

BYLAWS
OF
KYNAMATRIX RESEARCH NETWORK

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TABLE OF CONTENTS

<u>Article/Section</u>	<u>Provision</u>	<u>Page</u>
ARTICLE I.	OFFICES	1
ARTICLE II.	BOARD OF DIRECTORS.....	1
Section 2.1.	General Powers.....	1
Section 2.2.	Number of Directors	1
Section 2.3.	Tenure	1
Section 2.4.	Annual and Other Regular Meetings.....	1
Section 2.5.	Special Meetings	1
Section 2.6.	Waiver of Notice of Special Meeting.....	2
Section 2.7.	Quorum.....	2
Section 2.8.	Manner of Acting	2
Section 2.9.	Participation by Conference Telephone	2
Section 2.10.	Presumption of Assent	2
Section 2.11.	Action by Board Without a Meeting.....	2
Section 2.12.	Board Committees.....	2
Section 2.13.	Committee Types.....	3
Section 2.14.	Resignation; Removal	3
Section 2.15.	Vacancies	3
Section 2.16.	Compensation	3
ARTICLE III.	OFFICERS	3
Section 3.1.	Number	3
Section 3.2.	Appointment and Term of Office	3
Section 3.3.	Resignation.....	3
Section 3.4.	Removal.....	4
Section 3.5.	Chairman of the Board	4
Section 3.6.	President	4
Section 3.7.	Vice-Presidents	4
Section 3.8.	Secretary	4
Section 3.9.	Treasurer	4
Section 3.10.	Assistant Officers	5
ARTICLE IV.	EXECUTION OF CONTRACTS, DEEDS AND TRANSFERS	5
Section 4.1.	Execution of Contracts and Deeds.....	5
Section 4.2.	Voting Securities Owned by the Corporation	5
ARTICLE V.	FINANCES	5
Section 5.1.	Loans.....	5
Section 5.2.	Checks, Drafts, Etc.....	5
Section 5.3.	Use of Income	6
Section 5.4.	Contributions and Disbursements.....	6

Section 5.5.	Budget.....	6
ARTICLE VI.	RULES OF PROCEDURE.....	6
ARTICLE VII.	SEAL	6
ARTICLE VIII.	BOOKS AND RECORDS	6
ARTICLE IX.	FISCAL YEAR	6
ARTICLE X.	COPIES OF RESOLUTIONS	7
ARTICLE XI.	LIMITATION ON DISTRIBUTION OF FUNDS.....	7
ARTICLE XII.	AMENDMENTS TO BYLAWS	7

BYLAWS
OF
KYNAMATRIX RESEARCH NETWORK

ARTICLE I. OFFICES

The principal office and place of business of the corporation in the state of Washington shall be located at 16541 Redmond Way NE, Redmond, Washington, 98052.

ARTICLE II. BOARD OF DIRECTORS

Section 2.1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors. In addition to its other powers and authority, the Board shall have the full power, except as prohibited by the terms of any gift, devise, bequest or other transfer, in its sole discretion, to change the form of any investment and, for that or other purposes of the corporation, to dispose of any property held by the corporation. Directors shall be selected for, among other reasons, their interest and ability to carry out the purposes of the corporation and their other special training or abilities. Directors need not be residents of the state of Washington.

Section 2.2. Number of Directors. The Board of Directors of this corporation shall consist of three (3) directors, as determined at the discretion of the Board of Directors. The number of directors may be increased or decreased from time to time by amendment to or in the manner provided in these Bylaws. No decrease, however, shall have the effect of shortening the term of any incumbent director unless such director resigns or is removed in accordance with the provisions of these Bylaws. The corporation shall have no members.

Section 2.3. Tenure. Unless the director resigns or is removed in accordance with these Bylaws, each director shall hold office until the next annual meeting of directors and until a successor is elected and qualified.

Section 2.4. Annual and Other Regular Meetings. The annual meeting shall be held on March 10th each year at such time as may be determined by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The annual meeting of the Board of Directors shall be held without other notice than this bylaw. The Board of Directors may specify by resolution the time and place, either within or without the State of Washington, for holding any other regular meetings of the Board of Directors.

Section 2.5. Special Meetings. Special meetings of the Board of Directors may be called by the Board of Directors, the Chairman of the Board, the President, the Secretary or any director. Notice of special meetings of the Board of Directors stating the date, time and place thereof shall be given at least seven (7) days prior to the date set for such meeting by the person or persons authorized to call such meeting, or by the Secretary at the direction of the person or persons authorized to call such meeting. The

notice may be oral or written. Written notice is effective upon dispatch if such notice is sent to the director's address, telephone number, or other number appearing on the records of the corporation. If no place for such meeting is designated in the notice thereof, the meeting shall be held at the principal office of the corporation.

