BY-LAWS
OF
BARC DEVELOPMENT, INC.
A NONPROFIT CORPORATION

ARTICLE I

The title of the corporation is BARC DEVELOPMENT, INC.

ARTICLE II

The principle office of the corporation shall be **P.O. Box 603, Birmingham, AL 35201**

ARTICLE III

Section One

Membership in the corporation shall be limited to natural persons who share an interest in and which to promote the general purposes and object of this corporation.

Section Two

Annual dues in an amount set by the board of directors may be required for membership in this corporation, which said dues shall be used to promote the general purposes and objects for which this corporation is formed. Said dues shall be sufficient to create membership only when accompanied by an application for membership has been made.

ARTICLE IV

Section One

The officers of the corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer. No person shall hold two (2) offices, except that the office of secretary and the office treasurer may be held by one person.

Section Two

Officers of the corporation shall be elected at the first regular meeting of the Board of Directors of the corporation and shall serve for a period of one year, or until their successors shall be chosen.

Section Three

The duties of the officers of the corporation shall be as follows:

(a) The President – shall preside at all meetings of the corporation, serve as the chief executive of the corporation, and call special meetings of the corporation and its membership as the need arises.

(b) The Vice-President – shall serve as President in the absence of the President

(c) The Secretary – shall keep the books and records of the corporation, with the exception of financial records, which shall be kept and maintained by the Treasurer.

(d) The Treasurer – shall receive and disburse funds of the corporation, and keep and maintain financial records.

ARTICLE V

The regular meetings of the corporation shall be held within ninety (90) days after the close of the Corporation's fiscal year at a place to be designated by the Directors. The President shall preside over such meetings. A majority of the Board of Directors shall constitute a quorum. No action shall be taken by the corporation unless a quorum is present.

ARTICLE VI

The initial Board of Directors shall serve until the first annual general membership meeting of the corporation. Thereafter, the Board of Directors shall consist of (6) directors. The directors elected at the first annual general membership meeting of the corporation shall be divided into three classes. Class "A" shall consist of two (2) directors and have an initial term of three (3) years. Class "B" shall consist of two directors and have an initial term of two (2) years. Class "C" shall consist of two (2) directors and have an initial term of one (1) year. Thereafter, each director shall serve for a term of three (3) years. Recognizing that the Board of Directors shall consist of an even number of directors, the President of the corporation shall have the authority to vote as a member of the Board of Directors in the event of a tie.

ARTICLE VII

These By-Laws may be amended from time to time by the Corporation as follows;

(a) A proposed amendment or addition to the By-Laws may be initiated by any member, director or officer and must be submitted in writing to the President at least seven (7) days in advance of presentation for adoption by vote on said amendment or addition.

(b) At the next following regular or special meeting, the Board of Directors will vote on the proposed amendment. In the event the majority of the Board, either in person or by written proxy, favors the amendment, said amendment shall become effective. Should the Board of Directors fail to approve a proposed amendment, at the request of any member of the Board of Directors, officer or member, said amendment may be presented at the next meeting of the membership and shall become effective upon a three-fourths majority vote of the membership.

ARTICLE VIII

Dissolution of the corporation shall be governed by the rules of the Alabama Nonprofit Corporation Act.

IN WITNESS WHEREOF, the undersigned have set their hands on this, the 7th day of MAY, 2009.

Michael A. Burns

Michael A Burns, Director

David L. Cisco

David L. Cisco, Director

James B. McLester, Jr., Director