

**BYLAWS
OF
THE CENTER FOR PET FOOD CONSUMER RIGHTS, INC.**

**ARTICLE I
NAME AND ORGANIZATION**

Section 1. Official Name. As provided by the Certificate of Incorporation, this corporation shall be known as The Center for Pet Food Consumer Rights, Inc. (the “Corporation”).

Section 2. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office in the State of Delaware and a registered agent whose office is identical with the registered office, as required by the Delaware General Corporation Law (“DGCL”). The registered agent and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II
MEMBERS**

Section 1. Conditions of Membership. The members of the Corporation (the “Members”) shall have the rights set forth in the Certificate of Incorporation, these Bylaws and applicable law. . The conditions of membership for the Members are as follows: Members shall be natural persons who are devoted to protecting and advancing the rights and interests of pet owners. Membership shall be granted upon acceptance by the Board or its designees of a completed application for membership, the execution of a membership agreement, the payment of its required membership dues. The Board or its designees may, in its sole discretion, accept or reject any applicant for membership. Immediately upon the death, resignation, removal, retirement or disqualification of a director (or other event that results in a person ceasing to be a director), such person shall thereupon cease to be a Member, such that the Members at any time shall be the directors then duly elected and qualified and in office.

Section 2. Term, Resignation, or Removal. Membership shall be of unlimited duration unless otherwise specified in the membership agreement of a Member; provided, that any Member may resign at any time by mailing or delivering written notice to the Secretary of the Corporation (any resignation to take effect as specified or, if not specified, upon receipt by the Secretary). No Member who resigns shall be entitled to any dues reimbursement. Any Member who resigns shall be liable to the Corporation for any unpaid dues for any fiscal year in which such resignation occurs. A Member may be removed at any time, with or without cause, by the affirmative vote of 66⅔% of the Board.

Section 3. Annual Meetings of Members. An annual meeting of Members for the election of directors and for the transaction of other proper business shall be held each year at a date, time and place, if any, determined by the Board of Directors. A special meeting of the Members for any purpose may be called at any time by the Board of Directors or the President. . Such a meeting may be held either within or without the State of Delaware on such date and at such time and place, if any, as are designated in the notice of the special meeting. The President

or the Secretary shall cause notice of each meeting of Members to be given in writing to each Member entitled to vote thereat as of the date of such notice: (i) by electronic transmission or (ii) by first class mail, postage prepaid, to such Member's postal address as shown on the records of the Corporation, not less than ten (10) nor more than sixty (60) days prior to the date of such meeting, except where a different notice period is required by applicable law . Such notice shall specify (i) the date, time and place, if any, of such meeting, (ii) the means of remote communications, if any, by which Members may be deemed to be present in person and vote at such meeting, (iii) in the case of a special meeting, the purpose or purposes for which such meeting is called, and (iv) such other information as may be required by applicable law or as may be deemed appropriate by the Board of Directors.

Section 4. Waiver of Notice. A waiver of notice of meeting by a Member provided to the Corporation in writing or by electronic transmission, whether given before or after the meeting time stated in such notice, is deemed equivalent to notice . Attendance of a Member at a meeting is a waiver of notice of such meeting, except when the Member attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business at the meeting on the ground that the meeting is not lawfully called or convened.

Section 5. Voting. The presence at any meeting of at least one-third of the Members (present in person or by proxy) entitled to vote thereat shall be necessary and sufficient to constitute a quorum for the transaction of business. Directors shall be elected by a plurality of the votes cast by Members entitled to vote generally in the election of directors . All other questions and matters submitted to Members shall, unless otherwise required by applicable law, the Certificate of Incorporation or the Bylaws of the Corporation, be determined by the vote of a majority of the Members entitled to vote, present in person or by proxy at any meeting.

Section 6. Informal Action. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken by the Members at any annual or special meeting may be taken without a meeting if consented to in a writing sets forth the action so taken, and is signed by not less than 66 2/3% of the votes of Members of the Corporation entitled to vote on the action submitted for a vote. Such written consents shall be delivered to the Corporation by delivery to its Secretary at its principal place of business. Every written consent shall bear the date of signature of each Member who signs the consent. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those Members who have not consented in writing and who are entitled to vote on the action submitted for a vote. In the event that the action which is consented to is such as would have required the filing of a certificate by law if such action had been voted on by the Members at a meeting thereof, the certificate filed shall state, in lieu of any statement required by law concerning any vote of Members, that written consent has been given in accordance with the DGCL, and that written notice has been given.

