

**BYLAWS  
OF  
THE SIMULATION INTEROPERABILITY STANDARDS ORGANIZATION, INC.  
(A FLORIDA NOT-FOR-PROFIT ORGANIZATION)**

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**ARTICLE I  
Meeting of Members**

**Section 1. Annual Meetings:** After the calendar year during which the Corporation is incorporated, the annual meeting of the members of the Corporation for the election of Directors and for the transaction of such other business as may properly come before the meeting, shall held in conjunction with the organization's Fall or Spring Workshops. If the annual meeting of members is not held as herein described, the election of Directors may be held at any meeting thereafter called pursuant to these Bylaws.

**Section 2. Special Meetings:** Special meetings of the members, except where otherwise provided by law or these Bylaws, may be called to be held at any time by the Board of Directors or by the Chairman of the Board (if one is elected by the Board of Directors) or by the President, or in the absence of the President, by a Vice President, and shall be called by the President or by the Secretary at the request in writing of a majority of the Board of Directors or at the request in writing of members holding at least one tenth the entire number of votes. Any such members' request shall state the purpose or purposes of the proposed meeting.

**Section 3. Place of Annual and Special Meetings:** Meetings of members may be called to be held at any place within or without the State of Florida.

**Section 4. Participation in Annual and Special Meetings:** Members shall be deemed present at a meeting of such Board or committee if participating by means of a conference telephone, similar communications equipment, or another form of electronic communications, by virtue of which all persons attending the meeting can participate and interact with one another at the same time.

**Section 5. Notice of Annual Meeting and Special Meetings:** Notice of each annual meeting and of each special meeting of members shall be given to each member not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by received mail, by received electronic mail, or by first class mail, with postage prepaid. In the case of a special meeting, the notice shall state the purpose or purposes for which the same

is to be held. If mailed, the notice shall be addressed to the member at his address as it appears on the record of members of the Corporation, unless he shall have filed with the Secretary of the Corporation a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.

**Section 6. Quorum:** At each meeting of the members of the Corporation, except where otherwise provided by law or these Bylaws, a quorum shall consist of members holding not less than a majority of the aggregate potential votes of the members, entitled to vote, either in person or by proxy, and a majority in amount of such quorum shall decide any question that may come before the meeting. If, however, such majority in amount of the voting members shall not be present or represented at any meeting of the members, the members entitled to vote who are present in person or by proxy shall have power to adjourn the meeting from time to time, without further notice other than announcement at the meeting, until the requisite number of votes shall be present in person or by proxy, at which time any business may be transacted which might otherwise have been transacted at the meeting as originally called.

**Section 7. Qualification of Voters:** At each meeting of members, each member whose name appears on the membership list of the Corporation shall be entitled to one vote at the meeting and standing in his name on the books of the Corporation. The Directors may, by resolution, fix a day not less than ten (10), nor more than sixty (60), days prior to the day of holding any meeting of members as the day as of which members entitled to notice of and to vote at such meeting shall be determined; and only members on the membership list on such day shall be entitled to notice of and to vote at such meeting.

**Section 8. Voting:** Upon the demand of any member entitled to vote at a meeting, the vote for the election of Directors and the vote upon any question before the meeting shall be by ballot. A member may vote either in person or by proxy appointed by an instrument in writing subscribed by such member or his duly authorized attorney and delivered to the Secretary of the meeting.

**Section 9. Waiver of Notice:** Whenever under any provision of these Bylaws or any applicable law, notice is required to be given to any member, a waiver thereof in writing signed by the member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when the member attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**Section 10. Action by Members Without Meeting:** Any action which may be taken at any annual or special meeting of members may, to the extent in conformance with applicable law, be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, shall be signed and delivered to the Secretary by all the members having not less than the minimum number of votes that would be necessary to authorize such action at a meeting at which all shares entitled to vote thereon

were present and voted. Within ten (10) days after obtaining such authorization, notice summarizing the material features of the authorized action shall be given to those members, if any, who have not consented in writing thereto.

## **ARTICLE II**

### **Directors**

**Section 1. Directors and Terms of Office:** Unless otherwise required by the Articles of Incorporation, Florida Statutes, or other applicable law, the Board of Directors shall consist of not less than three (3) nor more than eleven (11) persons, all of whom shall be over eighteen years of age and at least a majority of whom shall be citizens of the United States.

