



Artemis Society International
PO Box 265
Olean NY 14760-0265

BYLAWS

OF

Artemis Society International

(the "Society")

ARTICLE I -- PURPOSE

Section 1. Purpose

Artemis Society International is an educational and technical organization organized exclusively for the purpose of establishing a private lunar base. The Society shall pursue any and all financial, educational, and technical activities necessary to accomplish this purpose, as allowed for non-profit corporations by the laws of the State of Alabama and section 501(c)(3) of the Internal Revenue Code.

Section 2. Limitations

No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, officers or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code

ARTICLE II -- OFFICES

Section 1. Principal Office

The principal business office of the Society shall be at 12106 Carriage Court #C, Huntsville, Alabama 35803.

Section 2. Other Offices

The Society may also have offices at such other places, both within and without the State of Alabama, as the Board of Directors may from time to time determine or the business of the Society may require.

ARTICLE III -- DIRECTORS

Section 1. Management

The business and affairs of the Society shall be managed by its Board of Directors who may exercise all such powers of the Society and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the shareholders. The Board of Directors shall keep regular minutes of its proceedings.

Section 2. Number, Term

The Board of Directors shall consist of five (5) directors, who shall be members of the Society but need not be residents of the State of Alabama. Directors shall serve for a term of one year from the time of their appointment, except as hereinafter provided, and upon completion of his term, each Director appointed shall hold office until his successor shall be appointed and shall qualify.

Section 3. Nomination, Appointment

A nominee for a position as Director shall be determined by action of the Board of Directors upon completion of the term of office or removal of any Director, or upon an increase in the number of Directors. Appointment of a nominee to the position of Director shall be done by approval of the Board of Directors of the Lunar Resources Company of Houston, Texas.



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Section 4. Change in Number

The number of Directors may be increased or decreased from time to time by resolution adopted by the affirmative vote of a majority of the Directors, but no decrease shall have the effect of shortening the term of any incumbent Director.

Section 5. Removal and Vacancies

Any Director may be removed either for or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of the Directors, if notice of the intention to act upon such matters shall have been given in the notice calling such meeting. Any Director may be removed either for or without cause by action of the Board of Directors. Any Director removed from his position shall not hold office until his successor shall be appointed and shall qualify. Any vacancy occurring in the Board of Directors may be filled according to Article III Section 2, even if such remaining Directors comprise less than a quorum of the Board of Directors.

Section 6. Place of Meetings

The Directors of the Society may hold their meetings, both regular and special, either within or without the State of Alabama.

Section 7. Regular Meetings

Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board of Directors.

Section 8. Special Meetings

Special meetings of the Board of Directors may be called by the President on three (3) days' notice to each Director, either personally or by mail or telegram. Special meetings may be called in like manner and on like notice on the written request of any two Directors. Except as may be otherwise expressly provided by statute, the Articles of Incorporation or these Bylaws, neither the business to be transacted at, nor the purpose of, any special meeting need be specified in a notice or waiver of notice.

Section 9. Quorum

At all meetings of the Board of Directors, the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, the Articles of Incorporation or these Bylaws. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 10. Action Without Meeting; Telephone Meetings

Any action required or permitted to be taken at a meeting of the Board of Directors or members of any committee designated by the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Board of Directors or committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting. Subject to applicable notice provisions and unless otherwise restricted by the Articles of Incorporation, members of the Board of Directors, or members of any committee designated by the Board of Directors, may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can clearly communicate with each other, and participation in such meeting shall constitute presence in person at such meeting, except where a person's participation is for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 11. Action Without Meeting; Correspondence

Subject to applicable notice provisions and unless otherwise restricted by the Articles of Incorporation, members of the Board of Directors, or members of any committee designated by the Board of Directors, may propose and vote on an action by means of correspondence, either written or electronic by means of which all members can clearly communicate with each other, and participation in such correspondence shall constitute presence in person at such action, except where a person's participation is for the express purpose of objecting to the transaction of any business on the ground that the proceedings are not lawfully undertaken.