Section 2.6. Waiver of Notice of Special Meeting. Whenever any notice is required to be given to any director of the corporation pursuant to applicable law, a waiver thereof in writing signed by the director entitled to notice shall be deemed equivalent to the giving of notice. Any director may waive notice of any meeting at any time. The attendance of a director at a meeting shall constitute a waiver of notice of the 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 convened. Unless otherwise required by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 2.7. Quorum. A majority of the number of directors specified in or fixed in accordance with these Bylaws shall constitute a quorum for the transaction of any business at any meeting of directors.

Section 2.8. Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors, unless the question is one upon which a different vote is required by express provision of law of the state of Washington or of the Articles of Incorporation or of these Bylaws.

Section 2.9. Participation by Conference Telephone. Directors may participate in a regular or special meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all directors participating can hear each other during the meeting and participation by such means shall constitute presence in person at the meeting.

Section 2.10. Presumption of Assent. A director who is present at a meeting of the Board of Directors at which action is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or within a reasonable time thereafter. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 2.11. Action by Board Without a Meeting. Any action permitted or required to be taken at a meeting of the Board of Directors may be taken without a meeting if one or more written consents setting forth the action so taken, shall be signed, either before or after the action taken, by all the directors of the corporation. Action taken by written consent is effective when the last director signs the consent, unless the consent specifies a later effective date.

Section 2.12. Board Committees. The Board of Directors may by resolution designate from among its members an executive committee or other committees, each of which must have two (2) or more members and shall be governed by the same rules

regarding meetings, action without meetings, notice, waiver of notice, and quorum and voting requirements as applied to the Board of Directors. To the extent provided in such resolutions, each such committee shall have and may exercise the authority of the Board of Directors, except as limited by applicable law. The designation of any such committee and the delegation thereto of authority shall not relieve the Board of Directors, or any members thereof, of any responsibility imposed by law.

Section 2.13. Committee Types. Committees of the Board of Directors may consist of, but are not limited to, (i) a finance committee charged with receiving, holding, administering, investing, disposing and disbursing all funds and properties of the corporation; (ii) a nominating committee charged with nominating potential directors; (iii) an investment committee charged with overseeing the corporation's investment decisions; and (iv) an executive committee charged with acting on behalf of the Board between Board meetings.

Section 2.14. Resignation; Removal. Any director may resign at any time by delivering written notice to the Chairman of the Board, the President, the Vice-President, the Secretary, or the Board of Directors of the corporation, or by giving oral notice at any meeting of the directors.

Section 2.15. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 2.16. Compensation. By resolution of the Board of Directors, the directors may be paid the actual expenses, if any, for attendance at meetings of the Board of Directors or committee thereof, provided that the expenses are reasonable.

ARTICLE III. OFFICERS

Section 3.1. Number. The corporation shall have a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be appointed by the Board of Directors. Such other officers and assistant officers, including a chairman of the Board, as may be deemed necessary or appropriate may be appointed by the Board of Directors. By resolution, the Board of Directors may designate any officer as chief executive officer, chief operating officer, chief financial officer, or any similar designation. Any two or more offices with the exception of President and Secretary may be held by the same person.

Section 3.2. Appointment and Term of Office. The officers of the corporation shall be appointed by the Board of Directors for such term as the Board may deem advisable or may be appointed to serve for an indefinite term at the pleasure of the Board. Each officer shall hold office until a successor shall have been appointed regardless of such officer's term of office, except in the event of such officer's termination of an indefinite term at the pleasure of the Board or such officer's removal in the manner herein provided.

Section 3.3. Resignation. Any officer may resign at any time by delivering written notice to the Chairman of the Board, the President, Vice-President, Secretary or the Board of Directors, or by giving oral notice at any meeting of the Board. Any such resignation shall take effect at any subsequent time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.4. Removal. Any officer appointed by the Board of Directors may be removed by the Board of Directors with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not of itself create contract rights.

Section 3.5. Chairman of the Board. The Chairman of the Board, if there be such an office, shall, if present, preside at all meetings of the Board of Directors, and exercise and perform such other powers and duties as may be determined from time to time by resolution of the Board of Directors.

Section 3.6. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall generally supervise and control the business and affairs of the corporation. In the absence of the Chairman of the Board, or if there be none, the President shall preside at all meetings of the Board of Directors. The President may sign 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 to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed. In general, the President shall perform all duties incident to office of President and such other duties as may be prescribed by resolution of the Board of Directors.

Section 3.7. Vice-Presidents. In the absence of the President or in the event of his death, disability or refusal to act, the Vice-President, or in the event there shall be more than one Vice-President, the Vice-Presidents in the order designated at the time of their election, or in the absence of any designation then in the order of their election, shall perform the duties of the President. When so acting the Vice-President shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the Vice-President by resolution of the Board of Directors.

