

**BYLAWS
OF
ORGANIZATION FOR MACHINE AUTOMATION AND CONTROL**

(As approved by the Board of Directors on February 11, 2010 with release by ISA April 5, 2010)

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**BYLAWS
OF
ORGANIZATION FOR MACHINE AUTOMATION AND CONTROL**

previously incorporated as

OMAC – OPEN MODULAR ARCHITECTURE CONTROLS USERS’ GROUP

ARTICLE I

PURPOSES

Section 1 Purpose. The purposes of the Corporation shall include the following:

(a) To collectively derive common solutions for both technical and non-technical issues in the development, implementation and commercialization of open, modular architecture control technologies;

(b) To promote open, modular architecture development among control technology providers and adoption of open, modular architecture control technologies among end users, original equipment manufacturers and system integrators;

(c) To act as a repository for requirements and operating experience from users, software developers, hardware builders and original equipment manufacturers in manufacturing applications;

(d) To facilitate the accelerated development and convergence of industry and government developed technology guidelines to one set of guidelines that satisfies common use requirements;

(e) To collaborate with users groups around the world in pursuit of common international guidelines for open, modular architecture control technologies; and

(f) Generally, to engage in any other lawful enterprise or activity and to do and perform all acts and things that may be deemed expedient for the proper and successful prosecution of the charitable, educational and scientific objects and purposes for which the Corporation is organized.

ARTICLE II

OFFICES

Section 1 Principal Office. The principal office of the Corporation shall be located at such place, within or outside the State of North Carolina, as may be determined from time to time by the board of directors.

Section 2 Registered Office. The Corporation shall have and continuously maintain in this State a registered office and a registered agent whose office is identical with such registered office. Such registered office shall be located at such place within the State of North Carolina as may be determined from time to time by the board of directors.

Section 3 Other Offices. The Corporation may have offices at such places, either within or outside the State of North Carolina, as the board of directors may from time to time determine.

ARTICLE III

MEMBERSHIP

Section 1 Members. The membership of the Corporation shall be open to all individuals, companies or organizations (collectively, "Persons") who are interested in promoting the development of machine automation technologies, manufacturing operations and its supply chains (as it pertains to automation and information systems). Persons desiring membership in the Corporation shall submit an application to the board of directors of the Corporation or to a third party as shall be designated from time to time by the board of directors. Membership shall become effective upon approval of such application by the board of directors or duly authorized third party, as the case may be. Except as otherwise expressly provided by these Bylaws, by rules and regulations adopted by the board of directors pursuant to Section 2 of this Article III or by the North Carolina Nonprofit Corporation Act (the "Act"), the members shall have no voting rights.

Section 2 Classes of Membership. The board of directors may adopt such rules and regulations not inconsistent with these Bylaws governing the Corporation's memberships, including without limitation the selection, qualification, duties, obligations and removal of members, the creation of classes and subclasses of memberships with such rights, duties and obligations as the board of directors may determine, the termination of memberships, the rights (voting and otherwise) of members in any particular class or subclass, and the duration of memberships as it may deem appropriate from time to time.

Section 3 Liability and Property Rights of Members. The members of the Corporation shall not be liable or responsible for the debts or obligations of the Corporation and shall have no property rights with respect to the Corporation.

Section 4 Membership Resignation. A member may resign its membership by submitting a written notice of resignation to the Chairman or Secretary, with a copy provided to the board of directors. Any member who resigns its membership and who subsequently wishes to rejoin shall submit an application to the board of directors or duly authorized third party, as the case may be. The application shall be processed in the same manner as an initial membership application.

Section 5 Place of Meetings. All meetings of the Members shall be held at the principal office of the Corporation, or at such other place, either within or without the State of North Carolina, as shall be designated by the board of directors.

Section 6 Annual Meetings. The Members of the Corporation shall meet once every year, beginning in 2005, for the election of directors and the transaction of such business as may properly come before the meeting. The Secretary of the Corporation shall give notice to the Members of the time and location of such meeting at least fifteen (15) days prior thereto.

