

**AMENDED BYLAWS OF
ECLIPSE SOCCER CLUB, INC.**

September 4, 2013

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ECLIPSE SOCCER CLUB, INC. BYLAWS

Article I The Organization

Section 1.1 Organization. First Colony Soccer Club, Inc., a Texas non-profit corporation was incorporated pursuant to the Texas Non-Profit Corporation Act, as amended (the "TNPCA"), on July 10, 1986. Effective May 23, 2005, First Colony Soccer Club, Inc. began operations under the assumed name Eclipse Soccer Club, Inc. (hereinafter the "Club"). The principal goal and objective of the Club is to conduct its operations in a manner that serves the best interests of the children participating in the Club's soccer programs. The Club shall be affiliated with the Houston Youth Soccer Association ("HYSA"), the South Texas Youth Soccer Association ("STYSA"), and the United States Soccer Federation ("USSF").

Section 1.2 Registered Office. The current registered office of the Club in the State of Texas is located at 4638 Riverstone Blvd., Suite 200, Missouri City, Texas 77459, and the address of the registered office may be changed from time to time by the Board of Directors (the "Board") of the Club.

Article II The Members

Section 2.1 Place of Meeting. The place of meeting for any annual or special meeting of the members of the Club shall be the registered office of the Club.

Section 2.2 Annual Meeting. The annual meeting of the members (the "Annual Meeting") shall be held at such time, on such day, and at such place as may be designated by the Board, at which time the members shall elect the members of the Board, receive the Treasurer's report, and transact such other business as may properly be brought before the meeting. Such meeting shall take place on or before April 15th of the current year.

Section 2.3 Special Meetings. A special meeting of the members may be called by (a) any three members of the Board or (b) ten percent (10%) or more of all of the voting members entitled to vote at the meetings for any purpose or purposes, unless otherwise prescribed by law or by the Articles of Incorporation of the Club, as amended from time to time (the "Articles"). Business transacted at all special meetings shall be confined to the purpose or purposes stated in the call.

Section 2.4 Notice of Meetings. Written or printed notice of all meetings of the voting members stating the place, day, and hour thereof, and in the case of a special meeting the purpose or purposes for which the meeting is called, shall be personally delivered or mailed, not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting, to each member entitled to vote at such meeting. If mailed, the notice shall be deemed delivered when deposited in the United States mail addressed to the voting member at his or her address as it appears on the records of the Club, with postage thereon prepaid.

Section 2.5 Voting Lists. The officer or agent having charge of the membership records of the Club shall make, at least ten (10) days before each meeting of the members, a complete list of the names and addresses of the members entitled to vote at such meeting or any adjournment thereof, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the Club and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member for the duration of the meeting. The original records shall be prima facie evidence as to who are the members entitled to examine such records or to vote at any meeting of the members. Failure to comply with this Section 2.5 with respect to any meeting of members shall not affect the validity of any action taken at such meeting.

Section 2.6 Quorum. A quorum shall be present at the annual or any special meeting of members if ten percent (10%) or more of the voting members entitled to vote are represented at the meeting, in person or by proxy, unless otherwise provided by the Articles. Unless otherwise provided in the Articles or these bylaws (the "Bylaws"), once a quorum is present at a meeting of members, the voting members represented in person or by proxy at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any members or the refusal of any member represented in person or by proxy to vote shall not affect the presence of a quorum at the meeting. Unless otherwise provided in the Articles or these Bylaws, the voting members represented in person or by proxy at a meeting of members at which a quorum is not present may adjourn the meeting until such time and to such place as may be determined by a vote of a majority of the voting members represented in person or by proxy at that meeting.

Section 2.7 Organization.

(a) The President shall preside at all meetings of the members. In the absence of the President, the Vice President or, in his or her absence, the Secretary shall preside. In the absence of all of these officers, any member or the duly appointed proxy of any member may call the meeting to order and a chairman shall be elected from among the members present.

(b) The Secretary shall act as secretary at all meetings of the members and of the Board. In his or her absence, the presiding officer shall appoint one person to act as secretary of the meeting.

Section 2.8 Proxies. At any meeting of the members, every voting member entitled to vote at such meeting shall be entitled to vote in person or pursuant to a proxy executed in writing by such member or by his or her duly authorized attorney-in-fact. Proxies shall be in writing and filed with the Secretary of the meeting immediately after the meeting has been called to order. No proxy shall be valid after eleven (11) months from the date of its execution.

