

BYLAWS OF
YOUNG HEARTS THEATER, INC

ARTICLE I
OFFICES

The principal office of the Corporation in the Commonwealth of Kentucky shall be at 2312 Aqua Way, Louisville, Kentucky 40242. The Corporation may have such other offices, either within or without the Commonwealth of Kentucky, as the business of the Corporation may require from time to time.

ARTICLE II
DIRECTORS

SECTION 1. GENERAL POWERS. Web master affairs of the Corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS

The number of Directors of the Corporation shall be no less than three(3) and no more that seventeen (17) members, but may be increased or decreased by amendment of this section, and if required, by amendment of Article VI or the Articles of Incorporation. At the year 2003 annual meeting of the present Directors, the Directors, through a majority vote, shall elect a Board of Directors as follows:

(a) two (2) persons shall be elected to serve as Directors for a term of one (1) year or until their successors are elected and qualified;

(b) two (2) persons shall be elected to serve as Directors for a term of two years or until their successors are elected and qualified; and

(c) two (2) persons shall be elected to serve as Directors for a term of three years or until their successors are elected and qualified.

At the end of their respective terms, successors to such Directors shall (be) elected by the majority of the current Directors for a term of three (3) years. Any member of the Board who serves for two (2) consecutive terms will not be eligible for election or appointment to a subsequent term for a period of one year following the Board member's second term. Partial term or terms of less than three (3) years in length shall not be included in the determination of two (2) consecutive terms for this purpose. The term of a Director's office shall not expire until a successor Director has been elected and qualified. Directors need not be residents of the Commonwealth of Kentucky.

SECTION 3. VACANCIES. Should a vacancy occur on the Board before completion of a term, that position may be filled by the affirmative vote of the majority of the remaining Directors and shall take effect as of the date of such vote.

SECTION 4. ANNUAL MEETING. An Annual Meeting of the Board shall be held without notice other than this bylaw, on the third Monday of August at such time and such location as determined by the Board. At the Annual Meeting, the Board shall:

- a. Elect officers of the Corporation
- b. Review all annual reports of the Corporation
- c. Address any other business as may properly come before the Board.

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SECTION 5. SPECIAL MEETINGS Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board or the President and shall be called by the President upon the written request of a majority of the Directors in office. The person or persons authorized to call special meetings of the Board of Directors may fix any place within the Commonwealth of Kentucky, as the place for holding any special meeting of the Board of Directors called by them.

SECTION 6. NOTICE. Notice of any regular or special meeting shall be given at least five (5) days prior thereto. Notices of the Annual Meeting, or of regular or special meetings shall be by written notice delivered personally or mailed or delivered by facsimile transmission or by electronic transmission to each Director at his or her business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed with first class postage thereon prepaid. If notice be given by facsimile, such notice shall be deemed to be delivered when the facsimile is sent to the proper fax number.

Any Director may waive notice of any meeting. The attendance of any 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. Any notice required hereunder shall state the time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any Annual, regular or special meeting of the Board of Directors need be (be) specified in the notice or waiver of notice of such meeting.

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 of Directors, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Directors may attend meetings of the Board of Directors by telephone.

SECTION 8. MANNER OF ACTING. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 9. CHAIRMAN OF THE BOARD. The Chairman of the Board shall preside at all meetings of the Board of Directors and shall have such other duties as are specified in these Bylaws. The Chairman of the Board shall be chosen from those persons serving as Director during the term to which the Chairman of the Board is to serve. The Chairman of the Board and the President may be the same person.

SECTION 10. COMPENSATION No Director shall receive compensation for his or her services as Director; however, any expenses incurred by any Director by reason of his or her duties or responsibilities as such may be paid by the Corporation, provided, that nothing contained herein shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

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SECTION 11. INFORMAL ACTION. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all the Directors. Such consent shall have the same effect as a unanimous vote.

ARTICLE III OFFICERS

SECTION 1. CLASSES. The officers of the Corporation shall be a President and one or more Vice Presidents (the number to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers whose duties may be fixed from time to time by the Board of Directors and who are to be elected in accordance with the provisions of this Article. Any two offices may be held by the same person, except the President shall not hold any other such office.