Section 7 Substitute Annual Meetings. If any annual meeting shall not be held in accordance with Section 6 of this Article III, a substitute annual meeting may be called in the manner provided for the call of a special meeting in accordance with the provisions of Section 8 of this Article III. A meeting so called shall be designated and shall be treated for all purposes as the annual meeting.

Section 8 Special Meetings. The Chairman or the board of directors may call special meetings of the Members at any time. A special meeting of the Members shall also be called upon the written demand or demands of holders of at least ten percent (10%) of all votes entitled to be cast on any issue proposed to be considered at such meeting pursuant to such demand or demands, provided that such demand or demands describe the purpose or purposes for which the special meeting is to be held and are signed and delivered to the Secretary of the Corporation.

Section 9 Notice of Member Meetings. Written or printed notice stating the date, time and place of a meeting of the Members shall be given not less than ten (10) nor more than sixty (60) days before the meeting date, either personally or by mail or by facsimile transmission or by any other means fair and reasonable, including without limitation e-mail communication, at the direction of the person or persons calling the meeting, to each Member entitled to vote at such meeting. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his, her or its address as it appears on the record of the Members of the Corporation, with postage thereon prepaid.

In the case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called. In the case of an annual meeting, the notice of meeting need not specifically state the purpose or purposes unless the Corporation's Articles of Incorporation, these Bylaws or the Act expressly requires such statement.

Section 10 Action by Members Without a Meeting. Any action which may be taken at a meeting of the Members may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Members entitled to vote with respect to the subject matter thereof and filed with the Secretary as part of the corporate records, whether done before or after the action is taken.

Section 11 Quorum and Voting. Except as otherwise provided in the Corporation's Articles of Incorporation, these Bylaws or the Act, the presence in person or by proxy of at least ten percent (10%) of all votes entitled to be cast on a matter shall be necessary to constitute a quorum for the transaction of business. Except as otherwise provided in the Corporation's Articles of Incorporation, these Bylaws or the Act, the affirmative vote of a majority of the votes cast at a meeting at which a quorum is present is necessary for the adoption of any matter voted upon by the Members. In the absence of a quorum, a majority of voting members present in person or by proxy, or if no voting member is present in person or by proxy, then any officer entitled to preside or act as secretary of such meeting, may adjourn the meeting from time to time for a period not exceeding thirty (30) days in any one case. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called, if a quorum had been there present.

Section 12 Organization. Each meeting of the Members shall be presided over by the Chairman, or in the absence or at the request of the Chairman, by such other officer as the Chairman may designate, or in the absence of such designation, by any person selected to preside by plurality vote of the Members represented and entitled to vote at the meeting. The Secretary, or in the absence or at the request of the Secretary, any assistant secretary, shall act as secretary of the meeting, but in the absence of the Secretary and any assistant secretary, the person presiding at the meeting may appoint any person to act as secretary of the meeting.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 General Powers. Except as otherwise provided in the Articles of Incorporation, the property, affairs and business of the Corporation shall be managed by the board of directors.

Section 2 Number, Tenure, and Qualification. The number of directors constituting the board of directors shall be eight (8). All directors must be an individual OMAC member or a designee of an OMAC organization member. Except as provided herein, each director shall serve a term of three (3) years and may not serve more than three (3) consecutive terms.

Section 3 Election of Directors. Directors whose terms are set to expire shall be elected annually at the Members' regular annual meeting, provided that each director shall continue in office until his successor shall have been duly elected and qualified or until his death or until he shall resign or become disqualified. Those persons who receive the highest number of votes from voting members at a Members' meeting at which a quorum is present shall be deemed to be elected.

Section 4 Duties. Subject to any additional requirements under the Act, each director shall discharge his or her duties as a director in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interests of the Corporation. Directors are expected to participate in at least 50% of the board meetings.

Section 5 Regular Meetings. A regular meeting of the Board of Directors shall be held without notice other than this Bylaw immediately after, and at the same place as, the annual meeting of Members. The board of directors may provide by resolution for the holding of such regular meetings at a place other than its principal office within or without the state of North Carolina, without other notice than such resolution.