Section 7. Dues. Membership dues shall be payable in such amounts as may be determined from time to time by the Board.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. Except as may otherwise be provided by law or by the Certificate of Incorporation, the business and affairs of the Corporation shall be managed by or under the direction of its governing body. The governing body shall be known as the “Board of Directors,” and individual members thereof shall be known as “directors.” The Board of Directors shall have the authority to govern and manage the affairs of the Corporation in accordance with the purposes and principles as set forth in the Certificate of Incorporation and these Bylaws. The directors shall act only as a Board of Directors, and the individual directors shall have no power as such. Each member of the Board of Directors shall possess skills, experience or expertise that support the purposes of the Corporation as determined by the Board of Directors.

Section 2. Number. The number of directors shall be fixed from time to time by resolution of the Board of Directors.

Section 3. Meetings. The Board of Directors may hold meetings in such place or places within or without the State of Delaware as the Board of Directors may from time to time determine or as shall be specified in the notice of such meeting.

(a) **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such date, time and place as shall be designated from time to time by resolution of the Board of Directors . Notice of such regular meetings shall not be required.

(b) **Special Meetings.** Special meetings of the Board of Directors may be called by the Board or by the President . Notice of each special meeting of the Board of Directors shall be in writing and shall be given to each director personally, by mail or by electronic transmission not less than 48 hours prior to such meeting. Such notice shall state the date, time and place of such meeting. Notice sent by mail shall be deemed delivered when deposited in the United State mail, postage prepaid, addressed to the director at his or her address as it appears on the books of the Corporation.

Section 4. Vacancies; Resignations. Newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause may be filled by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors . Any director so chosen shall hold office until the next election of the class for which such director shall have been chosen and until his or her successor shall be elected and qualified. No decrease in the number of directors shall shorten the term of any incumbent director.

Any director may resign at any time upon giving notice in writing or by electronic transmission to the President 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 5. Removal of Directors. Any director, at any time, may be removed from office with cause as may be determined by the Board of Directors, at a meeting where notice of such action has been provided, by the vote of at least a majority of the Board of Directors at a meeting

where a quorum is present.

Section 6. Quorum; Voting. At all meetings of the Board of Directors, the presence of a majority of the total number of directors authorized at the time of such vote shall constitute a quorum for the transaction of business. Except as otherwise required by law, the Certificate of Incorporation or these Bylaws, the vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Action by Written Consent. Unless otherwise restricted in these Bylaws or under the DGCL, any action which may be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting, if all members of the Board of Directors or Board committee, as the case may be, consent thereto in writing or by electronic transmission. All such writings and electronic transmissions shall be filed with the Secretary of the Corporation and made a part of the permanent records of the Corporation.

Section 8. Participation in Meetings by Conference Telephone. Members of the Board of Directors, or any committee thereof, may participate in any meeting of the Board or such committee by any means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

Section 9. Compensation of Directors. Directors shall not receive fees or other compensation for their services as directors, but may receive reimbursement of reasonable, properly documented out-of-pocket expenses.

Section 10. Committees. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees each consisting of three or more directors and each of which, to the extent provided in the resolution, shall have all of the authority of the Board, except that no such committee shall have authority as to the following matters: (a) the filling of vacancies in the Board or in any committee; (b) the fixing of the compensation of the directors for serving on the Board or on any committee; (c) the amendment or repeal of the Corporation's Bylaws, or the adoption of new Bylaws; (d) the amendment or repeal of any resolution of the Board which, by its term, shall not be so amendable or repealable; or (e) the removal or indemnification of directors.

The Board of Directors may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Unless a greater proportion is required by the resolution designating a committee, a majority of the entire authorized number of members of such committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members present at a meeting at the time of such vote, if a quorum is then present, shall be the act of such committee.

ARTICLE IV OFFICERS

Section 1. Generally. The officers of the Corporation shall consist of a President, a Secretary,

and a Treasurer and such other officers, including the office of Vice President, as may be appointed from time to time by the Board of Directors. Officers shall be appointed annually by the Board of Directors and shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any two (2) or more offices may be held by the same person; provided however, that the same person shall not serve as both President and Secretary.