The exact number of directors may be fixed, increased, or decreased by a resolution duly adopted by the members or the Board of Directors; provided, however, that any decrease in the number of directors that otherwise would shorten the term of any Director then incumbent shall not take effect as to that Director's seat until the expiration of his or her term or his or her earlier resignation, removal, or death. The directors shall be elected for a one-year term, ending upon the date of the next annual meeting of the membership, but shall hold office until their successors are elected or appointed and have qualified, or until their earlier resignation, removal, or death. Whenever required by law, or deemed necessary or appropriate by the Board of Directors, the Board of Directors by resolution may specify reasonable qualifications of directors for election to any seat or all seats on the Board.

**Section 2. Election of Directors:** The Directors of the Corporation shall be elected at the annual meeting of the members or at any meeting of the members held in lieu of such annual meeting, which meeting, for the purposes of these Bylaws, shall be deemed the annual meeting. The election shall be decided by a majority vote of the members present in person or by proxy and entitled to vote.

**Section 3. Removal of Directors:** Any Director may be removed from office at any time with or without cause by the affirmative vote of majority of the members then entitled to vote at an election of directors.

**Section 4. Vacancies:** In the event of a vacancy occurring on the Board of Directors, the remaining Directors, by affirmative vote of a majority thereof, whether or not constituting a quorum, may fill such vacancy for the unexpired term. If at any time the number of Directors shall be increased, the additional Directors to be elected may be elected by the Directors then in office by the affirmative vote of a majority thereof at a regular meeting or at a special meeting called for that purpose, to serve until the next election of Directors.

**Section 5. Compensation:** The Directors, as such, shall not receive any stated salaries for their services, but, by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall preclude any Director from serving the Corporation in any other capacity and receiving compensation for such services.

**Section 6. First Meeting of Newly Elected Directors:** The annual meeting of the newly elected Board of Directors, for the purposes of organization and any other business then duly taken up, shall be held immediately after the annual meeting of members, provided a majority of the Directors then elected be present and that any action taken at such meeting shall be by a majority vote of the whole Board. If a majority of the members elected shall not be present at that time, or if the Directors shall fail to elect officers because of a failure to obtain a majority vote of the whole Board, the said first meeting of the Board shall then be held within thirty (30) days after the annual meeting of members upon three (3) days notice in writing to each member elected, stating the time, place, and object of such meeting.

**Section 7. Regular Meetings of Directors:** Regular meetings of the Board of Directors may be held at any place or places within or without the State of Florida, on such days and at such hours as the Board of Directors may, by resolution, appoint.

**Section 8. Notice of Regular Meetings of Directors:** No notice shall be required to be given of any regular meeting of the Board of Directors.

**Section 9. Special Meetings of Directors:** Special meetings of the Board of Directors may be called at any time by the Chairman of the Board (if one has been elected by the Board of Directors), the President, or any two (2) members of the Board and may be held at any place or places within or without the State of Florida and at any time.

**Section 10. Notice of Special Meeting of Directors:** Notice of each special meeting of the Board of Directors, stating the time, place, and purpose or purposes thereof, shall be given by the Chairman of the Board (if one has been elected) or by the President, Secretary, or any two (2) members of the Board to each member of the Board not less than three (3) days by mail or one (1) day by telephone, e-mail, telefacsimile, or telegraph. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except when a Director states at the beginning of the meeting an objection to the transaction of business on the ground that the meeting is not lawfully called or convened. Special meetings of the Board of Directors may also be held at any place and time without notice, by unanimous consent of all the members or provided that all the members are present at such meetings.

**Section 11. Quorum:** At any meeting of the Board of Directors, a majority of the whole Board shall constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 12. Action by Directors Without Meetings:** To the extent authorized or permitted by applicable law, the Board of Directors or any committee thereof, upon compliance with applicable conditions and upon obtaining the written approval or consent of all Directors for the action taken or authorized, which approval or consent shall be kept in the Corporation's Minute Book, may, without holding a meeting, giving notice, or taking a vote, take any action required or permitted to be taken at a meeting.

**Section 13. Participation of Directors by Means of Communication Equipment:** Members of the Board of Directors, or of any duly appointed committee thereof, shall be deemed present at a meeting of such Board or committee if participating by means of a conference telephone, similar communications equipment, or another form of electronic communications, by virtue of which all persons attending the meeting can participate and interact with one another at the same time.

**Section 14. Chairman, Vice-Chairman, and Secretary:** The Board of Directors may by resolution elect from the members of the Board of Directors a Chairman to preside at meetings of the Board of Directors and of members, to coordinate the activities and responsibilities of the Board and to take such other action as is necessary on behalf of the Board, including without limitation receiving recommendations of any committees of the Board and nominations of members to serve on such committees. The Board of Directors may also elect a Vice Chairman to serve in the absence of the Chairman and to assist him in the performance of his duties. The Chairman and Vice Chairman shall be entitled to receive such compensation, if any, as may be approved by the Board of Directors for serving in such positions. The Board of Directors may also elect a Secretary to serve as the record keeper, taking and maintaining minutes of the meetings, lists of action items, and rosters of attendees. The Secretary is also responsible for coordinating mailing of meeting minutes, papers, and drafts to the committee.