Section 6 Special Meetings. Special meetings of the board of directors may be called by the Chairman or by at least twenty percent (20%) of the directors then in office. 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 North Carolina, as the place for holding such special meetings.

Section 7 Notice of Meetings. Regular meetings of the board of directors may be held without notice other than as set forth in these Bylaws. Notice of any special meeting of the board of directors shall be given at least five (5) days prior thereto. All notices shall be in writing delivered personally or sent by mail, facsimile transmission, or e-mail to each director at his address, facsimile number, or e-mail address, respectively, as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by facsimile transmission or e-mail, such notice shall be deemed to be delivered when the transmission or e-mail is sent. 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, unless specifically required by the Act, the Articles of Incorporation, or these Bylaws.

Section 8 Quorum. The presence of at least one-half (1/2) of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business; provided, however, that if less than a quorum of the directors shall be present at the time and place of any meeting, the directors present may adjourn the meeting from time to time until a quorum shall be present, and notice of any adjourned meeting need not be given.

Section 9 Voting. Except as otherwise expressly provided by the Act, the Articles of Incorporation or these Bylaws, the action of a majority of the directors present at a meeting at which a quorum is present shall be the action of the board of directors. Any director who is present at a meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (i) he objects at the beginning of the meeting (or promptly upon his arrival) to holding it or

transacting business at the meeting; (ii) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (iii) he files written notice of his dissent or abstention with the presiding officer of the meeting before its adjournment or with the Corporation immediately after adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 10 Action by Directors Without Meeting. Any action required or permitted by the Act to be taken by the board of directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the directors, whether done before or after the action so taken. Such action shall be effective when the last director signs the consent, unless the consent specifies a different effective date.

Section 11 Participation By Telecommunications. Any or all of the directors may participate in a meeting of the board of directors by any means of communication by which all directors participating may simultaneously hear each other during the meeting.

Section 12 Resignation of Directors. Any director may resign at any time by communicating his resignation to the board of directors. A resignation is effective when it is communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 13 Removal of Directors. Any member of the board of directors of the Corporation may be removed, either with or without cause, by the board of directors..

Section 14 Vacancies. In the event of any vacancy occurring in the board of directors by death, resignation, disqualification, or otherwise, the remaining directors shall continue to act and any such vacancy may be filled by the board of directors or by the members entitled to vote on the election of directors. In the absence of action by the board of directors or voting members within ninety (90) days following such event, such vacancy may be filled by the vote of a majority of the remaining directors, even though such majority is less than a quorum, or by the sole remaining director if there be only one (1) director remaining. Any director so chosen shall hold office for the unexpired portion of the term of the person whom the newly elected director succeeds and until his successor shall have been duly elected and qualified, or until his death, or until he shall resign or shall become disqualified. An increase in the number of directors shall be deemed to create vacancies in the board of directors to be filled in the manner provided in this Section 13 of this Article IV. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date or otherwise) may be filled before the vacancy occurs but the new director shall not take office until the vacancy occurs.

Section 15 Compensation of Directors. Directors shall not receive any compensation for their services as such; provided, however, that a director shall be entitled to reimbursement from the Corporation for actual expenses incurred in performing his duties as a director either (a) with the approval of all of the directors or (b) pursuant to any written rules and regulations adopted by the board of directors governing such reimbursement of directors.

Section 16 Director's Conflict of Interest. Any corporate transaction in which a director has a direct or indirect interest must be authorized, approved, or ratified in good faith by a majority, but not less than two (2), of the directors who have no direct or indirect interest in the transaction even though less than a quorum; provided, however, no such transaction shall be authorized, approved, or ratified by a single director. For purposes of this Section 15 of this Article IV, a director has an indirect interest in a transaction if:

(a) Another entity in which he has a material financial interest or in which he is a general partner is a party to the transaction; or

(b) Another entity of which he is a director, officer, or trustee is a party to the transaction and the transaction is or should be considered by the board of directors.

