute members of the association as partners for any purpose. No member, officer, agent, or employee shall be liable for the acts or failure to act of any other member, officer, agent, or employee of the association. Nor shall any member, officer, agent, or employee be liable for his acts or failure to act under these by-laws, excepting only acts or omissions arising out of his wilful misfeasance.

ARTICLE ELEVEN

BY-LAWS

By-laws will be adopted hereafter, and shall be subject to amendment, repeal, or alteration as therein provided. The by-laws, and any amendments thereto, shall be binding on all members, including those who may have voted against them.

ARTICLE TWELVE

DISSOLUTION

The association may be dissolved at any time by a vote of two-thirds of the active members present at a duly organized meeting of the association. Upon dissolution, all funds remaining in the association treasury after payment of its just debts shall be contributed to a charity to be determined by majority vote of the active members at the meeting in which dissolution is approved.

WHEREFORE, the Highway 119 Amusement Center Club is chartered under these Articles of Association this 2 day of February, 1989.

Jaye Hutchison
Charter Member

Wayne Sullivan
Charter Member

Garrett Hutchison
Charter Member

Wesley Blake
Charter Member

Cynthia Wyatt
Charter Member

Bruce Martin
Charter Member

Terry Geeslin
Charter Member

Charter Member

Jay Smith Treas.
Emmett Sneed Sec.
Ron Kilgo Vice Pres.
Dolan Williams Pres.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

Thomas P. Sullivan, Jr.
JUDGE OF PROBATE

BY-LAWS OF
THE HIGHWAY 119 AMUSEMENT CENTER CLUB

BY-LAW ONE

MEMBERSHIP

(1) Active Membership. Persons shall be eligible for active membership in the association as set forth in Article Five of the Articles of Association.

(2) Guest Membership. Persons shall be eligible for guest membership as set forth in Article Five of the Articles of Association, provided, however, that each guest member must be sponsored by an active member, and further provided that no active member may sponsor more than one guest member at any one time.

(3) Voting. Each active member shall be entitled to one vote in the affairs of the association. Members must be present at meetings in order to vote. Guest members shall not be eligible to vote.

(4) Duration of Membership.

(a) Active Members. Active membership shall commence on the payment of dues, and shall terminate on January 2 of the year following the payment of such dues. Membership in the association may terminate by voluntary withdrawal as herein provided. All rights, privileges, and interest of a member in or to the association shall cease on termination of membership. Memberships shall be non-transferable. Any member may, by giving written notice of such intention, withdraw from membership. Withdrawals shall be effective on fulfillment of all obligations to the date of withdrawal.

(b) Guest Membership. The duration of a guest membership shall be one week. No person shall be eligible for more than three guest memberships in any calendar year.

(5) Privileges of Membership. Except as otherwise provided in these by-laws or in rules and regulations duly enacted by the Executive Committee, associate and guest

members shall be entitled to access to the association's facilities on such days and during such hours as the Executive Committee shall establish as the days and hours of operation of the facilities; and to participate in such activities therein as may be available from time to time, including such contests and tournaments as the association may from time to time organize and sponsor.

(6) Denial of Entrance To, Or Expulsion From, Association Facilities. Any member may be denied entrance to the association's facilities, or expelled therefrom, if, in the sole discretion of an officer of the association, or such other person as the Executive Committee may from time to time designate, such member is in violation of the Articles of Association, By-Laws, or rules and regulations of the association.

(7) Suspension and Expulsion. Any member may be expelled or suspended from membership in the association for conduct detrimental to the objects or interests of the association or in violation of its Articles of Association, By-Laws, rules and regulations, on the recommendation of any officer of the association to the Executive Committee and confirmation of the recommendation by unanimous vote of the Executive Committee. Prior to such confirmatory vote, the accused member shall be given notice of the charges against him and an opportunity to respond to the charges in writing.

BY-LAW TWO

DUES

Membership dues shall be established as set forth in Article Six of the Articles of Association. Payment of the dues so established shall be a condition of membership in the association.

BY-LAW THREE

MEETINGS

Meetings of the association shall be held as set forth in Article Seven of the Articles of Association. Such meetings shall be held only on days on which the association's facilities shall be open for use by members, and shall begin between the hours of 5:00 p.m. and 8:00 p.m. on such days. The order of business at meetings of the association shall be as follows:

- (1) Call to order.

