

**BYLAWS
OF
PRAIRIE GOLD HOMES, INC.**

ARTICLE I

OFFICES

The principal office of the Corporation in the State of Nebraska shall be located in the City of Lincoln, County of Lancaster. The Corporation may have such other offices, either within or without the State of Nebraska, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the Nebraska Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

NO MEMBERS

The Corporation shall have no members.

ARTICLE III

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by a Board of Directors. Directors need not be residents of the State of Nebraska. The Board of Directors shall have full power to act on behalf of the Corporation as permitted by the statutes of the State of Nebraska, the Articles of Incorporation and these Bylaws, as shall be amended from time to time.

Section 2. Composition of the Board of Directors. The Board of Directors shall be composed of such persons as may be elected by the Board of Directors. The initial Board of Directors of the Corporation are:

Barbara Brunkow

Byron Fischer

Gary Hill

Andrew Hove

Jan Knobel

Robert Rentfro

DiAnna Schimek

Greg Shinaut

Section 3. Number, Tenure and Qualification. The number of Directors shall not be less than three. With respect to the initial Directors, four of the initial Directors shall hold office for a term of two years and four of the initial Directors shall hold office for a term of three years. The Board of Directors shall determine the term of each initial Director at its initial meeting. Thereafter, each Director shall hold office for a term of three years or until his or her successors shall have been elected or qualified. Directors shall be elected at the annual meeting of the Board of Directors.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly in January, April, July and October. The January meeting shall be the annual meeting of the Board of Directors. The Board of Directors may provide by resolution the time and place, either within or without the State of Nebraska, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Nebraska, as the place for holding any special meeting of the Board called by them.

Section 6. Notice. Notice stating the date, place and hour of any regular or special meeting of the Board of Directors shall be given at least 10 days previously thereto by written notice delivered personally or sent by mail, facsimile or other electronic means to each Director at his/her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by facsimile or other electronic means, such notice shall be deemed to be delivered on the day of transmission (and sender shall bear the burden of proof of delivery). Any Director may waive notice of any meeting. Any Director may waive notice of any meeting. The attendance of a Director at any 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 because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 8. Manner of Acting. The act of a majority of the Directors present at a 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 law or by these Bylaws.

Section 9. Compensation. Directors, as such, shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the

Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity, subject to any conflict of interest policy adopted by the Board of Directors.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 11. Participation in Meetings by Conference Telephone. Any Director may participate in any meeting of the Board of Directors by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

Section 12. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by at least eighty percent (80%) of the Directors.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Vice President, a Treasurer, and a Secretary. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Vice President and President and Secretary.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall serve as the Chairman of the Board of Directors and be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all

meetings of the Board of Directors and may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and, in general, s/he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. S/He shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall cause the minutes of the meetings of the Board of Directors to be kept in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records, the execution of which on behalf of the Corporation is duly authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

ARTICLE V

COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan or merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the

distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon it or him by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be directors of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. The chairman of each such committee shall be a Director and shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS, FUNDS AND FUND RAISING

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or 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 resolution of the Board of Directors. In the absence of such

determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 5. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6. Proxies With Respect to Securities of Other Corporations. Unless otherwise provided by resolution adopted by the Board of Directors, the President or a Vice President may from time to time appoint an attorney or attorneys, or an agent or agents, to exercise in the name and on behalf of the Corporation the powers and rights which the Corporation may have as the holder of stock or other securities in any other corporation to vote or to consent with respect to such stock or other securities; and the President or any Vice President may instruct the person or persons so appointed as to the manner of exercising such powers and rights and the President or any Vice President may execute or cause to be executed in the name and on behalf of the Corporation, all such written proxies, powers of attorney or other written instruments as s/he may deem necessary in order that the Corporation may exercise such powers and rights.

ARTICLE VII

BOOKS, RECORDS AND ACCOUNTS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the directors. All books and records of the Corporation may be inspected by any director, or his/her agent or attorney, and by the general public, for any proper purpose at any reasonable time.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall end on September 30.

ARTICLE IX

BUDGET AND FINANCIAL OPERATION

The financial operation of the Corporation shall be conducted in accordance with a budget to be prepared and submitted by the Executive Director, if one exists, and otherwise by the President to the Board of Directors for their approval. The Board of Directors shall review and approve annual financial reports and an annual accounting of the revenue and expenses of the Corporation.