Section 17 Certain Director Liability. In addition to liabilities imposed upon directors under the Act, a director shall be subject to the following liabilities:

(a) All directors who vote for or assent to any distribution of assets of the Corporation contrary to any lawful restrictions in the Act, the Articles of Incorporation, or these Bylaws, shall be jointly and severally liable to the Corporation for the amount of the distribution that exceeds what could have been distributed without violating such restrictions.

(b) All directors who vote for or assent to the making of any loan or guaranty or other form of security by the Corporation to or for the benefit of the directors or officers of the Corporation, or any of them, except loans, guaranties or other forms of security made to full-time employees of the Corporation who are also directors or officers of the Corporation and which were made in accordance with these Bylaws shall be jointly and severally liable to the Corporation for the repayment or return of the money or value loaned, with interest thereon at the legal rate until paid, or for any liability of the Corporation upon the guarantee.

(c) A director shall not be liable under the provisions of subparagraphs (a) or (b), above, if he performed his duties in compliance with Section 4 of this Article IV or (unless his actual knowledge concerning the matter in question makes such reliance unreasonable) he relied on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by (i) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, public accountants, or other persons as to matters the director reasonably believes are within their professional or expert competence; or (iii) a committee of the board of directors of which he is not a member if the director reasonably believes the committee merits confidence.

ARTICLE V

OFFICERS

Section 1 Number of Officers. The officers of the Corporation shall be a Chairman of the Board of Directors, a Vice Chairman of the Board of Directors, a Secretary, and such other officers as may be appointed from time to time by the board of directors or in accordance with these Bylaws. The same individual may simultaneously hold more than one (1) office in the Corporation, but no individual may act in more than one (1) capacity where action of two (2) or more officers is required.

Section 2 Appointment, Term of Office and Qualifications. Except as expressly set forth in these Bylaws, each officer shall be appointed by the board of directors at its regular meeting and shall hold office until the next regular meeting of the board of directors after his appointment or until his death or until he shall resign or shall have been disqualified or shall have been removed from office.

Section 3 Delegation. The board of directors may delegate to any officer or agent the power to appoint any subordinate officer or agent and to prescribe his respective authority and duties.

Section 4 Duties.

(a) An officer with discretionary authority shall discharge his duties under that authority in good faith, with the care an ordinary prudent person in a like position would exercise under similar circumstances, and in a manner he reasonably believes to be in the best interests of the Corporation.

(b) An officer is not liable for any action taken as an officer, or any failure to take any action, if the officer performed the duties of his office in compliance with subparagraph (a) above, or (unless his actual knowledge concerning the matter in question makes such reliance unreasonable) he relied on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by (i) one or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent in the matters presented; or (ii) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within their professional or expert competence.

Section 5 Removal. Any officer of the Corporation may be removed, either with or without cause, by the board of directors. The removal of any person from office shall be without prejudice to the contract rights, if any, of the person so removed. The appointment of an officer does not itself create contract rights.

Section 6 Resignations. Any officer may resign at any time by giving written notice to the board of directors or to the Chairman or Secretary. Any such resignation shall take effect upon acceptance of the resignation by the board of directors, unless it specifies in writing a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date.

Section 7 Vacancies. The Chairman may fill any vacancy in the offices of Vice Chairman or Secretary for the unexpired portion of the term of said office or until the next regular meeting of the board of directors, whichever occurs first. A vacancy in any other office shall be filled for the unexpired portion of the term in the manner prescribed by these Bylaws for regular appointments or elections to such offices.

Section 8 Chairman of the Board of Directors. The Chairman of the Board of Directors, if such officer is elected, shall preside at meetings of the board of directors. The Chairman shall be the executive officer of the Corporation and, subject to the instructions of the board of directors, shall have general charge of the business, affairs, and property of the Corporation and control over its other officers, agents and employees. Such general charge and control includes without limitation serving as the official spokesperson or appointing an official spokesperson for the Corporation and setting agendas for meetings of the board of directors. The Chairman shall do and perform such other duties as from time to time may be assigned to him by the board of directors.