- (2) Reading of minutes of previous meeting.
- (3) Report of the Executive Committee.
- (4) Unfinished business.
- (5) New business.
- (6) Election of officers (appropriate annual meetings only).
- (7) Adjournment.

The order of business may be altered or suspended at any meeting by a majority vote of the members present. Such meetings shall be conducted in a manner to be determined by the Executive Committee.

BY-LAW FOUR

OFFICERS

(1) Elected Officers. The elected officers of the association shall be a President, a Vice-President, a Secretary, and a Treasurer.

(2) Terms. The elected officers of the association shall take office immediately on their election, and shall serve a term of one year and until successors are duly elected. Officers are eligible for reelection. Vacancies in any office may be filled for the balance of the term thereof by the Executive Committee.

(3) President. The President shall be the chief officer of the association, and shall be present at meetings of the association and of the Executive Committee. He shall communicate to the association such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the association, and shall perform such other duties as are necessarily incident to the office.

(4) Vice-President. The Vice-President shall perform all duties of the President during the absence of the President.

(5) Treasurer. The Treasurer shall keep an account of all monies received and expended for use of the association, and shall make disbursements authorized by the Executive Committee or the membership as provided in these By-Laws. All sums received by him shall be deposited by him in the

bank or banks approved by the Executive Committee, and he shall make a report at the annual meeting or when called upon by the President. Funds may be drawn only on the signature of the Treasurer. The funds, books, and vouchers in his hands shall at all times be subject to verification and inspection by members of the Executive Committee. At the expiration of his term of office, the Treasurer shall deliver to his successor all books, money, and other property of the association.

(6) Secretary. The administration and management of the association shall be vested in the Secretary. He shall direct the activities of the association and perform such other duties as may be defined by the Executive Committee. It shall be his duty:

(a) To give notice of and attend all meetings of the association and the Executive Committee, and to make provision for the keeping of a record of proceedings;

(b) To conduct correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed;

(c) To keep a list of the members of the association;

(d) To establish machinery for the collection of dues and their payment to the Treasurer;

(e) To keep records as to any agents retained by the association, and to take charge and supervise the performance by them of their duties.

BY-LAW FIVE

ELECTIONS

The election of association officers shall take place annually at the time and place of the regular annual meeting. Only active members over the age of 25 shall be eligible for office, but all active members shall be entitled to vote. Candidates who receive a majority of votes so cast shall be elected.

BY-LAW SIX

EXECUTIVE COMMITTEE

The elective officers of the association shall constitute the Executive Committee. The Executive Committee shall

have supervision, control and direction of the affairs of the association, shall execute the policies and decisions of the active membership, and shall actively prosecute the association's objects. The Executive Committee is expressly empowered to:

(a) Enforce the Articles of Association and By-Laws of the Association;

(b) Establish and enforce such rules and regulations as it deems appropriate in furtherance of the purposes and objects of the association;

(c) Make such arrangements and agreements in the name of the association as it deems proper to provide the association with facilities and equipment in furtherance of its objects and purposes, provided, however, that it may not expend association funds for the procurement of such facilities and equipment;

(d) Disburse such association funds as may be necessary in furtherance of the purposes and objects of the association except as expressed and limited by the Articles of Association and these By-Laws.

(e) Determine the days and hours that the association's facilities shall be available for use by its members, and shut down those facilities from time to time as it deems appropriate.

(f) Designate such agents as it may deem appropriate to oversee the day-to-day operations of the association.

The Executive Committee shall meet at places and times to be designated by the President.

BY-LAW SEVEN

FUNDS

This association is not intended as a profit-making organization, nor is it founded with the expectation of making a profit. This association shall use its funds only for objects and purposes specified in the Articles of Association and these By-Laws. Furthermore, although the Executive Committee is expressly authorized to disburse association funds as may be necessary in furtherance of the objects and purposes of the association, that authority is expressly conditioned, with respect to expenditures for club activities such as tournaments, contests, and the like, and

charitable contributions, on approval by majority vote at a duly organized meeting of the association.

BY-LAW EIGHT

AMENDMENTS

These By-Laws may be amended, repealed, or altered, in whole or in part, by a majority vote at any duly organized meeting of the association.

BOOK 038 PAGE 72

STATE OF ALA. SHELBY
I CERTIFY THIS
INSTRUMENT WAS FILED

89 FEB -6 PM 2: 06

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Rec 25.00
Fees 1.00
26.00