Section 3.8. Secretary. The Secretary shall keep the minutes of the proceedings of the Board of Directors, shall give notices in accordance with the provisions of these Bylaws and as required by law, shall be custodian of the corporate records of the corporation, may sign with the President, or a Vice-President, deeds, mortgages, bonds, contracts, or other instruments which shall have been authorized by resolution of the Board of Directors, and in general shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by resolution of the Board of Directors.

Section 3.9. Treasurer. The Treasurer shall have charge and custody of and be responsible for keeping correct and complete books and records of account, for all

funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, deposit all such moneys in the name of the corporation in the banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by resolution of the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties, in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 3.10. Assistant Officers. The assistant officers in general shall perform such duties as are customary or as shall be assigned to them by resolution of the Board of Directors. If required by the Board of Directors, the assistant Treasurers shall respectively give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

ARTICLE IV. EXECUTION OF CONTRACTS, DEEDS AND TRANSFERS

Section 4.1. Execution of Contracts and Deeds. Except as otherwise provided by resolution of the Board of Directors authorizing the execution thereof, all contracts, deeds, notes, mortgages, pledges, transfers, and other written instruments binding upon the corporation shall be executed on behalf of the corporation by the President and Secretary of the corporation.

Section 4.2. Voting Securities Owned by the Corporation. Unless otherwise provided by resolution of the Board of Directors, each of the Chairman of the Board, President, Secretary, Treasurer, Vice-President or any Assistant Treasurer shall have full authority on behalf of the corporation to attend, to act and to vote at any meetings of the stockholders, bondholders, or other security holders of any corporation, trust or association in which the corporation may hold securities. At any such meeting such person shall possess all of the rights and powers incident to the ownership of such securities that the corporation possesses, including the authority to delegate such authority by proxy. The Board of Directors may, by resolution, confer like authority upon any other person or persons.

ARTICLE V. FINANCES

Section 5.1. 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. No loans shall be made by the corporation to any officer or to any director.

Section 5.2. Checks, Drafts, Etc. 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 officers or agents of the corporation and in the manner as shall from time to time be prescribed by resolution of the Board of Directors. In the absence of such provision by the Board of Directors such instrument shall be signed by

any two officers of the corporation, one of whom shall be the Treasurer or Assistant Treasurer.

Section 5.3. Use of Income. All unrestricted gifts to the corporation and income not otherwise designated by the donor for endowment or restricted purposes shall go into the general fund of the corporation and shall be used in accordance with the general purposes of the corporation.

Section 5.4. Contributions and Disbursements. All contributions and other funds received by the corporation shall be deposited in a special account or accounts in such banks, trust companies or other depositories as the Board of Directors may select. All disbursements shall be made under proper authority of the Board of Directors. All contributions, income to and disbursements of the corporation shall be recorded by the Treasurer, Assistant Treasurer or Treasurer's designee in appropriate books and records and such records shall be subject to examination at any reasonable time, upon request by any director.

Section 5.5. Budget. A statement of proposed receipts, operating income and expenditures for the following year shall be prepared by the President and Treasurer and submitted to the Board of Directors at least annually. When approved by the directors, such budget shall be the authorization for expenditures and operating expenses of the corporation, subject to subsequent changes in such budget made by the Board of Directors.

ARTICLE VI. RULES OF PROCEDURE

The rules of procedure at meetings of the Board shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, as amended, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE VII. SEAL

This corporation need not have a corporate seal. If the directors adopt a corporate seal, the seal of the corporation shall be circular in form and consist of the name of the corporation, the state and year of incorporation, and the words "Corporate Seal".

ARTICLE VIII. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account, minutes of the proceedings of the Board of Directors and any committees designated by the Board of Directors, and such other records as may be necessary or advisable.

ARTICLE IX. FISCAL YEAR

The fiscal year of the corporation shall be determined by resolution adopted by the Board of Directors. In the absence of such a resolution, the fiscal year shall be the calendar year.

ARTICLE X. COPIES OF RESOLUTIONS

Any person dealing with the corporation may rely upon a copy of any of the records of the proceedings, resolutions or votes of the Board when such records are certified by the President or Secretary.

ARTICLE XI. LIMITATION ON DISTRIBUTION OF FUNDS.

Subject to the applicable law, the funds of the corporation may be distributed only for the purposes of the corporation as described in the Articles of Incorporation and to make grants to other organizations which are organized exclusively for educational, charitable or scientific purposes within the meaning of Section 501(c)(3) of the Code and which have received a determination or ruling of exempt status under Section 501(a) of the Code from the Internal Revenue Service.

ARTICLE XII. AMENDMENTS TO BYLAWS.

These Bylaws may be altered, amended or repealed, and new bylaws may be adopted, by the majority vote of the Board of Directors.

The undersigned, being the Secretary of the corporation, hereby certifies that these Bylaws are the bylaws of KYNAMATRIX RESEARCH NETWORK, adopted by resolution of the directors on Sept 30th, 2005.

DATED Sept 30/2005.

SIGNATURE ON FILE

Alyce Hoggan, President