Section 9 Vice Chairman of the Board of Directors. The Vice Chairman of the Board of Directors, if such officer is elected, shall preside at meetings of the board of directors in the absence of the Chairman. At the request of the Chairman or in the absence or disability of the Chairman, the Vice Chairman shall perform all the duties of the Chairman and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman shall perform such other duties and have such authority as from time to time may be assigned to him by the board of directors.

Section 10 Secretary. The Secretary, if such officer is elected, shall, in addition to the duties described below, perform all duties and possess all authority incident to the office of Secretary, and he

shall perform such other duties and have such other authority as from time to time may be assigned to him by the board of directors.

The Secretary shall record and keep the minutes of the meetings of the board of directors and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall tally votes at meetings of the board of directors or committees of the board or appoint an agent to do so, if and when necessary. He shall maintain and authenticate the records of the Corporation and shall be custodian of the records, books, reports, statements, certificates and other documents of the Corporation and the seal of the Corporation, and see that the seal is affixed to all documents requiring such seal.

In addition, the Secretary shall have supervision over the funds, securities, receipts, and disbursements of the Corporation. He shall in general perform all duties and have all authority incident to the office of a Secretary, including without limitation, keeping a complete and accurate record of all transactions, reporting the Corporation's finances to the board of directors, and depositing funds and paying bills according to these Bylaws on behalf of the Corporation.

Section 11 Duties of Officers May be Delegated. In case of the absence of any officer of the Corporation or for any other reason that the board of directors may deem sufficient, the board of directors may delegate the powers or duties of such officer to any other officer or to any director provided a majority of the entire board of directors concurs therein.

Section 12 Compensation of Officers. Officers shall not receive any compensation for their services as such; provided, however, that an officer shall be entitled to reimbursement from the Corporation for actual expenses incurred in performing his duties as an officer either (a) with the approval of all of the directors or (b) pursuant to any written rules and regulations adopted by the board of directors governing such reimbursement of officers.

ARTICLE VI

CONTRACTS, LOANS, DEPOSITS, CHECKS, DRAFTS, ETC.

Section 1 Contracts. Except as otherwise provided in these Bylaws, the board of directors may authorize any officer or officers, agent or agents to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name, unless and except as authorized by the board of directors. Any officer or agent of the Corporation thereunto so authorized may effect loans or advances for the Corporation and for such loans and advances may make, execute, and deliver promissory notes, bonds, or other evidences of indebtedness of the Corporation. Any such officer or agent, when thereunto so authorized, may mortgage, pledge, hypothecate, or transfer as security for the payment of any and all loans, advances, indebtedness, and liabilities of the Corporation any real property and all stocks, bonds, other securities, and other personal property at any time held by the Corporation, and to that end, may endorse, assign, and deliver the same, and do every act and thing necessary or proper in connection therewith. Such authority may be general or confined to specific instances. Notwithstanding anything herein to the contrary, no loan, guaranty, or other form of security shall be made or provided by the Corporation to or for the benefit of its directors, officers, employees or members.

Section 3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or trust companies or with such bankers or other depositories as the board of directors may select, or as may be selected by any officer or officers, agent or agents of the Corporation to whom such power may from time to time be given by the board of directors.

Section 4 Checks, Drafts, Etc. All withdrawals, expenditures, notes, drafts, acceptances, checks and endorsements or other evidences of indebtedness shall be signed by at least one officer, or in such other manner as the board of directors from time to time may determine by resolution. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories will be made by the Chairman or Secretary or by any officer or agent who may be designated by resolution of the board of directors in such manner as such resolution may provide.

Section 5 Gifts. The board of directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.

ARTICLE VII

INDEMNIFICATION

Section 1 Officer, Director, Employee and Agent Indemnification. Each person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereinafter, a "proceeding" and including without limitation, a proceeding brought by or on behalf of the Corporation itself), by reason that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, where 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, partner, employee, agent, trustee or administrator, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Act 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 the Act permitted the Corporation to provide prior to such amendment) against all expense, liability and loss (including attorneys' fees, judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to serve in the capacity that initially entitled such person to indemnification hereunder and shall inure to the benefit of his heirs, executors and administrators; provided, however, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors.