**Section 15. Term of Board of Directors' Chairman, Vice-Chairman, and Secretary:** The term of the Chairman, Vice-Chairman and Secretary of the Board shall be twelve months. These officers shall be chosen during at the same meeting when Directors are elected.

## **ARTICLE III**

### **Committees of the Board of Directors**

**Section 1. Creation:** The Board of Directors may, at any time and from time to time, by resolution create and establish one or more committees of the Board. Each committee shall have and may exercise such powers and authority of the Board of Directors as are delegated to and conferred upon it in the resolution or resolutions of the Board creating and establishing said committee and governing its operations, subject, however, to and in all respects consistent

with the Corporation's Articles of Incorporation and By-laws and applicable law, all as from time to time amended and in effect. Unless otherwise required by law, no committee shall have the authority of the Board of Directors with respect to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or executive officer of the Corporation; amending the Articles of Incorporation; adopting or approving a plan of merger or plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it, him, or her by law.

**Section 2. Membership:** The members of each committee of the Board shall be appointed by, and shall serve at the pleasure of, the Board of Directors. Any member of any committee may be removed from said committee, but not from the Board of Directors, by the Board.

**Section 3. Executive Committee of the Board of Directors:** The Board of Directors may by resolution establish and create an Executive Committee of the Board of Directors to consist of not less than three (3) Directors of the Corporation. If a Director has been elected and is serving as Chairman of the Board of Directors, he or she shall also be a member of the Executive Committee of the Board of Directors, if one has been established. Unless otherwise expressly provided by the resolution establishing such committee, the Executive Committee of the Board of Directors shall have, and may exercise at any time and from time to time between meetings or actions by written consent of the Board of Directors, all powers and authority of the Board of Directors, subject only to the limitations set forth in Section 1 of this Article III. The Executive Committee of the Board of Directors shall keep minutes of its meetings and actions and shall regularly report thereon to the full Board of Directors.

**Section 4. Audit Committee:** The Board of Directors may establish and create the Audit Committee to consist of three (3) or more Directors of the Corporation, at least one of whom shall not be an officer of the Corporation. Meetings of this committee (during such periods as it has been created) shall be held at least twice each calendar year or more frequently as deemed necessary for the proper discharge of its duties. The duties and responsibilities of the Audit Committee shall be (a) to make a recommendation to the Board of Directors on selection of independent auditors of the Corporation, including audit scope and fee arrangement; (b) to review all reports of accountants employed by the Corporation to make independent examinations and audits; (c) to meet with the independent auditors of the Corporation to review all completed audits, including recommendations contained therein, and year-end financial statements prior to release, a portion of such review with independent auditors to be held with no officers of the Corporation, including audit scope and fee

arrangement; (b) to review all reports of accountants employed by the Corporation to make independent examinations and audits; (c) to meet with the independent auditors of the Corporation to review all completed audits, including recommendations contained therein, and year-end financial statements prior to release, a portion of such review with independent auditors to be held with no officers of the Corporation present; (d) to review the Corporation's accounting principles, policies and practices and its financial reporting policies and practices; (e) to review with the Treasurer the adequacy of the Corporation's accounting, financial and operating controls; and (f) such additional duties and responsibilities as may be assigned to it by the Board of Directors from time to time. The Committee may inquire into and review such additional matters and information as the committee shall deem necessary or appropriate to carry out its responsibilities. The Committee shall keep minutes of its meetings and action and shall report thereon to the full Board of Directors.

**Section 5. Term of Office:** Each member of the committee shall continue as such until the meeting of the Board of Directors first following the next annual meeting of the members and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof, or until his earlier resignation, removal, or death.

**Section 6. Chairman:** One member of each committee may be appointed as chairman thereof by the Board of Directors or, if not so appointed, by the members of such committee.

**Section 7. Vacancies:** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 8. Quorum:** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 9. Rules:** Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with any applicable rules adopted by the Board of Directors. Unless and until any such rules inconsistent therewith are adopted, the provisions of Sections 7 through 9, and Section 12, and 13 of Article II shall apply to all committees of the Board of Directors.

