

**Amended and Restated Bylaws
Of
Central Iowa Aquatics, Inc.**

**Article I
Registered Office**

The registered office of the Corporation required by the Iowa Nonprofit Corporation Act to be maintained in the State of Iowa may be, but need not be, identical with the principal office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors in accordance with the Iowa Nonprofit Corporation Act.

**Article II
Membership**

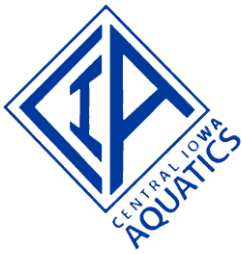
Sole control of the Corporation shall be vested in the Board of Directors of the Corporation.

**Article III
Board Of Directors**

Section A. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors may authorize any Officer or Officers, agent or agents, 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 B. Election, Number, Tenure And Qualifications. The Board of Directors of the Corporation shall consist of a minimum of one and a maximum of seven members. The number of Directors may be fixed or changed from time to time, within that minimum and maximum, by its Directors, in accordance with the provisions of this paragraph. At the first annual meeting of Directors and every other year thereafter the Directors shall elect Directors to hold office for a term of two years, and until the successors of such Directors shall have been elected and qualified. Directors must be of legal age.

Section C. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of Members, for the election or appointment of Officers and for the transaction of any other business. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Iowa, for the holding of additional regular meetings without other notice than such resolution.



Section D. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or 66% of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Iowa, as the place for holding any special meeting of the Board of Directors called by such person or persons.

Section E. Notice. Notice shall be given for any regular or special meeting of the Board of Directors to each Director stating the date, time and place of the meeting. Such notice shall be given at least one day prior thereto in writing, unless oral notice is reasonable under the circumstances. If mailed, such notice shall be deemed to be delivered on the earlier of two days after deposit in the United States mail addressed to the Director's address as shown on the Corporation's records with postage thereon prepaid or upon receipt. The attendance of a Director at a 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 of Directors need be specified in the notice or waiver of notice of such meeting.

Section F. Conduct Of Meeting. All Directors, to the extent possible, shall personally attend regular and special meetings of the Board of Directors. However, any Director may participate in any regular or special meeting by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with law or these Bylaws.

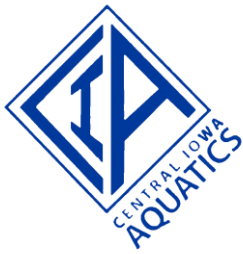
Section G. Quorum. A majority of the number of the duly elected and qualified Directors shall constitute a quorum for the transaction of business; provided, that if less than a majority of such number of Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section H. 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 I. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship may be filled by the affirmative vote of a majority of the remaining Directors.

Section J. Resignation Of Director. Any Director may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

Section K. Compensation. The Board of Directors, by the affirmative vote of a majority of Directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, Officers, or otherwise. By resolution of the Board of Directors the Directors may be paid their expenses, if any, of attendance at each meeting of the Board.



Section L. Presumption Of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the dissent of such Director shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section M. Action Without A Meeting. Unless prohibited by the Iowa Nonprofit Corporation Act any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of the Directors or of a committee of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or all of the members of the committee of Directors, as the case may be, entitled to vote with respect to the subject matter thereof.

Article IV **Committees**

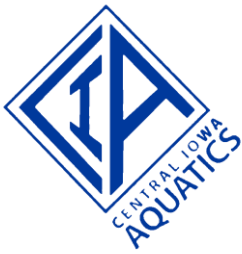
Section A. Permanent And Temporary Committees. The Board of Directors may establish such permanent and/or temporary committees as it deems necessary and proper.

Section B. Tenure And Qualifications. Each member of each Committee shall hold office until the next regular annual meeting of the Board of Directors following his or her designation and until his or her successor is designated as a member of such Committee and is elected and qualified.

Section C. Meetings. Regular meetings of each Committee may be held without notice at such times and places as each Committee may fix from time to time by resolution. Special meetings of each Committee may be called by any member thereof upon not less than two days notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of each Committee at his or her address designated to the Corporation. Any member of a Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of a Committee need not state the business proposed to be transacted at the meeting.

Section D. Quorum. A majority of the members of a Committee shall constitute a quorum for the transaction of business at any meeting thereof and action of a Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

Section E. Action Without a Meeting. Any action that may be taken by a Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the members of such Committee.



Section F. Vacancies. Any vacancy in a Committee may be filled by a resolution adopted by a majority of the full Board of Directors.

