

AMENDED AND RESTATED
BY-LAWS OF
W.C. AND A.N. MILLER DEVELOPMENT COMPANY

As of January 26, 2013

AMENDED AND RESTATED

BY-LAWS

OF

W.C. AND A.N. MILLER DEVELOPMENT COMPANY

ARTICLE I – OFFICES

The principal office of the Corporation in the state of Delaware shall be located in the City of Wilmington, County of New Castle. The Corporation also shall have a principal executive office in the State of Maryland, and may maintain offices at such other places, both within and without the State of Delaware, as the board of directors of the Corporation (the “Board of Directors”) may from time to time appoint or the business of the Corporation may require.

ARTICLE II – SEAL

The Corporation seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words “CORPORATE SEAL, DELAWARE.”

ARTICLE III – MEETING OF STOCKHOLDERS

Section 1 – Annual Meeting:

The annual meeting of the stockholders of the Corporation shall be held within seven (7) months after the close of the fiscal year of the Corporation, for the purpose of electing directors, and transacting such other business as may properly come before the meeting.

Section 2 – Special Meetings:

Special meetings of the stockholders may be called at any time by the Board of Directors, the Chairman of the Board or by the Chief Executive Officer, and shall be called by the Chief Executive Officer or the Secretary at the written request of stockholders holding of record a majority of the entire capital stock of the Corporation then issued and outstanding and entitled to vote.

Section 3 – Place of Meeting:

Meetings of stockholders of the Corporation shall be held at any place, within or outside the State of Delaware, determined by the Board of Directors. Unless otherwise determined by the Board of Directors, stockholders’ meetings shall be held at the Corporation’s principal executive

office in the State of Maryland or at such other places as shall be designated in the notices or waivers of notices of such meetings.

Section 4 – Notice of Meetings:

(a) Written notice of each meeting of stockholders, whether annual or special, stating the place, date and hour of the meeting shall be delivered either personally or by mail, postage pre-paid, by or at the direction of the Chief Executive Officer, the Secretary, or the officer or other persons calling the meeting, not less than ten (10) nor more than sixty (60) days before the meeting, to each stockholder of record entitled to vote at such meeting, and to any other stockholder to whom the giving of notice may be required by law. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called, and shall indicate the name of the person or persons calling the meeting. If, at any meeting, action is proposed to be taken that would, if taken, entitle stockholders to receive payment for their shares pursuant to the Delaware General Corporation Law, as now or hereinafter in effect (the “DGCL”), the notice of such meeting shall include a statement of that purpose and to that effect. If mailed, such notice shall be directed to each such stockholder at his or her address, as it appears on the stockholders records of the Corporation, unless a stockholder shall have previously filed with the Secretary of the Corporation a written request that notices intended for him or her be mailed to some other address, in which case, it shall be mailed to the address designated in such request.

(b) Notice of any meeting need not be given to any person who may become a stockholder of record after the mailing of such notice and prior to the meeting, or to any stockholder who attends such meeting, in person or by proxy, or to any stockholder who, in person or by proxy, submits a signed waiver of notice either before or after such meeting. Notice of any adjourned meeting of the stockholders need not be given, unless otherwise required by statute.

(c) A complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, with the residence of each, and number of voting shares held by each, shall be prepared by the Secretary and available at the Corporation’s principal office, at least ten (10) days prior to the meeting and shall at all times from then until the meeting, during the usual hours of business, and during the whole time of said meeting, be open to the examination of any stockholder. The list shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be examined by any stockholder who is present.

(d) Business transacted at all special meetings shall be limited to the objects stated in the call or notice.

Section 5 – Quorum:

(a) Except as otherwise provided herein, or by statute, or in the Certificate of Incorporation (the Certificate of which and any amendments thereof being hereinafter collectively referred to as the “Articles of Incorporation”), at all meetings of stockholders of the Corporation, the presence at the commencement of such meetings in person or by proxy of stockholders holding of record a majority of the entire capital stock of the Corporation then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any

business. The withdrawal of any stockholder after the commencement of a meeting shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.

(b) Despite the absence of a quorum at any annual or special meeting of the stockholders, the stockholders present may, by a majority of the votes cast by those entitled to vote thereon, adjourn the meeting. At any adjourned meeting at which a quorum becomes present within twenty-four (24) hours following such adjournment, the meeting may be resumed and any business may be transacted which might have been transacted at the meeting as originally called if a quorum had been present.

