

Ratified by unanimous consent of the Board, 22 February 2017.

#### Article I – Purposes

1. The purposes for which the Corporation is formed are those set forth in its Certificate of Incorporation, as from time to time amended. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Non Profit Corporation Laws of the State of Delaware. No substantial part of the activities of the Corporation shall involve attempting to influence legislation. The Corporation shall not directly or indirectly participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
2. The Corporation may lease, and, by gift, devise, or purchase, own and operate real estate for the Corporate purposes; and the Corporation may also solicit donations and accept money or personal property in aid of its purposes and to maintain the same.

#### Article II – Basic Policies

1. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.
2. The name of the Corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purposes of the Corporation.

#### Article III – Membership and Dues

1. Any individual who subscribes to the purposes and basic policies of the Corporation may become a Member of the Corporation subject only to compliance with the provisions of the Certificate of Incorporation and the Bylaws.
2. Each Member of the Corporation shall pay annual dues to the Corporation in an amount determined by the Corporation's Board of Directors from time to time. The board shall endeavor to keep the required amount as low as practicable.
3. Persons may become Members at any time. Membership shall last for one year from the date that dues are electronically transmitted or postmarked, whichever is earlier. Members must be in good standing on or before the "Record Date" for any election or any other matter which the Board of Directors may decide to put to the membership for a vote. The Board of Directors shall set the "Record Date" for any election or vote. The Record Date for any election or vote shall take place no more than sixty (60) days and no fewer than thirty (30) days prior to the last day of the voting period. Both the Record Date and the date(s) of

any voting period shall be publicized at least fourteen (14) days prior to the Record Date.

4. Only Members in good standing with the Corporation shall be eligible to serve in any of its elective positions.

#### Article IV – Meetings of Members

1. *Annual Meetings.* An annual meeting of the Members may be held on a date determined by the Board of Directors.

Written notice of each annual meeting signed by the President or the Secretary, or by such other person or persons as the Directors shall designate, shall be given to each Member entitled to vote thereat either personally or by mail or other means of written communication, charges prepaid, addressed to such Member at the address appearing on the books of the Corporation or given to the Corporation for the purpose of notice. An electronic address shall qualify as a Member's address, when the member has consented to such electronic notice. If a Member gives no address, notice shall be deemed to have been given if sent by mail or other means of written communication addressed to the place where the Resident Agent of the Corporation is situated, or if published at least once in some newspaper of general circulation in the county in which said Resident Agent is located. All such notices shall be sent to each Member entitled thereto not less than ten (10) nor more than sixty (60) calendar days before each annual meeting, and shall specify the place, the date and the hour of such meeting, and the means of remote communication by which members and proxy holders may be deemed present in person and vote at such meeting. Any Member may waive notice of any meeting either before, during or after the meeting.

2. *Place of Meetings.* All annual meetings of Members and all other meetings of Members shall be held at any place or places within or without the State of Delaware which may be designated either by the President of the Corporation or the Board of Directors. The Board of Directors may, in its sole discretion, determine that any meeting shall not be held at any place, but may instead be held solely by means of remote communication.

Subject to such guidelines and procedures as the Board of Directors may adopt, Members and proxyholders not physically present at a meeting of Members may, by means of remote communication, participate in a meeting of Members and be deemed present in person and vote at a meeting of Members, whether such meeting is to be held at a designated place or solely by means of remote communication. The Corporation shall adopt procedures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a Member or proxyholder and to provide such Members and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings.

The corporation shall maintain records of votes or other actions taken at the meeting by means of remote communication.

3. *Special Meeting.* Special meetings of the Members, for any purpose or purposes whatsoever, may be called at any time by the President, Vice President (if any) or by a majority of the Board of Directors. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of Members. Notices of any special meeting shall specify, in addition to the place or means of remote communication, the date and hour of such meetings and the purpose or purposes for which the meeting is called.
4. *Adjourned Meetings and Notice Thereof.* Any Members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Members, which are either present in person or represented by proxy thereat, but in the absence of a quorum no other business may be transacted at any such meeting.

Other than by announcement at the meeting at which such adjournment is taken, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. However, when any Members meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

5. *Entry of Notice.* Whenever any member entitled to vote has been absent from any meeting of Members, whether annual or special, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such meeting was given to such Members, as required by law and the Bylaws of the Corporation.
6. *Voting.* At all meetings of Members, every Member in good standing shall have the right to vote, in person or by proxy, on each matter to come before the meeting. Cumulative voting shall be allowed. Such vote shall be by ballot.
7. *Quorum.* The presence in person or by proxy of a majority of the Members, including by remote communication, shall constitute a quorum for the transaction of business. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.
8. *Consent of Absentees.* The transactions of any meeting of Members, either annual or special, however called and noticed, shall be as valid as though a meeting had been duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the Members entitled to vote, not present in person or by proxy, sign a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Corporate records or made a part of the minutes of the meeting.