Section 2.9 Voting. Except as otherwise provided by the TNPCA and the Articles and these Bylaws, each voting member of the Club shall be entitled at each meeting of the members to vote on each matter submitted to a vote at such meeting. When a quorum is present at any meeting of the voting members (and notwithstanding the subsequent withdrawal of enough voting members to leave less than a quorum present) and except as otherwise provided in the TNPCA or the Articles, (a) with respect to any matter other than the election of directors or a matter for which the affirmative vote of a specified portion of the members entitled to vote is required by the TNPCA or the Articles, the act of the voting members shall be the affirmative vote of a majority of the voting members entitled to vote on, and voted for or against, that matter at a meeting of the members at which a quorum is present and (b) with respect to any matter for which the affirmative vote of a specified portion of the voting members entitled to vote is required by the TNPCA or the Articles, the act of the voting members on that matter shall be the affirmative vote of a majority of the voting members entitled to vote on that matter.

Section 2.10 Membership. Membership in the Club is open to any resident of the State of Texas. The Club shall have two (2) classes of members: voting members and non-voting members. The voting members of the Club shall consist of the recreational coach, the recreational assistant coach, the competitive team manager, the competitive assistant team manager, members of the fundraising committee, the registered team parent of each team participating in the Club's recreational and competitive soccer programs, each officer elected by the Board, and each director elected by the voting members or appointed by the Board pursuant to Section 3.5 of these Bylaws. The non-voting members of the Club shall consist of the children, their parents, the referees, and paid employees participating in the Club's recreational and competitive soccer programs. The Board may suspend or terminate any voting member's or non-voting member's membership in the Club for cause, upon ten (10) days' prior written notice to the member and after a hearing conducted by the Board. Suspension of any member's membership in the Club shall require the affirmative vote of no less than a majority of the members of the Board. Termination of any member's membership in the Club shall require the affirmative vote of no less than two-thirds of the members of the Board.

Article III

The Board of Directors

Section 3.1 Number and Qualification. The Board shall be composed of not less than nine (9) and not more than fifteen (15) individuals who shall be elected annually by the members. Subject to any limitations specified by the TNPCA or in the Articles, the number of directors may be increased or decreased by resolution adopted by a majority of the Board. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. No more than two (2) members, either voting members or non-voting members, associated with the same team within the Club, may serve concurrent terms as a director. Directors shall be any member of the Club that has reached majority status.

Section 3.2 Election and Term of Office. At each annual meeting of the members, an election shall be held to elect one class of the Board, with each class comprised of approximately one-third (1/3) of the total number of directors then serving, and serving for a staggered term of three (3) years. The directors shall be elected at the annual meeting of the members (except as provided in Section 3.4 and Section 3.5). Unless otherwise provided in the Articles, each director elected shall hold office until his or her successor shall have been elected and qualified, or until his or her death, resignation, or removal in the manner hereinafter provided. There shall not be any limitation on the number of terms that a director may serve on the Board. The Board shall be divided into three classes for the purpose of staggering the terms of office of the directors, with approximately one-third (1/3) of the full Board being elected annually. All classes shall be nearly equal in number as possible. The terms of office of the directors shall be staggered such that the first class of directors shall have terms that expire at the next annual meeting of members, the second class of directors shall have terms that expire as the second succeeding annual meeting and the third class of members shall have terms that expire at the third succeeding annual meeting.

Section 3.3 Resignation. Any director may resign at any time by giving written notice to the President or Secretary. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.4 Removal. A director may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of two-thirds of the then serving Board members. At any such meeting, any vacancy caused by the removal may be filled by the directors as provided in Section 3.5

Section 3.5 Vacancies.

(a) Any vacancy occurring in the Board (except by reason of an increase in the number of directors) may be filled in accordance with subsection (c) of this Section 3.5 or may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

(b) A directorship to be filled by reason of an increase in the number of directors may be filled in accordance with subsection (c) of this Section 3.5 or may be filled by the Board for a term of office continuing only until the next election of one (1) or more directors by the voting members; *provided, however*, that subsequent to the first annual meeting of the members the Board may not fill more than two (2) such directorships during the period between any two (2) successive annual meetings of the members.

(c) Any vacancy occurring in the Board or any directorship to be filled by reason of an increase in the number of directors may be filled by election at an annual meeting of the members or special meeting of members called for that purpose.

