BY-LAWS

OF

INWATER RESEARCH GROUP, INC.

ARTICLE I
Offices

1.1 Principal Office. The principal office of Inwater Research Group, Inc., (the "Corporation"), shall be at 4160 Hyline Drive, Jensen Beach, Florida.

1.2 Other Offices. The Corporation may have such other offices within or without the State of Florida as the Board of Directors may, from time to time, determine.

1.3 Registered Office and Registered Agent. The initial registered office of the Corporation is 4160 Hyline Drive, Jensen Beach, Florida and the initial registered agent is Michael J. Bresette. The registered office, registered agent, or the address thereof, may be changed from time to time by the Board of Directors as provided by law.

ARTICLE II
Membership; Stock

2.1 No Members. The Corporation shall not have members and shall not issue membership certificates.

2.2 No Stock. The Corporation shall not issue shares of stock.

ARTICLE III
Not-for-Profit Corporation

3.1 No Loans to Directors or Officers. This Corporation will loan no money to any of its Directors or Officers.

3.2 Limitations. The Corporation is organized and operated exclusively for research, charitable and educational purposes within the meanings of I.R.C. §§501(c)(3) and 170 (c)(2)(b), or the corresponding provisions of any future United States Internal Revenue law. The Corporation will not carry on any activities not permitted to be carried on by these provisions.
No part of net earnings will be to the benefit of or be distributable to its Directors or Officers, other private individuals, or organizations organized and operating for profit. However, the Corporation will be authorized and empowered to pay reasonable compensation to its Officers and employees for services rendered and to make payments and distributions in furtherance of the purposes stated above. Compensation for Officer’s services rendered will be outlined in employee agreements signed by the Secretary and enacted by a 2/3 majority vote by the Board of Directors.

3.3 Lobbying Prohibited. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing and distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV
Directors

4.1 General Powers. The business and affairs of the Corporation shall be managed by a Board of Directors, except as otherwise provided by the laws of the State of Florida, the Articles of Incorporation, or these By-Laws.

4.2 Number, Tenure and Qualifications. There shall be at least three (3) Directors and not more than nine (9) Directors of the Corporation. Each Director shall be a natural person of the age of eighteen (18) years or older. The terms of the Board of Directors may be staggered in classes as nearly equal as possible for terms of three, two and one year. If staggered terms are implemented, upon expiration of such initial one, two and three year terms, each such Director’s replacement shall be elected for a term of three (3) years or until a successor is elected and qualified. The initial Board of Directors shall be as elected by the Incorporator. Directors shall thereafter be elected at each annual meeting of the Board of Directors from the slate of nominees as proposed by the Executive Director of the Corporation, except that the President/Executive Director of the Corporation shall be a standing Member of the Board. Each Director shall hold office until the next annual meeting of Directors, and thereafter until his successor has been elected and has qualified. Any officer, after his term has expired may be
re-elected to the same position by a 2/3 majority vote of the Board of Directors.

4.3 Resignations. Any Director may resign at any time by mailing or delivering or by transmitting by telegram or cable written notice of his resignation, which resignation shall take effect at the time specified therein, or, if no time is specified, then at the time of receipt thereof.

4.4 Removal. Any Director may be removed by vote of two-thirds of the remaining Board members.

4.5 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

4.6 Annual Meetings. The annual meeting of the Board of Directors shall be held in the month of January at such time as may be designated by the Board of Directors at the Registered office of the Corporation or such other location as the Board of Directors shall designate.

4.7 Special Meetings. Special meetings of the Board of Directors or any committee designated by the Board may be called by or at the request of the President or a majority of the Board of Directors.

4.8 Notice. Notice of any special meeting of the Board of Directors or any committee designated by the Board shall be given by written notice mailed or transmitted electronically to each Director at his business address at least five (5) days prior to the meeting, or by notice given at least one (1) day previously by facsimile, telephone, or written notice delivered personally. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of meeting. The attendance of a Director at a meeting constitutes 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 special meeting of the Board of Directors or any committee
designated by the Board need be specified in the notice or waiver of notice of such meeting.

4.9 Telephone Meetings. Members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board or committee by means of conference telephone call or similar communications equipment by which all persons participating in the meeting can hear each other at the same time.

4.10 Electronic Meetings. The Board may, from time to time, conduct business and votes by electronic mail. Records of all such votes will be retained and shall be in accordance with all terms in these by-laws.

4.11 Quorum. A majority of the actual number of Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting in which a quorum is present shall be the act of the Board of Directors.

4.12 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 his dissent shall be entered in the minutes of the meeting or unless he shall file his 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.

4.13 Executive and Other Board Committees. The Board of Directors, by resolution adopted by a majority of the actual number of Directors, may upon and in accordance with the recommendation of the Executive Director of the Corporation designate from among its members an executive and one or more other committees each of which, to the extent provided in such resolution, shall have and may exercise all of authority of the Board of Directors. No such committee shall have the authority of the Board of Directors in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the
and other documents in the ordinary course of business of the Corporation.

5.4 Vice President. Any Vice President shall perform such duties and exercise such powers of the President as may be delegated to him by the President, and shall perform such other duties as may, from time to time, be prescribed by the Board of Directors.

5.5 Secretary. The Secretary shall, if requested by the President, attend all meetings of the Board of Directors and record all votes and the minutes of all proceedings in a book or electronic file to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall cause due notice to be given of all meetings of the Board of Directors. The Secretary shall keep in safe custody the corporate records and the seal of the Corporation and when authorized by the Board shall affix the seal to any instrument requiring it, and when so affixed it shall be attested by his/her signature. The Secretary shall in general 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 the President or by the Board of Directors. Assistant Secretaries, if any, shall have the same duties and powers, subject to the supervision by the Secretary.

5.6 Treasurer. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, take proper vouchers for such disbursements, and shall render to the President and the Directors whenever they may require it an account of all transactions and of the financial condition of the Corporation. The Treasurer shall, if required by the Board, give the Corporation a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of the duties and for the restoration to the Corporations of all the books, papers, vouchers, money and other property of whatever kind in the Treasurer’s possession or under the Treasurer’s control belonging to the Corporation. Assistant Treasurers, if any, shall have
the same powers and duties, subject to the supervision of the Treasurer.

ARTICLE VI
Miscellaneous

6.1 Fiscal Year. The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

6.2 Waiver and Effective Date of Notice. Whenever notice is required to be given to any Director under the provisions of the Florida Not For Profit Corporation Act or under the provisions of the Articles of Incorporation or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein, shall be equivalent to the giving of such notice.

6.3 Amendment of By-Laws. The By-Laws may be altered, amended, or repealed, from time to time, in whole or in part, by the affirmative vote of two-thirds of the Board of Directors of the Corporation at a regular meeting or a special meeting called for that purpose, or by consent.

6.4 Conflict. In the event of any conflict between any provision in these By-Laws and the provisions of Florida law or the Corporation's Articles of Incorporation, the provision of Florida law, or the Articles of Incorporation, as the case may be, shall control.

Adoption

These By-Laws were presented to and approved by the Board of Directors of the corporation on **April 12, 2010**

[Signatures]

President

Secretary