ARTICLE X

INDEMNIFICATION

Section 1. Indemnification of Officers, Directors, Employees and Agents Against Damages for Actions Other Than Actions by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that s/he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if s/he (a) acted in good faith and in a manner s/he reasonably believed to be in or not opposed to the best interests of the Corporation and, (b) with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person (x) failed to act in good faith and in a manner which s/he reasonably believed to be in or not opposed to the best interests of the Corporation and, (b) with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2. Indemnification of Officers, Directors, Employees and Agents for Actions by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that s/he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if s/he acted in good faith and in a manner s/he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all circumstances of the

case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Indemnification Against Expenses and Attorneys' Fees. To the extent that a Director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article X, or in defense of any claim, issue or matter therein, s/he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection therewith.

Section 4. Determination of Right to Indemnification. Any indemnification under Sections 1 and 2 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because s/he has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of all of the Directors who were not parties to such action, suit or proceeding and who are otherwise disinterested, or (b) by independent legal counsel in a written opinion if the quorum described in (a) above is not obtainable, or, even if obtainable, if a majority vote of such quorum so directs.

Section 5. Indemnification Against Expenses and Attorneys' Fees Prior to Final Disposition of an Action. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 of this Article upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that s/he is entitled to be indemnified by the Corporation as authorized in this Article.

Section 6. Indemnification Provided by This Article Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of disinterested Directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Power of Corporation To Maintain Insurance on Behalf of Directors, Officers, Employees and Agents. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article.

ARTICLE XI

STAFF AND VOLUNTEERS

The Corporation may, as the Board of Directors shall deem appropriate, employ a qualified Executive Director and such other staff as may be necessary to carry out the purposes of the Corporation. The Board of Directors shall adopt written personnel policies and staff responsibilities for the Corporation. The Board of Directors shall annually review the performance of the Executive Director, who in turn shall be responsible for conducting annual reviews of any other employed staff. The Corporation shall create, organize, train, supervise and utilize the services of volunteers to carry out its purposes whenever possible.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, 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 deemed equivalent to the giving of such notice.

ARTICLE XIII

AMENDMENTS

These Bylaws may be altered, amended or repealed at any regular meeting of the Board of Directors, without notice, or at any special meeting of the Board of Directors if the notice of such meeting contained a statement of the substance of the proposed amendment, by the affirmative vote of two-thirds of the Directors.

Adopted: October 26, 2009.

CONSENT OF DIRECTORS
OF
PRAIRIE GOLD HOMES, INC.

The undersigned, being all of the Directors named in the initial Bylaws of Prairie Gold Homes, Inc., a Nebraska nonprofit corporation, acting pursuant to Section 21-1981 of the Nebraska Nonprofit Corporation Act, hereby adopt the following resolutions:

1. RESOLVED, that the actions of the Incorporator in filing and recording the Articles of Incorporation on _____, 2009, with the Secretary of State are hereby approved, ratified and confirmed.

2. RESOLVED, that the proposed Bylaws of the Corporation are hereby adopted as the Bylaws of the Corporation.

3. RESOLVED, that the persons named below are hereby elected to the offices of the Corporation set forth opposite their respective names, to serve as provided in the Bylaws:

President	Byron Fischer
Vice President	Greg Shinaut
Secretary	DiAnna Schimek
Treasurer	Jan Knobel

4. RESOLVED, that West Gate Bank will be designated as the depository of the funds of the Corporation in accordance with the corporate banking resolution provided by such bank, attached hereto as Exhibit A and incorporated herein by reference, which resolution is hereby approved and adopted.

5. RESOLVED, that the term of each of the initial Directors shall be as follows:

<u>Initial Director</u>	<u>Term</u>
Barbara Brunkow	_____ years
Byron Fischer	_____ years
Gary Hill	_____ years
Andrew Hove	_____ years
Jan Knobel	_____ years
Robert Rentfro	_____ years
DiAnna Schimek	_____ years
Greg Shinaut	_____ years

DATED this ___ day of _____, 2009.

Barbara Brunkow
Director

Byron Fischer
Director

Gary Hill
Director

Andrew Hove
Director

Jan Knobel
Director

Robert Rentfro
Director

DiAnna Schimek
Director

Greg Shinaut
Director