Section 3.6 General Powers. The powers of the Club shall be exercised by and under the authority of the Board, and the property, business, and affairs of the Club shall be managed under the direction of the Board. In addition to the powers and authorities expressly conferred upon the Board by these Bylaws, the Board may exercise all such powers of the Club and do all such lawful acts and things as are not by law or by the Articles or by these Bylaws directed or required to be exercised or done by the members.

Section 3.7 Compensation. Directors as such shall not receive any stated salary for their services as directors.

Section 3.8 Committees. The Board may, from time to time, form committees to operate the Club and pursue its purpose (each a "Committee"). The powers, membership and objectives of each

Committee shall be specified by the Board at such time as the formation of such Committee is authorized by a majority vote of the Board. The members of the Committee shall function until further notice or the Annual Meeting of the Club, whichever is sooner. All actions of the Committee shall be subject to the ratification or rejection of the Board, and at no time shall any Committee exceed the limitations of its powers as specifically vested therein by the Board at the time of formation. No Committee may incur any cost, obligation or liability which would attach to the Club without approval by the Board.

Article IV Meetings of the Board

Section 4.1 Place of Meetings. The directors of the Club shall hold their meetings, both regular and special, within the State of Texas.

Section 4.2 Annual Meeting. The first meeting of each newly elected Board shall be held immediately following the adjournment of the Annual Meeting of the members and no notice of such meeting shall be necessary to the newly elected directors in order to legally constitute the meeting, provided a quorum shall be present, or the directors may meet at such time and place as shall be fixed by the consent in writing of all of the directors.

Section 4.3 Regular Meetings. Regular meetings of the Board, in addition to the annual meetings referred to in Section 4.2, may be held without notice at such time and place as shall from time to time be determined by the Board.

Section 4.4 Special Meetings. Special meetings of the Board may be called by the President upon one (1) day's notice (oral or written) to each director and by the Secretary with like notice upon the written request of three or more directors. Neither the purpose of, nor the business to be transacted at, any special meeting of the Board need be specified in the notice or waiver of notice of such meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called or convened.

Section 4.5 Quorum and Action. At all meetings of the Board, the presence of a majority of the number of directors fixed in accordance with Section 3.1 shall be necessary and sufficient to constitute a quorum of the transaction of business, and the act of a majority of the directors at any meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by law, the Articles, or these Bylaws. If a quorum shall not be present at any meeting of directors, the directors present may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present.

Section 4.6 Presumption of Assent to Action. A director who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 4.7 Telephone Meetings. Directors may participate in and hold a meeting of the Board by means of conference telephone or similar communications equipment, provided all persons participating in the meeting can hear each other and participation in a meeting pursuant to this Section 4.7 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 was not lawfully called or convened.

Section 4.8 Action without Meeting. Any action required or permitted to be taken at a meeting of the Board, or any committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Board, or committee, as the case may be, and such consent shall have the same force and effect as a unanimous vote at a meeting.

Article V Officers

Section 5.1 Number. The officers of the Club shall consist of a President, one (1) or more Vice Presidents, a Secretary, one (1) or more Assistant Secretaries, a Treasurer, and one (1) or more Assistant Treasurers. A person may hold any two (2) or more of these offices.

Section 5.2 Election, Term of Office and Qualification. The Board shall elect officers at its first meeting after each Annual Meeting of the members. Each officer so elected shall hold office, until his or her successor shall have been duly elected and qualified or until his or her death, resignation, or removal in the manner hereinafter provided. All officers of the Club must be members of the Board of Directors.

Section 5.3 Resignation. Any officer may resign at any time by giving written notice thereof to the Board or to the President or Secretary of the Club. Any such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.4 Removal. Any officer elected may be removed at any time, with or without cause, by the affirmative vote of a majority of the members of the Board.

Section 5.5 Vacancies. A vacancy in any office shall be filled for the unexpired portion of the term by the Board.

Section 5.6 The President. The President shall be the chief executive officer of the Club, shall preside at all meetings of the members and directors, shall be ex officio a member of all standing committees, shall have general and active management of the business of the Club, shall have the general supervision and direction of all other officers of the Club with full power to see that their duties are properly performed and shall see that all orders and resolutions of the Board are carried into effect. The President may sign, with any other proper officer, any documents which the Board has authorized to be executed, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board or these Bylaws to some other officer or agent of the Club. In addition, the President shall perform whatever duties and shall exercise all powers that are given to him or her by the Board.