Section G. Resignations and Removal. Any member of a Committee may be removed at any time with or without cause by resolution adopted by a majority of the full Board of Directors. Any member of a Committee may resign from such Committee at any time by giving written notice to the President or Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section H. Procedure. Each Committee shall elect a presiding officer from its members and may fix its own rules or procedures which shall not be inconsistent with these Bylaws.

Article V **Officers**

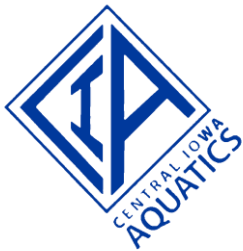
Section A. Number. The Officers of the Corporation shall consist of a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary and a Treasurer, and such assistant Officers as may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

Section B. 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. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor shall have been duly elected and qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election or appointment of an Officer or agent shall not of itself create contract rights.

Section C. Removal. Any Officer or agent 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 person so removed.

Section D. Resignation. Any Officer or agent may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section E. 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 F. President. The President shall be the principal executive officer of the Corporation and, subject to the general powers of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Members and of the Board of Directors and shall in general perform all duties incident to the office of President and such other duties as may be prescribed by the Bylaws or by the Board of Directors from time to time.

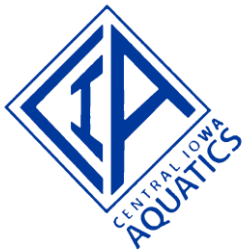
Section G. Vice-President(s). The Vice-President (or in the event there be more than one Vice-President, the Vice-President in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President in the event of the President's absence, death, inability or refusal to act. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President; and in addition thereto, shall perform such other duties as may be assigned by the President or by the Board of Directors, or as may be prescribed by the Bylaws.

Section H. Secretary. The Secretary shall: (a) keep the minutes of the Members' and 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) keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; (e) have general charge of the books of the Corporation; and (f) 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 I. Treasurer. The Treasurer shall: (a) 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 (b) 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 by the President or by the Board of Directors. The Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section J. Other Assistants And Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any Officer, or to perform the duties of such Officer whenever for any reason it is impracticable for such Officer to act personally, and such assistant or acting Officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which appointed to be assistant, or as to which appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

Article VI **Indemnification Of Officers**



This Corporation shall indemnify an Officer of this Corporation, and each Officer of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer, relating to any action taken, or any failure to take any action, as a Officer of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply for any of the following: (i) receipt of a financial benefit to which the Officer is not entitled, (ii) an intentional infliction of harm on the Corporation, (iii) a violation of Iowa Nonprofit Corporation Act, or (iv) an intentional violation of criminal law.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article VII

Written Instruments, Loans And Deposits

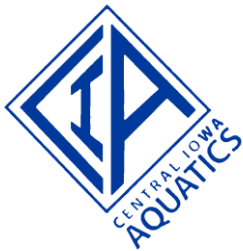
Section A. Written Instruments. Subject always to the specific directions of the Board of Directors, all deeds and mortgages made by the Corporation to which the Corporation shall be a party shall be executed in its name by the President or the Secretary and attested by the Secretary or the Treasurer. All other written contracts and agreements to which the Corporation shall be a party shall be executed in its name by any Officer.

Section B. 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 C. 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 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 D. 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 or other depositories as the Board of Directors may select.

Section E. Directors' Contracts. No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the



Directors of this Corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm or association, shall be affected or invalidated by the fact that any Director or Directors of this Corporation is a party, or are parties to, or interested in, such contract, act, or transaction, or in any way connected with such person or persons, firm or association and each and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of such person or any firm or corporation in which such person may be in any way interested.

Article VIII
Fiscal Year

The fiscal year of the Corporation shall end on the last day March in each year.

Article IX
Corporate Seal

This Corporation shall not have a corporate seal.

Article X
Waiver Of Notice

Whenever any notice is required to be given to any Director of the Corporation under the provisions of the Articles Of Incorporation, Bylaws, or the Iowa Nonprofit Corporation Act, 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 XI
Amendments

These Bylaws may be altered, amended or repealed by a majority vote of the Directors at any regular or special meeting; provided, however, that the power of the Directors to alter, amend or repeal may be expressly limited in the Articles Of Incorporation.

The foregoing are the Amended and Restated Bylaws of Central Iowa Aquatics, Inc., duly adopted by the Board of Directors of said Corporation on October, 2006.

Central Iowa Aquatics, Inc.