SECTION 2. ELECTION AND TERM OF OFFICE. Each officer shall hold office for a one-year term or until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. After the initial election of officers at the Corporation's organizational meeting, the officers of the Corporation shall be elected every by the Board of Directors at the Annual Meeting. If the election of officers shall not be held at such meet, such election shall be held as soon thereafter as shall be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. No officer shall be elected or appointed to serve a term of office exceeding three (3) years and no officer shall serve for a term or for consecutive terms in the same position for more than four (4) consecutive years.

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 interest of the Corporation would be served thereby.

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 be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she 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. The President and Chairman of the Board may be the same person.

SECTION 6. VICE PRESIDENT. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, and Vice Presidents, in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all of the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

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SECTION 7. SECRETARY. The Secretary shall:

{a} keep the minutes of the Board of Directors Meetings in one or more books provided for that purpose

{b} see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law

{c} be custodian of the corporate records

{d} in general perform all duties incident to the office of Secretary and other such duties as from time to time may be assigned to him or her by the President or the Board of Directors.

SECTION 8. TREASURER The Treasurer shall:

{a} have charge and custody of and be responsible for all funds and securities of the Corporation

{b} receive and give receipts for moneys due and payable to the Corporation from any source whatsoever

{c} 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

{d} in general, perform all duties incident to the office of Treasurer and such other duties as from time to time maybe assigned to him or her by the President or by the Board of Directors.

ARTICLE IV
COMMITTEES

SECTION 1. COMMITTEE OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent permitted by law and to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, or any responsibility imposed upon it or him by law.

SECTION 2. EXECUTIVE COMMITTEE The officers of the Corporation, including the Chairman of the Board, shall constitute the Executive Committee. During the intervals between meetings of the Board, and subject to such limitations as maybe prescribed by resolution of the Board, the Executive Committee shall have and may exercise the authority of the Board of Directors except as provided in KRS 273.221. A majority of the executive committee shall be necessary to constitute a quorum for the transaction of any business. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Executive Committee. A written report on all action taken by the Executive Committee shall be made to the Board of Directors at its next meeting.

SECTION 3. 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. Members of such committees, who need not be Directors, shall be appointed by the Board of

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Directors. Any member may be removed by the President whenever in his or her judgment the best interests of the Corporation shall be served by such removal

SECTION 4. TERM OF OFFICE. Each member of a committee shall continue as such until the next Annual Meeting of the Directors of the Corporation or, if later, until his or her successor is appointed, unless the committee shall be sooner terminate, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 5. CHAIRMAN One member of each committee shall be appointed chairman of that committee.

SECTION 6. VACANCIES. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

SECTION 7. QUORUM Unless otherwise provided in the resolution in the Board of Directors designating 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 8. 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 V

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Corporation, and such authority maybe general or confined to specific instances.

SECTION 2. 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 3. CHECKS, DRAFTS, ORDERS, ETC. All checks, drafts, or other orders for 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.

SECTION 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, brokerage companies or other depositories as the Board of Directors may select.

SECTION 5. GIFTS. Any Director or officer may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes of or for any special purpose of the Corporation.

SECTION 6. CHARITABLE CONTRIBUTIONS. No officer shall make charitable contributions in the name of, from the funds of, or on behalf of the Corporation without prior written authorization by the sole member or by a majority of the Board of Directors.

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ARTICLE VI
BOOKS AND RECORDS

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 shall keep at the principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Corporation may be inspected by any Directors or by the sole member, or by such person's agent or attorney for any proper purpose at any reasonable time.

ARTICLE VII
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of August and end on the last day of July.

ARTICLE VIII
WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provision of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the Corporation laws of the Commonwealth of Kentucky, waiver thereof in writing, signing 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 IX
AMENDMENT OF BYLAWS

These Bylaws maybe amended if the following conditions are satisfied:

{i} the amendment is approved by the affirmative vote of a majority of the Board of Directors if notice of the proposed amendment is contained in the notice of the meeting to the Board of Directors,

And

[ii] the amendment is not inconsistent with the Corporation's Articles of Incorporation.