(c) Meetings of the stockholders shall be presided over by the Chairman of the Board, or in his or her absence by the Vice Chairman of the Board, or in the absence of the foregoing persons by the Chief Executive Officer, or in the absence of the foregoing persons by a chairman designated by the Board of Directors, or in the absence of such designation by a chairman chosen at the meeting.

Section 6 – Voting:

(a) Except as otherwise provided by statute, the Articles of Incorporation or the By-Laws, any corporate action by the stockholders shall be authorized by a majority of votes cast at a meeting of stockholders at which a quorum is present by the holders of shares entitled to vote thereon. The vote for directors, and upon the demand of any stockholder, the vote upon any question before the meeting, shall be by written ballot.

(b) Except as otherwise provided by statute or by the Articles of Incorporation, at each meeting of stockholders, each holder of record of shares of the Corporation entitled to vote thereat, shall be entitled to one vote for each share of capital stock held by such stockholder which has voting power upon the matter in question.

(c) Each stockholder entitled to vote at a meeting or to express consent or dissent to a corporate action without a meeting, may do so by proxy; provided, however, that the instrument authorizing such proxy to act shall have been executed in writing by the stockholder or by his or her attorney-in-fact thereunto duly authorized in writing. No proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of the Corporation.

(d) Any resolution in writing, signed by the holders of at least eighty percent (80%) of the outstanding shares of capital stock entitled to vote thereon, shall be and constitute action by such stockholders to the effect therein expressed, with the same force and effect as if the same had been duly passed at a duly called meeting of stockholders and such resolution so signed shall be inserted in the minute book of the Corporation under its proper date. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing or by electronic transmission and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for such meeting had been the date that written consents signed by a sufficient

number of stockholders to take action were delivered to the Corporation as provided in DGCL Section 228(e).

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Number, Election and Term of Office:

(a) The number of the directors of the Corporation shall be no less than five (5) but no more than eleven (11), unless and until otherwise determined by vote of the majority of the entire Board of Directors. Notwithstanding the foregoing, the number of directors shall not be less than three (3) unless all of the outstanding shares are owned beneficially and of record by less than three (3) stockholders in which event the number of directors shall not be less than the number of stockholders.

(b) Except as may otherwise be provided herein or in the Articles of Incorporation, the members of the Board of Directors, who need not be stockholders, shall be elected by a majority of the votes cast at a meeting of stockholders, by the holders of shares entitled to vote in the election.

(c) Each director shall hold office until the annual meeting of the stockholders next succeeding his or her election, and until his or her successor is elected and qualified, or until his or her prior death, resignation or removal.

Section 2 – Duties and Powers:

The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Corporation, and may exercise all powers of the Corporation, except as are in the Articles of Incorporation or by statute expressly conferred upon or reserved to the stockholders.

Sections 3 – Annual and Regular Meetings; Notice:

(a) The Board of Directors shall meet within thirty (30) days of the annual stockholders meeting for the purposes of organization, governance of the Corporation or otherwise in accordance with the duties and powers prescribed in Section 2 of this Article IV and such meeting shall transpire at the place and time as shall be fixed by the vote of the stockholders at their annual meeting, or at a place and time as shall be fixed by the consent in writing of all the directors.

(b) Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his or her absence by the Vice Chairman of the Board, or in the absence of the foregoing persons by the Chief Executive Officer, or in the absence of the foregoing persons by a chairman designated by the Board of Directors, or in the absence of such designation by a chairman chosen at the meeting.

Section 4 – Other Regularly Held Meetings and Special Meetings; Notice and Procedures:

- (a) The Board of Directors may provide by resolution for the holding of regularly held quarterly or monthly meetings of the Board of Directors, and may fix the time and place and means thereof.
- (b) Each director shall provide, at the beginning of his or her term, a preferred address for receiving electronic mail (e-mail), a preferred U.S. postal service address and a preferred telephone number and shall be responsible for providing updates to any changes in such information. Such information will be maintained by the Secretary and such information will be used for all notices and other director communications.
- (c) Special meetings of the Board of Directors shall be held whenever called by the Chairman of the Board, Vice Chairman of the Board or Chief Executive Officer at such time and place or by such means as may be specified in the respective notices or waivers of notice thereof.
- (d) Notice of any meeting supplementary to the annual meeting of the Board of Directors, whether regularly or specially held, shall be given to each director by means of electronic information to the e-mail address provided by the director or by writing to the postal address provided by the director. Notice of any such meetings must be delivered two (2) business days in advance of the date of any such special meeting.
- (e) Directors are responsible to reply with confirmation to such notices by e-mail at the time the notice is received. In the event that confirmation of the special meeting notice is not received from a given director, then the Chairman of the Board, Vice Chairman of the Board, or Secretary or Chairman of the Board's designate shall assume responsibility to also make notification by telephone to the telephone number provided by the director.