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Section 12. Chairman of the Board

The Board of Directors may elect a Chairman of the Board to preside at their meetings and to perform such other duties as the Board of Directors may from time to time assign to him.

Section 13. Compensation

Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors; provided that nothing herein contained shall be construed to preclude any Director from serving the Society in any other capacity and receiving compensation therefor. Members of any committee designated by the Board of Directors may, by resolution of the Board of Directors, be allowed compensation for attending committee meetings.

Section 14. Executive Committee

The Board of Directors may, by resolution adopted by a majority of the whole Board of Directors, designate an Executive Committee, to consist of one or more of the Directors of the Society. The Executive Committee, to the extent provided in said resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the Society, except where action of the full Board of Directors is required by statute or by the Articles of Incorporation, and shall have power to authorize the seal of the Society to be affixed to all papers which may require it. Any member of the Executive Committee may be removed by the Board of Directors by the affirmative vote of a majority of the Board of Directors, whenever in its judgment the best interests of the Society will be served thereby. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required.

Section 15. Other Committees

The Board of Directors may, by resolution adopted by a majority of the whole Board of Directors, designate from among its members one or more committees, other than an Executive Committee, to the extent provided in such resolution.

ARTICLE IV -- NOTICES

Section 1. Method

Whenever by statute, the Articles of Incorporation, or these Bylaws, notice is required to be given to any Director or officer, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, addressed to such Director or officer at such address as appears on the books of the Society or in any other method permitted by law. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same shall be thus deposited in the United States mail as aforesaid.

Section 2. Waiver

Whenever any notice is required to be given to any officer or Director of the Society by statute, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice. Attendance of an officer or Director at a meeting shall constitute a waiver of notice of such meeting, except where an officer or Director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Consent in writing by an officer or Director to any action taken or resolution adopted by the officers or Directors of the Society shall constitute a waiver of any and all notices required to be given in connection with such action or resolution.

ARTICLE V -- OFFICERS

Section 1. Officers

The officers of the Society shall be appointed by the Directors and shall be a President, a Secretary, and a Treasurer. The Board of Directors may also choose, by action of the Board of Directors, a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries and Assistant Treasurers, and any other officers deemed necessary by the Board of Directors. Any two or more offices may be held by the same person.



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Section 2. Compensation

The compensation of all officers and agents of the Society shall be fixed by the Board of Directors.

Section 3. Removal and Vacancies

Each officer of the Society shall hold office until his successor is chosen and qualified in his stead or until his death or until his resignation or removal from office. Any officer or agent or member of a committee elected or appointed by the Board of Directors may be removed either for or without cause by a majority of the Board of Directors present at a meeting of the Board of Directors at which a quorum is represented, whenever in the judgment of the Board of Directors the best interests of the Society will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

Section 4. President

The President shall be the chief executive officer of the Society. The President shall preside at all meetings of the Board of Directors unless the Board of Directors shall choose to elect a Chairman of the Board, in which event the President shall preside at meetings of the Board of Directors in the absence of the Chairman of the Board. The President shall have general and active management of the business and affairs of the Society, shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall perform such other duties as the Board of Directors shall prescribe.

Section 5. Vice President

Each Vice President shall have only such powers and perform only such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to such Vice President.

Section 6. Secretary

The Secretary shall attend all sessions of the Board of Directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the Executive Committee when required. The Secretary shall give, or cause to be given, notice of all meetings and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary shall keep in safe custody the seal of the Society and, when authorized by the Board of Directors, affix the same to any instrument requiring it, and, when so affixed, it shall be attested by the Secretary's signature or by the signature of the Treasurer or an Assistant Secretary.