Section 5.7 The Vice Presidents. The Vice Presidents, if any shall be elected, shall perform the duties as are given to them by these Bylaws and as may from time to time be assigned to them by the Board or the President and may sign, with any other proper officer, any documents which the Board has authorized to be executed, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board or these Bylaws to some other officer or agent of the Club. At the request of the President or in his or her absence or disability, the Vice President designated by the President (or in the absence of such designation, the most senior Vice President) shall perform the duties and exercise the powers of the President.

Section 5.8 The Secretary. The Secretary, when available, shall attend all meetings of the Board and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for any standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board as required by law or these Bylaws, be custodian of the Club's records, and have general charge of the other records of the Club and shall perform such other duties as may be prescribed by the Board or the President under whose supervision he or she shall be. The Secretary may sign, with any other proper officer, any documents which the Board has authorized to be executed, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board or these Bylaws to some other officer or agent of the Club, and shall keep in safe custody the corporate seal, if any, of the Club, and, when authorized by the Board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his or her signature or by the signature of an Assistant Secretary. The Secretary may have the authority where delegated by the Board to serve as a signature holder on the competitive team bank accounts.

Section 5.9 The Treasurer. The Treasurer shall have the custody and be responsible for all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books and records of account belonging to the Club and shall deposit all monies and other valuable effects in the name and to the credit of the Club in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Club as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Directors, at regular meetings of the Board, or whenever they may require it, an account of all the transactions of the Treasurer and of the financial condition of the Club.

Article VI General Provisions

Section 6.1 Waiver of Notice.

(a) Whenever, under the provisions of applicable law or of the Articles or of these Bylaws, any notice is required to be given to any member or director, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

(b) Attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called or convened.

Section 6.2 Fiscal Year. The fiscal year of the Club shall begin on June 1st of each year.

Section 6.3 Checks, Contracts, etc. All checks or demands for money and notes of the Club shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate. The Board may authorize any officer or officers or such other person or persons to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

Section 6.4 Examination of Books and Records. Any person who is a member of the Club may request in writing, stating a proper purpose for the request, the right to inspect, in person or by agent, accountant, or attorney, at any reasonable time or times, the Club's books and records, minutes, and all other documents retained by the Club, and to request that copies of those documents be furnished to the member, at the member's expense, so long as such documents are not privileged or otherwise not subject to disclosure under federal or state law.

Article VII Dissolution

In the event of the dissolution of the corporation, by lapse of time or otherwise, when it has, or is entitled to, any interest in any funds or property of any kind, real, personal, or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but the Board, after paying or making provision for the payment of all liabilities of the corporation, shall transfer and set over such property to an organization which is exempt from federal income taxation under section 501 (c) (3) of the Code or corresponding provisions hereafter in effect, and which is engaged in activities substantially similar to those of the corporation carried out in furtherance of the purposes specified in Article I, or, if none is then in existence, then such funds or property or rights thereto shall be transferred and set over in such manner and to such organization which shall at such time or dissolution qualify as an organization (or organizations) exempt from federal income taxation under section 501 (a) of the Code.

Article VIII Miscellaneous

The Club shall indemnify, protect, defend and hold harmless all directors and officers from any claim, damage or cost arising out of their service in such capacity to the Club, including the costs of any attorney's

fees incurred by such directors or officers. The obligation shall survive the expiration of such director's or officer's term. All members, parents, team managers, officers and directors agree to exhaust all administrative remedies within the club prior to utilizing outside legal counsel.

Article IX Amendments

The Board shall have the power to alter, amend, or repeal these Bylaws or adopt new Bylaws, subject to amendment, repeal, or adoption of new Bylaws by action of the members and unless the members in amending, repealing, or adopting a new Bylaw expressly provide that the Board may not amend or repeal that Bylaw. The Board may exercise this power at any regular or special meeting at which a quorum is present by the affirmative vote of two-thirds of the directors present at the meeting and without any notice of the action taken with respect to the Bylaws having been contained in the notice or waiver of notice of such meeting. Unless the Club's Articles or a Bylaw adopted by the members provide otherwise as to all or some portion of the Bylaws, voting members of the Club may also amend, repeal, or adopt new Bylaws.

Article X Subject to Articles of Incorporation and All Laws

The provisions of these Bylaws shall be subject to the Articles and all valid and applicable laws, including, without limitation, the TNPCA as now or hereafter amended, and in the event that any of the provisions of these Bylaws are found to be inconsistent with or contrary to the Articles or any such valid laws, the latter shall be deemed to control and these Bylaws shall be deemed modified accordingly, and, as so modified, to continue in full force and effect.