9. *Proxies.* Every person entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such person or the duly authorized agent and filed with the Secretary of the Corporation. However, no such proxy shall be valid after the expiration of three (3) years from the date of its execution, unless the Member executing it specifies therein the length of time for which such proxy is to continue in force, which in no case shall exceed five (5) years from the date of its execution. A person entitled to vote or execute consents may authorize another person or persons to act for such Member as proxy by transmitting or authorizing an electronic transmission to the person who will be the holder of the proxy, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Member. If it is determined that such electronic transmissions are valid, the persons making that determination shall specify the information upon which they relied.
10. *Action Without a Meeting.*  
Any action which may be taken by the vote of Members at a meeting may be taken without a meeting if authorized by the written consent of Members holding at least a majority of the voting power; provided:
- That if any greater proportion of voting power is required for such action at a meeting, then such greater proportion of written consents shall be required;
  - That this general provision for action by written consent shall not supersede any specific provision for action by written consent contained in Title 8 of the Delaware Code; and
  - In no instance where action is authorized by written consent need a meeting of Members be called or noticed.

#### Article V – Directors

1. *Powers.* Subject to the limitations of the Certificate of Incorporation, of the Bylaws, and the provisions of Title 8 of the Delaware Code as to action to be authorized or approved by the Members, and subject to the duties of Directors as prescribed by the Bylaws, the business and affairs of the Corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:
- First. To select and remove all Officers, Agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Certificate of Incorporation or the Bylaws, fix their compensation, and require from them security for faithful service.
- Second. To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations therefore not inconsistent with law, with the Certificate of Incorporation or the Bylaws, as they may deem best.
- Third. To fix and locate from time to time one or more offices of the Corporation within or without the State of Delaware; to designate any

place within or without the State of Delaware for the holdings of any Members' meeting or meetings; and to adopt, make and use a Corporate seal, and to alter the form of such seal from time to time, as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.

Fourth. To appoint standing committees and other committees, and to delegate to the standing committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation.

2. *Number and Qualification of Directors.* The authorized number of Directors of the Corporation shall be at least one (1) and fewer than twelve (12) members. The number of Directors may be increased or decreased by a duly adopted resolution of the Board of Directors. Directors must be 18 years old at the time they are elected. Candidates for a position as a Director may not offer an incentive for a vote (whether monetary or another sort of consideration, including creative works). A member of the Board shall not be eligible to stand as a candidate for election until the year following the expiration of their term. The Board may from time to time adopt other qualifications for elective positions.
3. *Election and Term of Office.* At least two (2) Directors shall be elected yearly, and if the Board has nine (9) or more Directors, at least three of the Directors shall be elected yearly. The election may be held at an annual meeting of Members, or the Directors may be elected by written consent; provided, however, that, if such consent is less than unanimous, all of the directorships to which directors could be elected at an annual meeting held at the effective time of such action are vacant and are filled by such action. If, at the time set for an election, the number of declared candidates is equal to the number of open directorships, and notice is given to Members, then consent to the candidates' election may be deemed given unless any Member objects. All Directors shall hold office until their respective successors are elected.
4. *Vacancies.* Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director. Directors so elected shall hold office until their successors are elected at an annual election. In cases in which a Director is appointed or elected to fill a vacancy due to death, resignation or removal, the new Director will hold office for the remainder of the former Director's term, and the Board may specify procedures for identifying such slots in subsequent elections. A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased, or if the Members, at any annual or special meeting of Members at which any Director or Directors are elected, fail to elect the full authorized number of Directors to be voted for at that meeting, or if the original Incorporators shall fail to designate the total authorized number of Directors for the initial Board of Directors.
5. *Place of Meeting.* Regular meetings of the Board of Directors shall be held at any place within or without the State of Delaware which has been designated from