Section 5 – Place of Meetings:

The directors may hold their meeting and have one or more offices, and keep the books of the Corporation, except the original or duplicate stock ledger, outside of Delaware, at the office of the Corporation in the State of Maryland, or at such other places or by such means as they may from time to time determine.

Section 6 – Quorum and Adjournments:

- (a) At all meetings of the Board of Directors, the presence of a majority of the entire Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws.
- (b) A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

(c) Unless otherwise restricted by the Articles of Incorporation or these By-Laws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 7 – Manner of Acting:

(a) At all meetings of the Board of Directors, each director present shall have one vote, irrespective of the number of shares of stock, if any, which he or she may hold.

(b) Except as otherwise provided by statute, by the Articles of Incorporation, or by these By-Laws, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any action authorized, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board of Directors.

Section 8 – Vacancies:

Any vacancy in the Board of Directors occurring by reason of the death, resignation, disqualification, removal (unless a vacancy created by the removal of a director by the stockholders shall be filled by the stockholders at the meeting at which the removal was effected) or inability to act of any director, or otherwise, shall be filled for the unexpired portion of the term by a majority vote of the remaining directors, though less than a quorum, at any regular meeting or special meeting of the Board of Directors called for that purpose.

Section 9 – Resignation:

Any director may resign at any time by giving written notice to the Board of Directors, the Chairman of the Board, Vice Chairman of the Board, the Chief Executive Officer or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 10 – Removal:

Any director may be removed with or without cause at any time by stockholders holding of record a majority of the entire capital stock of the Corporation then issued and outstanding and entitled to vote at an election of directors.

Section 11 – Compensation:

Directors shall be fairly compensated for their services, as such. The Board of Directors shall determine compensation, taking into account attendance at each regular or special meeting of the

Board of Directors and attendance and work on standing or special committees; provided, however, that nothing therein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving separate compensation therefor.

Section 12 – Contracts:

(a) No contract or other transaction between this Corporation and any other corporation shall be impaired, affected or invalidated, nor shall any director be liable in any way by reason of the fact that any one or more of the directors of this Corporation are interested in, or are directors or officers of such other corporation, provided that such facts are disclosed or made known to the Board of Directors.

(b) Any director, personally and individually, may be a party to or may be interested in any contract or transaction of this Corporation, and no director shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Board of Directors, and provided that the Board of Directors shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such interested director) of a majority of a quorum, notwithstanding the presence of any such director at the meeting at which such action is taken. Such director or directors may be counted in determining the presence of a quorum at such meeting. This Section 12 shall not be construed to impair or invalidate or in any way affect any contract or other transaction which would otherwise be valid under the law (common, statutory or otherwise) applicable thereto.

Section 13 – Committees:

The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may from time to time designate from among its members such committees, and alternate members thereof, as they deem desirable, each consisting of two or more members, with such powers and authority (to the extent permitted by law) as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board of Directors. Such committee may meet at stated times, or on notice to all by any of their own number. During the intervals between meetings of the Board of Directors, each committee shall advise with and aid the affairs of the Corporation in all matters concerning its interests and the management of its business, and generally perform such duties and exercise such powers as may be directed or delegated by the Board of Directors from time to time.

ARTICLE V – OFFICERS

Section 1 – Number, Qualifications, Election and Term of Office:

(a) The officers of the Corporation shall consist of a Chairman of the Board, a Vice Chairman of the Board, a Chief Executive Officer, and a Secretary/Treasurer. The offices of Chief Executive Officer and of Secretary/Treasurer may be, but are not required to be, held by directors of the Corporation. None of these offices may be held by the same person.

(b) The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board of Directors following the annual meeting of the stockholders.

(c) Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his or her election, and until his or her successor shall have been elected and qualified or until his or her prior death, resignation or removal.

(d) The Board of Directors may appoint such other officers and agents as it shall deem necessary, 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. Any two or more of such appointed offices may be held by one person, including any of the persons holding the offices of Chairman of the Board, Vice Chairman of the Board, Chief Executive Officer and Secretary/Treasurer.

(e) The Chairman of the Board and Vice Chairman of the Board shall be directors of the Corporation.