The right to indemnification conferred in Section 1 of this Article VII shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, if the Act so requires, the payment of expenses incurred by a director, officer, employee or agent in his capacity as such (and not in any other capacity in which service was or is rendered by such person while a director, officer, employee or agent including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined that such person is not entitled to be indemnified under this Section or otherwise.

Section 2 Right of Claimant to Bring Suit. If a claim under Section 1 of this Article VII is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its board of directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the Act, nor an actual determination by the Corporation (including its board of directors or independent legal counsel) that the claimant has not met the applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 3 Nonexclusivity of Rights. The right to indemnification and the advancement and payment of expenses conferred in this Article VII shall not be exclusive of any other right which any person may have or hereafter acquire under any law (common or statutory), the Articles of Incorporation, these Bylaws, any agreement, the vote of disinterested directors, or otherwise.

Section 4 Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any person who is or was serving as a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against and incurred by that person in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the Act.

Section 5 Savings Clause. If this Article VII or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless each director, officer, employee and agent of the Corporation, as to costs, charges and expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative to the full extent permitted by any applicable portion of this Article VII that shall not have been invalidated and to the full extent permitted by applicable law.

ARTICLE VIII

GENERAL PROVISIONS

Section 1 Corporate Seal. The corporate seal, if any, shall be in such form as shall be approved from time to time by the board of directors.

Section 2 Fiscal Year. The fiscal year of the Corporation shall be established from time to time by resolution of the board of directors.

Section 3 Notice; Waiver of Notice. Unless otherwise provided herein, whenever any notice is required to be given under the Act, the Articles of Incorporation, or these Bylaws, it may be communicated in person (unless written notice is specifically required by the Act, the Articles of

Incorporation, or these Bylaws), by telephone, teletype or other form of wire or wireless communication, or by facsimile transmission; or by mail or private carrier. Written notice is effective at the earliest of the following: (a) when received; (b) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed with postage thereon prepaid and correctly addressed; (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (d) if mailed with less than first class postage, thirty (30) days after it is deposited in the United States mail, as evidenced by the postmark or otherwise, if mailed with postage thereon prepaid and correctly addressed. A director may waive notice otherwise required by the Act, the Articles of Incorporation, or these Bylaws, before or after the date and time stated in such notice, by delivery of a written waiver of such notice signed by such director to the Corporation for filing or inclusion with the minutes or corporate records, or, to the extent provided by the Act, by attendance at the meeting to which such notice relates.

Section 4 Amendment to Bylaws. These Bylaws may be amended only if approved by the following: (a) by a majority of the directors in office at the time the amendment is adopted; or (b) by the members entitled to vote thereon, by two-thirds (2/3) of the votes cast or a majority of the votes entitled to be cast, whichever is less provided, however, that at least five (5) days notice in writing shall be given of the intention to amend the Bylaws at meetings of the directors or voting members; and provided further that such notice shall contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

Section 5 Books and Records. The Corporation shall keep a copy of the following records at the Corporation's principal office:

- (a) Its Articles of Incorporation or restated Articles of Incorporation and all amendments to them currently in effect.
- (b) Its Bylaws or restated Bylaws and all amendments to them currently in effect.
- (c) Resolutions adopted by the board of directors relating to the number or classification of directors or to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members.
- (d) The agendas and minutes of all meetings of the board of directors, and records of all actions taken by the board of directors without a meeting pursuant to the Act for the past three years.
- (e) All written communications to members generally within the past three (3) years, and the financial statements, if any, that have been furnished or would have been required to be furnished to a member upon demand under §55A-16-20 of the Act, during the past three years.
- (f) A list of the names and business addresses of its current directors and officers.

The Corporation shall make such records available during normal business hours to the members upon reasonable written request.

Section 6 Gender. As used in these Bylaws, the masculine gender shall be deemed to include the feminine and the feminine the masculine.