- time to time by resolution of the Board or by written consent of all members of the Board. Special meetings of the Board may be held at a place so designated.
6. *Post-Election Meeting.* Immediately following each election, the Board of Directors shall hold a regular meeting for the purpose of organization, election of Officers, and the transaction of other business. Notice of such meetings is hereby dispensed with.
  7. *Special Meetings.* Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, or, if absent or unable or refuses to act, by any Vice President or by any two (2) Directors. Written notice of the time and place of special meetings shall be delivered personally to the Directors or sent to each Director by written communication, charges prepaid, addressed to the address shown upon the records of the Corporation, or if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. An electronic address shall qualify as a Member's address, when the Director has consented to such electronic notice. In case the notice is mailed, it shall be deposited in the United States mail at least three days before the meeting. If the notice is sent by an overnight express service, it must be sent at least one day before the meeting. If the notice is personally delivered or sent by facsimile machine, it shall be so delivered at least twenty-four (24) hours before the meeting. Such mailing or delivery as above provided shall be due, legal and personal notice to such Director. Notice of a meeting need not be given to any Director who submits a Waiver of Notice, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to said Director.
  8. *Notice of Adjournment.* Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place were fixed at the meeting adjourned.
  9. *Entry of Notice.* Whenever any Director has been absent from any special meeting of the Board of Directors, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such special meeting was given to such Director, as required by law and the Bylaws of the Corporation.
  10. *Waiver of Notice.* The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though a meeting had been duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present sign a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Corporate records or made a part of the minutes of the meeting.
  11. *Action Without a Meeting.* Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent thereto is signed by all the members of the

- Board of or such committee. Such written consent shall be filed with the minutes of the proceedings of the Board or committee.
12. *Quorum.* A majority of the total number of Directors shall be necessary to constitute a quorum for the transactions of business, except to adjourn as hereinafter provided. Every act or decision made by a majority of the Directors present at a meeting fully held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Certificate of Incorporation.
  13. *Adjournment.* A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated day and hour. However, in the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until time fixed for the next regular meeting of the Board.
  14. *Fees and Compensations.* Directors shall not receive any stated salary for their services as Directors, but by resolution of the Board, expenses of attendance may be allowed for physical attendance at each meeting. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity as an Officer, Agent, employee or otherwise, and receiving the compensation therefrom.
  15. *Removal.* A) Any Director may be removed from office, with or without cause, by a vote of the majority of Members at a meeting duly called for that purpose at any time. B) A director may be removed, with or without cause, at a meeting of the Board of Directors by a two-thirds majority vote of the directors then in office. C) In the case of a removal under provision (B) above, such removal action may only be taken at a meeting of the Board of Directors for which written notice of the removal purpose is submitted to the Secretary at least two weeks in advance, so as to allow it to be sent out with the agenda and announcements, and for which this written notice of purpose is included in the notice provided for in Section 5.7 of these By-Laws.
  16. *Telephonic meetings.* At any meeting held pursuant to these Bylaws, Directors may participate by means of a telephone conference or similar method of communication by which all persons participating in the meeting can hear each other. Participating in such a meeting constitutes presence in person at the meeting.

#### Article VI – Officers

1. *Officers.* The Officers of the Corporation shall be a President, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as may be appointed in accordance with the provisions of Section 3 of this Article. Officers other than the Chairman of the Board need not be Directors. One person may hold two or more offices.

2. *Election.* The Officers of this Corporation, except such Officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by the Board of Directors and each shall hold office until resigning or being removed or otherwise disqualified to serve until a successor shall be elected and qualified.
3. *Subordinate Officers, etc.* The Board of Directors may appoint such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.
4. *Removal and Resignation.* Any Officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board.  
Any Officer may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the Corporation. Any 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.
5. *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.
6. *Chairperson of the Board.* The Chairperson of the Board shall preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors or prescribed by the Bylaws.
7. *President.* Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, the President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and Officers of the Corporation. The President shall preside at all meetings of the Members, and in the absence of the Chairman of the Board, at all meetings of the Board of Directors. The President shall have the general powers and duties of management usually vested in the Office of a President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.
8. *Vice President.* In the absence or disability of the President, the Vice President or Vice Presidents, if any, in order of their rank as fixed by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws.

9. *Secretary.* The Secretary shall keep, or cause to be kept, a book of minutes at the registered office of all meetings of Directors and Members, setting forth the time and place of each meeting, whether the meeting is regular or special, and if special, how authorized, the manner by which notice was given, the names of those present, the number of members present or represented at Members' meetings and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the registered office in this state certified copies of the Certificate of Incorporation and the Bylaws, both with all amendments.

The Secretary shall give, or cause to be given, notice of all the meetings of the Members and of the Board of Directors required by the Bylaws or by law to be given, and shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

10. *Treasurer.* The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all times be open to inspection by any Director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with 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 of Directors, shall render to the President and Directors, whenever they request it, an account of all of transactions of such an office, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

#### Article VII – Perpetual Existence

This Corporation shall have perpetual existence.

#### Article VIII – Miscellaneous

1. *Inspection of Corporate Records.* Members shall have the right to inspect such Corporate records at such times and based upon such limitations of rights as may be set forth in Title 8, Section 220 of the Delaware Code from time to time.
2. *Checks, Drafts, etc.* All checks drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

3. *Annual Report.* The Board of Directors of the Corporation may cause an annual report to be made available to the Members not later than one hundred twenty (120) days after the close of the fiscal or calendar year.
4. *Contracts and Their Execution.* The Board of Directors, except as in the Bylaws otherwise provided, may authorize any Officer or Officers, Agent or Agents to enter into any contract, deed or lease or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, Agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.
5. *Inspection of Bylaws.* The Corporation shall keep in its registered office the original or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Members at all reasonable times during office hours.

