

**BYLAWS
OF
CHEETAH DEVELOPMENT, INC.**

**ARTICLE I
BOARD OF DIRECTORS**

1.1 Number and Election. The Board of Directors of the Corporation shall be comprised of not less than three (3) members. The members of the Board of Directors shall be elected by vote of the current members of the Board of Directors of the Corporation and shall hold office for a period of one (1) year or until their successors are elected, have qualified, and have entered upon the discharge of their duties.

1.2 Meetings of the Board. An annual meeting of the Board of Directors shall be held at the place specified in the notice of meeting. A director may call a Board meeting by giving three (3) days' notice to all directors of the date, time and place of the meeting. The President or any other officer, for the transaction of lawful business, may call special business meetings of the Board of Directors at any time on three (3) days' notice. Business meetings may be held without notice when a quorum, as defined in Section 1.4 below, of the members of the Board is present and consents thereto.

1.3 Participation in Meetings by Remote Communications. A director may participate in a meeting of the Board of Directors by means of conference telephone or, if authorized by the Board, by such other means of remote communication, in each case through which that director, other directors so participating and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

1.4 Quorum. At all of the meetings of the Board of Directors, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. An act of a majority of the Directors present at any meeting at which there is a quorum shall be an act of the Board of Directors, except as may be otherwise specifically provided by statute, or by the Articles of Incorporation or by these Bylaws.

1.5 Action Without Meeting. An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication, by all of the directors.

1.6 Committees. The Board, by action approved by a majority of the directors, may establish committees having the authority of the Board in the management of the business of the Corporation to the extent provided in such resolution. Any such committees shall be subject at all times to the direction and control of the Board of Directors.

**ARTICLE II
OFFICERS**

2.1 Election, Term of Office, Duties. At each annual meeting of the Board of Directors, the Directors shall elect a President, Secretary and Treasurer, such other officers as the Board of Directors deems appropriate, and such officers shall hold office until the next annual meeting, or until their successor or successors are elected, qualified, and entered upon

the discharge of their duties. Any number of offices or functions of those offices may be held or exercised by the same person.

2.2 Duties of the President. The President shall have general active management of the business of the Corporation, and shall preside at all meetings of the Directors, attend the meetings of any committee(s) when requested by the chairman, and sign all contracts, notes, checks, mortgages, and other like instruments, and any such instruments shall be binding against the Corporation. The President shall not have authority to borrow funds in excess of One Thousand Dollars (\$1,000) without the authorization of the Board of Directors. The President may from time to time call special meetings of the Board of Directors whenever the President shall deem it proper to do so, and shall do so when any two (2) members of the Board of Directors shall request in writing that the President do so. The President shall also have the power, when authorized by the Board of Directors, to appoint agents or assistants that the President may find necessary or appropriate to carry out the purposes of this Corporation. In all cases where the duties of the agents of this Corporation are not specifically prescribed by these Bylaws or by resolutions of the Board, such agents shall comply with the direction and instructions of the President.

2.3 Duties of the Secretary. The Secretary shall keep records of the proceedings of all the meetings of the Board of Directors, and of any committee(s) established by the Board. The Secretary shall also prepare and keep proper books of account for the business of the Corporation, subject to the direction of the President or the Board of Directors. All books, papers, and correspondence shall be kept in the office of the Corporation except such as are specially placed in the custody of the treasurer.

2.4 Duties of the Treasurer. The Treasurer shall keep accurate financial records for the Corporation, deposit money and checks in the name of and to the credit of the Corporation, endorse for deposit all notes, checks and drafts received by the Corporation, disburse funds and issue checks and drafts in the name of the Corporation, and upon request, provide the President and the Board of Directors with an account of transactions by the Treasurer and of the financial condition of the Corporation. The Treasurer shall be responsible for maintaining financial records of the Corporation and for the preparation of financial reports.

2.5 Vacancies. If the office of any director or any officer or agent becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Directors then in office, although less than a quorum, by a majority vote, may choose a successor or successors, who shall hold office for the unexpired part of the term of the office left vacant.

2.6 Delegation. An officer may delegate some or all of the duties and powers of an office to other persons. An officer who delegates the duties or powers of an office remains subject to the standard of conduct for an officer with respect to the discharge of the delegated duties and powers.

2.7 Standard of Conduct. An officer shall discharge the duties of an office in good faith, in a manner the officer reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

ARTICLE III
CONTRACTS; LOANS; CHECKS AND DEPOSITS

3.1 Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authorization may be general or confined to specific instances.

3.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board. Such authorization may be general or confined to specific instances.

3.3 Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board.

3.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories designated by resolution of the Board.

ARTICLE IV
AMENDMENTS OF BYLAWS

4.1 Amendments. These Bylaws may be altered, amended, added to or repealed by the affirmative vote of the majority of the Board, subject to the power of the shareholders to change or repeal such Bylaws and subject to any other limitations provided by the Minnesota Nonprofit Corporation Act.

ARTICLE V
DISSOLUTION

5.1 Procedures. Upon the dissolution of the Corporation, the Board of Directors shall, after payment or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI
LIMITATIONS ON ACTIVITIES OF THE CORPORATION

6.1 Limitations. This Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

These Bylaws were adopted by the Board of Directors of the Corporation effective as of July 25, 2009.

Cheetah Development, Inc.



Raymond Menard, Executive Director