

**BYLAWS
OF
TIMELESS TRACKS, INC.**

**ARTICLE I
OFFICES**

The principal office of the Corporation shall be the Evanston City Hall, 1200 Main Street, Evanston, Wyoming. The Corporation may have such other offices, either within or outside the State of Wyoming, as the activities of the Corporation may require from time to time.

**ARTICLE II
MANAGEMENT AND CONTROL**

Section 1. The management and control of the affairs of this Corporation shall be vested in its Board of Directors.

Section 2. Any funds or property contributed to and accepted by the Corporation shall be held, administered and disbursed or disposed of as the donor may direct, provided that any such direction is consistent with the purposes of Timeless Tracks, Inc. In the absence of any such specific direction, such funds or property shall be held, administered and disbursed or disposed of solely for the purposes of Timeless Tracks, Inc., as set forth in the Articles of Incorporation.

**ARTICLE III
DIRECTORS**

Section 1. Number, Tenure, Election. The Board of Directors shall consist of nine (9) members. The Board of Directors shall divide itself into three (3) classes of equal size. One class of three members shall serve for a term expiring the 1st day of January, 2004, another class of three members for a term expiring the 1st day of January, 2005, and a third class of three members for a term expiring the 1st day of January, 2006. As the Directors terms expire, their successors shall be elected at the meeting of the Board of Directors immediately preceding the date of such expiration by a majority vote of the members of the Board of Directors, and such successors shall serve for a term of three (3) years. Any Director shall be eligible for re-election. Notwithstanding the expiration of the term of any Director, each shall serve until his or her successor is elected.

Section 2. Meetings. Meetings of members of the Board of Directors shall be held monthly or more frequently as needed, and when called for by resolution of the Board; and it shall be the duty of the Secretary to prepare and give notice thereof as hereafter required. Meetings of the Board may

be held at any place within or outside the State of Wyoming.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors, upon written notice, as hereinafter provided.

Section 4. Notice. Notice of all meetings shall be given at least five (5) days prior thereto by written notice delivered personally or mailed to each Director at his residence address or business address. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail in a sealed envelope so addressed with postage thereon prepaid. 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. All notices of meetings of the Board shall state briefly the purpose of the meeting and the specific items of business proposed to be transacted, including any proposal to accept any donations or conveyance, or enter into any obligation or contract.

Section 5. Quorum. Two-thirds (2/3) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that no donations or conveyances of property, and no contributions subject to any conditions (or directions as to special disposition) shall be accepted by the Corporation, except upon an affirmative vote of two-thirds (2/3) of all the Directors then in office, present and voting, at a meeting duly called and held upon due notice thereof. If less than two-thirds (2/3) 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.

Section 6. Voting. Voting by the Board of Directors requires that members be present. Voting by proxy shall not be allowed.

Section 7. Vacancies. In case of the death or resignation or disqualification of one or more of the Directors, a majority of the survivors or remaining Directors may fill such vacancy or vacancies, the successor to hold office for the unexpired term so vacated.

Section 8. Absences. If a Director cannot attend a regular meeting, they shall notify the Board Secretary. In the case of two consecutive absences by a Director, without notification of the Board Secretary, the President shall contact the Director. If a Director cannot attend meetings on a regular basis, the Director may be asked to resign. If a Director will not resign, the Board may vote to dismiss said Director from the Board of Directors.

ARTICLE IV

MEMBERSHIP

Section 1. Qualifications. The membership in Timeless Tracks, Inc., shall consist of the members of the Board of Directors and members of the general public who join Timeless Tracks, Inc., voluntarily.

Section 2. Notice. Notice of all meetings shall be given at least five (5) days prior thereto by written notice delivered personally or mailed to each member at his residence address or business address. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail in a sealed envelope so addressed with postage thereon prepaid. All notices of meetings of members shall state briefly the purpose of the meeting and the specific items of business proposed to be transacted.

ARTICLE V

OFFICERS

Section 1. Number. The officers of Timeless Tracks, Inc., shall be a President, a Vice President, a Treasurer, and a Secretary who shall be the City of Evanston, WY, Planning & Development Department Administrative Assistant serving in an ex-officio capacity. The officers shall be chosen from the members of the Board of Directors and shall serve without compensation.

All officers and agents of Timeless Tracks, Inc., as between themselves and the Directors, shall have such authority and perform such duties in the management of the affairs of Timeless Tracks, Inc., as may be provided in the Bylaws, or in the absence of such provision, as may be delegated to them by resolution of the Board of Directors.

Section 2. Election and Term. The officers of the Corporation shall be elected annually by the Board of Directors at an annual meeting, the time and place of which shall be determined by the Board of Directors. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and shall have qualified or until death or until resignation or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors shall hold office at the pleasure of the Board, and may be removed by a majority vote by the Board of Directors whenever in its judgement the best interest of Timeless Tracks, Inc., 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 Timeless Tracks, Inc., to carry out the directions and resolutions of the Board of Directors. Said President shall preside at all meetings of the Board of Directors. Upon resolution of the Board of Directors, and not otherwise, the President may sign with the Secretary or Treasurer or any other proper officer thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments (including acceptances of donations, conveyances or contributions), which the Board of Directors have 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 to some other officer or agent of Timeless Tracks, Inc., or shall be required by law to be otherwise signed or executed; and in general, shall perform all administrative 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. The Vice President. In the absence of the President or in the event of inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers and be subject to all the restrictions upon the President.

Section 7. The Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have charge and custody and be responsible for all the funds and securities of the Corporation; when authorized by the Board, may receive contributions to Timeless Tracks, Inc., and may receive and give receipts for monies due and payable to Timeless Tracks, Inc., from any source whatsoever, and deposit all such monies in the name of Timeless Tracks, Inc., in such banks, trust companies or other depositories as shall be selected by the Board of Directors in accordance with the provisions of these Bylaws; and (b) in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. The Secretary. The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors 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; and (c) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. Additional Administrative Officers. The Board may provide for and employ such additional administrative officers and employees as it may deem necessary for the carrying out of the purposes of the organization and may provide for their compensation, provided, however, that no such paid administrative officers or employees shall be members of the Board of Directors.

ARTICLE VI

AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board of Directors provided that written notice of any such proposed action shall be given to all Directors at least five (5) days prior to such meeting and upon the affirmative vote of 2/3 of the Board of Directors in the manner as is provided above for notice of special meetings.

IN WITNESS WHEREOF, we have hereunto executed the foregoing Bylaws this 27th day of February, 2006.

President

Vice President

Treasurer

Secretary