Section 2. President. The President shall be the chief executive officer of the Corporation. Subject to the provisions of these Bylaws and to the direction of the Board of Directors, he or she shall have the responsibility for the general management and control of the business and affairs of the Corporation and shall perform all duties and have all powers which are commonly incident to the office of the President or which are delegated to him or her by the Board of Directors. The President shall have power to sign all contracts, agreements, and other instruments of the Corporation which are authorized and shall have general supervision and direction of all of the other officers, employees and agents of the Corporation.

Section 3. Treasurer. The Treasurer shall have the responsibility for maintaining the financial records of the Corporation. He or she shall make such disbursements of the funds of the Corporation as are authorized and shall render from time to time an account of all such transactions and of the financial condition of the Corporation. The Treasurer shall also perform such other duties as the Board of Directors may from time to time prescribe.

Section 4. Secretary. The Secretary shall issue all authorized notices for, and shall keep minutes of, all meetings of the Board of Directors. The Secretary shall have charge of the corporate books and shall perform such other duties as the Board of Directors may from time to time prescribe.

Section 5. Delegation of Authority. The Board of Directors may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any provision hereof.

Section 6. Removal. The Board of Directors may remove any officer of the Corporation at any time, with or without cause.

Section 7. Compensation. The compensation, if any, of the officers and other employees of the Corporation shall be determined by the Board of Directors.

ARTICLE V INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right to Indemnification.

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or an officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an

“indemnitee”), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the DGCL, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys’ fee, judgments, fines or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith; provided, however, that, except as provided in Section 3 of this ARTICLE V with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

Section 2. Right to Advancement of Expenses.

The right to indemnification conferred in Section 1 of this ARTICLE V shall include, to the fullest extent not prohibited by applicable law, the right to be paid by the Corporation the expenses (including attorney’s fees) incurred in defending any such proceeding in advance of its final disposition (hereinafter an “advancement of expenses”); provided, however, that if the DGCL requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an “undertaking”), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a “final adjudication”) that such indemnitee is not entitled to be indemnified for such expenses under this Section 2 or otherwise. The rights to indemnification and to the advancement of expenses conferred in Section 1 and 2 of this ARTICLE V shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnitee’s heirs, executors and administrators.

Section 3. Right of Indemnitee to Bring Suit.

If a claim under Section 1 and 2 of this ARTICLE V is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit brought by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met any applicable standard for indemnification set forth in the DGCL. Neither the failure of the Corporation

(including its Board of Directors, independent legal counsel, or its Members) to have made determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the DGCL, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its Members) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this ARTICLE V or otherwise shall be on the Corporation.

Section 4. Non-Exclusivity of Rights.

The rights to indemnification and to the advancement of expenses conferred in this ARTICLE V shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Corporation's Certificate of Incorporation, Bylaws, agreement, vote of Members or disinterested directors or otherwise.

Section 5. Insurance.

The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

Section 6. Indemnification of Employees and Agents of the Corporation.

The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this ARTICLE V with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

**ARTICLE VI
MISCELLANEOUS**

Section 1. Facsimile Signatures. Facsimile signatures of any directors or officers of the Corporation may be used whenever authorized by the Board of Directors or a committee thereof.

Section 2. Corporate Seal. The Board of Directors may provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary.

Section 3. Reliance Upon Books, Reports and Records. Except to the extent otherwise

required by law, the books and records of the Corporation shall be kept at such place or places within or without the State of Delaware as may be determined from time to time by the Board of Directors. Each director, each member of any committee designated by the Board of Directors, and each officer of the Corporation shall, in the performance of his or her duties, may rely in good faith upon the books of account or other records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of its officers or employees, or committees of the Board of Directors so designated, or by any other person as to matters which such director or committee member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

Section 4. Instruments. The Board of Directors shall determine which directors, officers, or other personnel of the Corporation shall have the authority to sign all checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation.

Section 5. Deposits. All funds of the Corporation 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 approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees of the Corporation as the Board of Directors shall from time to time designate.

Section 6. Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Directors; provided, however, that if such fiscal year is not fixed by the Board of Directors and the selection of the fiscal year is not expressly deferred by the Board of Directors, the fiscal year shall be the calendar year.

ARTICLE VII AMENDMENTS

Unless otherwise provided in the Certificate of Incorporation, these Bylaws may be amended, altered or repealed by the Board of Directors or by the affirmative vote of a majority of the Members entitled to vote generally in the election of directors. No amendment, alteration, change or repeal of these Bylaws shall be effected which will result in the denial of tax-exempt status to the Corporation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

* * *