#### Article IX – Amendments

1. *Power of Members.* New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of two-thirds (2/3) of the Members of the Corporation or by the written assent of such Members.
2. *Power of Directors.* Subject to the right of Members as provided in Section 1 of this Article IX to adopt, amend or repeal Bylaws,
  - 2.1. The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of this corporation where necessary by a two-thirds majority vote.
  - 2.2. The Board will not approve any such alteration, amendment, or repeal that would adversely impact the rights of any class of members unless such alteration, amendment, or repeal shall first have received the approval of two-thirds (2/3) of the members of such class.
  - 2.3. Proposed amendments must be submitted to the Secretary at least two weeks in advance of the Board meeting where the board will vote on these amendments, so as to allow it to be sent out with the agenda and announcements.
  - 2.4. No modifications to these bylaws or any policies impacting an election shall affect any elections taking place with ninety (90) days of such modification.

#### Article X – Corporate Seal

The seal of the Corporation shall bear the name of the corporation, the year of its organization and the words "CORPORATE SEAL, DELAWARE" or "OFFICIAL CORPORATE SEAL, DELAWARE". The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto. The seal on any Corporate obligation for the payment of money may be a facsimile, or, in the alternative, engraved or printed.

#### Article XI – Indemnification

1. This Corporation does hereby indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the Corporation, by reason of the fact that the person is or was a Director, Officer, Agent or employee of this Corporation, or is or was serving at the request of this Corporation as director, officer, agent or employee of another corporation, against expenses, including attorneys' fees, judgment, fines and amounts paid in settlement actually and reasonably incurred by said person in connection with the action, suit or proceeding if the same acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of this Corporation, and, with respect to a criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which reasonably believed to be in or not opposed to the best interest of the Corporation, and that, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
  
2. This Corporation does hereby indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of this Corporation to procure a judgment in its favor by reason of the fact that said person is or was a Director, Officer, Agent or employee of this Corporation, or is or was serving at the request of this Corporation as director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by him in connection with the defense or settlement of the actions or suit if acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of this Corporation. Indemnification may not be made for any claim issue or matter as to which such a person has been adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom, to be liable to this Corporation or for amounts paid in settlement to this Corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.
  
3. To the extent that a Director, Officer, Agent or employee of this Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in sections 1 and 2, or in defense of any claim, issue or matter therein, said person must be indemnified by this Corporation against expenses, including attorneys' fees, actually and reasonably incurred by the same in connection with the defense.
  
4. Any indemnification under sections 1 and 2, unless ordered by a court or advanced pursuant to section 4 below, must be made by this Corporation only as authorized in the specific case upon a determination that indemnification of the

Director, Officer, Agent or employee is proper in the circumstances. The determination must be made:

By majority vote of the Members;

By the Board of Directors by majority vote of a quorum consisting of Directors who were not parties to the act, suit or proceeding;

If a quorum consisting of directors who were not parties to the act, suit or proceeding cannot be obtained, by independent legal counsel in a written opinion.

5. The expenses of Officers and Directors incurred in defending a civil or criminal action, suit or proceeding shall be paid by this Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the Director or Officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that said person is not entitled to be indemnified by this Corporation. The provisions of this subsection do not affect any rights to advancement of expenses to which Corporate personnel other than Directors or Officers may be entitled under any contract or otherwise by law.
6. The indemnification and advancement of expenses authorized in or ordered by a court pursuant to this Article: does not eliminate or limit the liability of a director:
  - 6.1.a. for any breach of the director's duty or loyalty to the corporation or its Members;
  - 6.1.b. for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
  - 6.1.c. under Title 8, Section 174 of the Delaware Code.
  - 6.1.d. for any transaction from which the director derived an improper personal benefit; or
  - 6.1.e. for any act or omission occurring prior to the date when these bylaws become effective.

6.2 Does not exclude any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation or any Bylaw, agreement, vote of Members or disinterested Directors or otherwise, for either an action in official capacity or an action in another capacity while holding office, except that indemnification, unless ordered by a court pursuant to Section 2 above or for the advancement of expenses made pursuant to Section 5 above, may not be made to or on behalf of any director or officer if a final adjudication establishes that acts or omissions involved intentional misconduct, fraud or a knowing violation of the law and was material to the cause of action. Continues for a person who has ceased to be a Director, Officer, Agent or employee and inures to the benefit of the heirs, executors and administrators of such a person.

Alex Tischer  
Secretary of the Board