Section 7. Assistant Secretaries

Each Assistant Secretary shall have only such powers and perform only such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

Section 8. Treasurer

The Treasurer, if any, shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Society and shall deposit all monies and other valuable effects in the name and to the credit of the Society in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Society as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board of Directors, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Society, and shall perform such other duties as the Board of Directors may prescribe. If required by the Board of Directors, the Treasurer shall give the Society a bond in such form in such sum, and with surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of such office and for the restoration to the Society, in case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Society.

Section 9. Assistant Treasurers

Each Assistant Treasurer shall have only such powers and perform only such duties as the Board of Directors may from time to time prescribe.

ARTICLE VI -- SOCIETY MEMBERSHIPS



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Section 1. Qualification

Membership shall be open to all intelligent species, without regard to race, religion, sex, or national or planetary origin.

The Board of Directors may, with or without stated cause, refuse to accept any individual's application for membership.

Section 2. Classes of Membership

Classes of membership, and dues and benefits associated with each class of membership, shall be defined by resolution of the Board of Directors, at a regular or special meeting of the Board of Directors.

Section 3. Status of Membership

A member of the Artemis Society whose dues are currently paid up as shown on the books of the Treasurer of the Society shall be a member in good standing, and entitled to all the rights and privileges associated with that member's respective class of membership, except where that membership has been revoked or suspended by the Board of Directors.

A member's membership may be revoked or suspended with or without a stated cause by action of the Board of Directors, at a regularly scheduled or special meeting of the Board.

ARTICLE VII -- LOCAL CHAPTERS

Section 1. Recognition

Local chapters of the Artemis Society may be granted a charter by action of the Board of Directors, in accordance with the requirements set forth in these bylaws. This charter may be revoked or suspended with or without a stated cause by action of the Board of Directors, at a regularly scheduled or special meeting of the Board.

Section 2. General Requirements

Artemis Society members desiring to establish a local chapter shall submit, in writing, to the Board of Directors, a request for a charter for the local chapter. The request shall include the information and documents required by these bylaws, in addition to any other information or documentation deemed necessary by the Board of Directors.

Section 3. Chapter Membership

A request for a local charter shall be submitted by a minimum of five (5) members in good standing of the Society. The request shall be signed by these members.

Section 4. Organization

A request for a local charter shall include a bylaws, constitution or other set of organizational operating procedures for the local chapter. The organization of the local chapter shall include, as a minimum, a President and a Secretary. The request shall also include a permanent address and phone number to be used as a point of contact for the local chapter.

Section 5. Purpose

A request for a local charter shall include a summary operating plan, stating the purpose and goals of the local chapter, and how these goals and purpose shall support and advance the work of the Society.

Section 6. Funds

Local chapters shall not be granted funds as part of their charter. The Board of Directors or an authorized representative, at their discretion, may grant funds to a local chapter to support the activities of that chapter. Local chapters desiring funding shall submit a proposal to the Board of Directors detailing the activities to be funded and how those activities would support and advance the work of the Society.

ARTICLE VIII. GENERAL PROVISIONS

Section 1. Reserves

There may be created by resolution of the Board of Directors out of the surplus of the Society such reserve or reserves as the Directors from time to time, in their discretion, think proper to provide for contingencies, or to equalize distributions, or to repair or maintain any property of the Society, or for such other purposes as the



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Directors shall think beneficial to the Society, and the Directors may modify or abolish any such reserve in the manner in which it was created.

Section 2. Checks

All checks or demands for money and notes of the Society shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 3. Fiscal Year

The fiscal year of the Society shall be fixed by resolution of the Board of Directors.

Section 4. Seal

The corporate seal shall have inscribed thereon the name of the Society. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 5. Indemnification

The Society shall indemnify every Director and officer of the Society against, and reimburse and advance to every Director and officer for, all liabilities, costs and expenses incurred in connection with such directorship or office and any actions taken or omitted in such capacity to the greatest extent permitted under applicable laws at the time of such indemnification, reimbursement or advance payment.

Section 6. Amendments

These Bylaws may be amended or repealed or new Bylaws may be adopted by the Board of Directors.