## **ARTICLE IV**

### **Officers**

**Section 1. Officers Enumerated:** The officers of the Corporation shall be a President, Secretary, and a Treasurer, and in addition, but at the discretion of the Board of Directors, may include an Executive Vice President, one or more Vice Presidents, and other officers and assistants, all of whom shall be elected annually by the Board of Directors at their first meeting held after the annual meeting of members. The Chairman of the Board and the President shall be elected from among the Directors. Any person may hold more than one office and any combination of offices and titles approved or designated by the Board of Directors. Any officer may also be an Assistant Secretary or an Assistant Treasurer.

**Section 2. Other Offices and Committees:** The Board may appoint such committees and the members thereof as it shall determine, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

**Section 3. Term of Office:** The officers of the Corporation shall be elected for a term ending upon the date of the next annual meeting of the Board of Directors, but shall hold office until their successors are elected and have qualified, or until their earlier resignation, removal or death. Any officer may be removed with or without cause at any time by the affirmative vote of a majority of the Board of Directors at any duly called regular or special meeting of the Board of Directors.

**Section 4. The President:** The President shall be the chief executive officer of the Corporation. If no Chairman of the Board has been elected, or in the absence of the duly elected Chairman of the Board, the President shall preside at all meetings of the members and of the Board of Directors, except where otherwise provided by law or these Bylaws; he shall have the general powers and duties of supervision and management of the Corporation which usually pertain to his office; and shall perform all such other duties as are properly required of him by the Board of Directors.

**Section 5. The Vice President:** If the Board of Directors elects one or more Vice Presidents or an Executive Vice President, each Vice President shall have such powers and perform such duties as usually pertain to such office or as are properly required of him by the Board of Directors. In the absence or disability of the President, the Executive Vice President, if any, or the Vice Presidents, in order of their seniority, shall perform the duties and exercise the powers of the President.

**Section 6. The Secretary:** The Secretary shall issue notices of all meetings of members and Directors where notices of such meetings are required by law or these Bylaws. He shall keep the minutes of meetings of members and of the Board of Directors; he shall

have charge of the seal and corporate books and shall sign such instruments as require his signature; and he shall perform such other duties as usually pertain to his office or as are properly required of him by the Board of Directors.

**Section 7. The Treasurer:** The Treasurer shall have the care and custody of all the monies and securities of the Corporation. He shall enter in books of the Corporation to be kept by him for that purpose full and accurate accounts of all monies received by him and paid by him on account of the Corporation; he shall sign such instruments as require his signature and shall perform such other duties as usually pertain to his office or as are properly required of him by the Board of Directors. He shall give the Corporation a bond, if required by the Board of Directors, in a sum and with one or more sureties satisfactory to the Corporation, for the faithful performance of his duties and the restoration to the Corporation, in case of his death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property in his possession or under his control belonging to the Corporation.

**Section 8. Assistant Secretaries, Assistant Treasurers, and other Assistant Officers:** The above assistant officers may exercise, subject to supervision by the officer for whom they act as assistants, except as otherwise provided for by the Board of Directors, the powers and duties that pertain to such offices respectively and any such other powers and duties which may be delegated to them.

**Section 9. Delegation of Duties:** In case of the absence or inability of any officer to act in his place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any Director or other person whom it may select.

**Section 10. Vacancies:** Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

**Section 11. Compensation:** The salaries and other compensation of all officers shall be fixed by the Board of Directors from time to time. No director and no executive officer of the Corporation, including its President, Secretary, Treasurer, and Vice Presidents shall participate, either directly or indirectly in the commission of any person selling or negotiating the sale of any security issued or proposed to be issued by the Corporation.

## ARTICLE V

### Membership

**Section 1. Classes of Membership:** The corporation shall have one class of members, and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

**Section 2. Qualifications:** Any individual or organization that agrees to be bound by the articles of incorporation of this corporation, by these bylaws, and by such rules and regulations as the directors may from time to time adopt, is eligible for membership in this corporation.

**Section 3. Admission to Membership:** The directors shall from time to time prescribe the form and manner in which application may be made for membership. Admission to membership shall be by the affirmative vote of a majority of the Board of Directors. The corporation shall maintain a membership book with the names and addresses of all members in alphabetical order.

**Section 4. Property Rights:** No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this corporation, nor shall any of such property or assets be distributed to any member on its dissolution or winding up.

**Section 5. Liability of Members:** No member of this corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

**Section 6. Transfer, Termination and Reinstatement:** Membership in this corporation is nontransferable. Membership shall terminate on the resignation or death of a member. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

**Section 7. Certificates of Membership:** The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be of such form as may be determined by the board. Such certificates shall be signed by the president or vice president or by the secretary or an assistant secretary and shall be sealed with the seal of the corporation. All certificate evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed a new certificate may be issued to replace it on such terms and conditions as the board of directors may determine.

**Section 8. Issuance of Certificates:** If the board of directors shall have provided for the issuance of certificates of membership under the provisions of Section 7 of this Article, then, when a person has been elected to membership, such a certificate shall be issued in the name of and delivered to the new member by the secretary.

## **ARTICLE VI**

### **Finances**

**Section 1. Finances:** The funds of the Corporation shall be deposited in its name with such bank or banks, trust company or trust companies, as the Board of Directors may from time to time designate. All checks, notes, drafts, and other negotiable instruments of the Corporation shall be signed by such officer or officers, agent or agents, employee or employees, as the Board of Directors may, from time to time, by resolution determine. No officers, agents, or employees of the Corporation, either singly or together, shall have power to make any check, note, draft, or other negotiable instrument in the name of the Corporation or to bind the Corporation thereby, except as in this Article provided.

## **ARTICLE VII**

### **Notices**

Whenever the provisions of the laws of the State of Florida or the Articles of Incorporation or Bylaws of this Corporation require notice to be given to any member, Director, or officer, such provision shall not be construed, unless the context otherwise requires, to mean personal notice; unless specifically required by statute, such notice may be given in writing by depositing the same in a post office or letter box, in a postpaid sealed wrapper, addressed to such member, Director, or officer at his or her address as the same appears upon the books of the Corporation, and the time when the same shall be mailed shall be deemed to be the time of the giving of such notice. Such notice may also be given by prepaid telegram or courier or delivery service, by telefacsimile or by telephone.

## **ARTICLE VIII**

### **Inspectors of Elections**

At any members' meeting or any adjournment thereof, one or more inspectors of election may be appointed to act at such meeting by the Chairman, or the proctor if one is appointed.

The inspectors shall determine the number of members, the number of members represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies for such members; they shall receive votes, ballots, or consents, and shall hear and determine all challenges and questions in any way arising in connection with the right to vote at such meeting; and they shall count and tabulate all votes or consents, determine the results, and perform such further services as may be proper to insure fairness to all members. The

decision, act, or certificate of a majority of the inspectors is effective in all respects as the decision, act, or certificate of all.

On request of the Chairman of any meeting or of any member or his proxy, the inspectors shall make a report in writing of any challenge on matters determined by them and shall execute a certificate of any fact found by them. Any report or certificate made by any such inspector shall be *prima facie* evidence of the facts stated therein.

## **ARTICLE IX**

### **Amendments**

**Section 1. Amendments by Members:** These Bylaws may be amended, altered, or repealed, in whole or in part, by the affirmative vote of a majority of the members of the Corporation entitled to vote, and represented either in person or by proxy at any annual meeting of the members, or at any special meeting of the members when such proposed action has been incorporated in the notice of the meeting or referred to in a waiver of notice.

**Section 2. Amendments by Directors:** These Bylaws may also be amended, altered, or repealed, in whole or in part, by the unanimous consent of the entire Board of Directors, expressed in writing, or by a majority of the entire Board of Directors at any regular or special meeting of the Board where such proposed action has been incorporated in the notice of the meeting or referred to in a waiver of such notice.

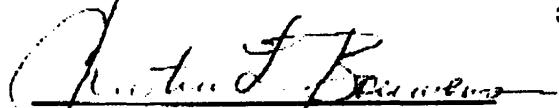
## **ARTICLE X**

### **General**

**Section 1. Construction and Severability:** Nothing in these Bylaws is intended to conflict with, violate, or contravene applicable law, or the Corporation's Articles of Incorporation, as such law and Articles are now or may hereafter be in effect, and these Bylaws shall in all respects be interpreted, construed, and applied in a manner consistent with said law and Articles. In the event that a court or tribunal of competent jurisdiction determines that any provision of these Bylaws is invalid, void, unenforceable, or inconsistent with or in violation of applicable law or the Corporation's Articles of Incorporation, both as now and as they may hereafter be in effect, such provision shall be severed and deemed to be deleted herefrom and of no further force or effect, but all other provisions of these Bylaws shall to the greatest extent possible survive, remain unaffected, and continue in full force and effect, all as if the severed provision had never been a part hereof.

**Section 2. Gender and Number:** Unless the context otherwise requires, the masculine pronoun as used herein shall be construed to include the feminine as well, and use of the singular shall not be construed to exclude the plural or the plural to exclude the singular.

IN WITNESS WHEREOF, I hereby certify that the foregoing were adopted as the original Bylaws of the Corporation in the Organizational Action of the Board of Directors by Unanimous Written Consent dated July, 1997, 1997.

A handwritten signature in black ink, appearing to read "Arthur F. Brown".

Secretary