Section 2 – Resignation:

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, the Chairman of the Board, Vice Chairman of the Board, the Chief Executive Officer or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3 – Removal:

Any officer may be removed, either with or without cause, and a successor elected by an affirmative vote of the majority of the Board of Directors at any regular or special meeting of the Board of Directors.

Section 4 – Vacancies:

A vacancy in any office of the Corporation by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by the Board of Directors.

Section 5 – Duties of Officers:

Officers of the Corporation shall, unless otherwise provided by the Board of Directors, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in these By-Laws, or may from time to time be specifically conferred or imposed by the Board of Directors.

Section 6 – Compensation:

The Board of Directors shall determine by resolution a Compensation Committee comprised of members of the Board of Directors. The compensation of the Chief Executive Officer of the Corporation shall be recommended by such Compensation Committee and approved by majority vote of the directors in accordance with procedures as specified in this Article V.

Section 7 – Shares of Other Corporations:

Whenever the Corporation is the holder of shares of any other corporation, any right or power of the Corporation as such stockholder (including the attendance, acting and voting at stockholders' meetings and execution of waivers, consents, proxies or other instruments) may be exercised on behalf of the Corporation by the Chief Executive Officer, any officer holding the office of Vice President or higher, or such other person as the Board of Directors may authorize.

Section 8 – Duties of Officers May be Delegated:

The Board of Directors may from time to time delegate the powers or duties of any officer to any other officer or agent, notwithstanding any provision hereof.

ARTICLE VI – INDEMNIFICATION

Section 1 – Indemnification of Directors and Officers in Third Party Proceedings:

Subject to the other provisions of this Article VI, the Corporation shall indemnify, to the fullest extent permitted by the DGCL, as now or hereinafter in effect, 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 (a "Proceeding") (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such Proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

Section 2 – Indemnification of Directors and Officers in Actions by or in the Right of the Corporation:

Subject to the other provisions of this Article VI, the Corporation shall indemnify, to the fullest extent permitted by the DGCL, as now or hereinafter in effect, 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 the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 3 – Successful Defense:

To the extent that a present or former director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding described in Section 1 or Section 2 of this Article VI, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4 – Indemnification of Others:

Subject to the other provisions of this Article VI, the Corporation shall have power to indemnify its employees and agents to the extent not prohibited by the DGCL or other applicable law. The Board of Directors shall have the power to delegate to such person or persons the determination of whether employees or agents shall be indemnified.

Section 5 – Advanced Payment of Expenses:

Expenses (including attorneys' fees) incurred by an officer or director of the Corporation in defending any Proceeding shall be paid by the Corporation in advance of the final disposition of such Proceeding upon receipt of a written request therefor (together with documentation reasonably evidencing such expenses) and an undertaking by or on behalf of the person to repay such amounts if it shall ultimately be determined that the person is not entitled to be indemnified under this Article VI or the DGCL. Such expenses (including attorneys' fees) incurred by former directors and officers or other employees and agents may be so paid upon such terms and conditions, if any, as the Corporation deems appropriate. The right to advancement of expenses shall not apply to any Proceeding for which indemnity is excluded pursuant to these By-Laws,

but shall apply to any Proceeding referenced in Section 6(b) or 6(c) of this Article VI prior to a determination that the person is not entitled to be indemnified by the Corporation.

Section 6 – Limitation on Indemnification:

Subject to the requirements in Section 3 of this Article VI and the DGCL, the Corporation shall not be obligated to indemnify any person pursuant to this Article VI in connection with any Proceeding (or any part of any Proceeding):

- (a) for which payment has actually been made to or on behalf of such person under any statute, insurance policy, indemnity provision, vote or otherwise, except with respect to any excess beyond the amount paid;
- (b) for an accounting or disgorgement of profits pursuant to Section 16(b) of the Securities Exchange Act of 1934, as amended, or similar provisions of federal, state or local statutory law or common law, if such person is held liable therefor (including pursuant to any settlement arrangements);
- (c) for any reimbursement of the Corporation by such person of any bonus or other incentive-based or equity-based compensation or of any profits realized by such person from the sale of securities of the Corporation, as required in each case under the Securities Exchange Act of 1934, as amended (including any such reimbursements that arise from an accounting restatement of the Corporation pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 (the “Sarbanes-Oxley Act”), or the payment to the Corporation of profits arising from the purchase and sale by such person of securities in violation of Section 306 of the Sarbanes-Oxley Act), if such person is held liable therefor (including pursuant to any settlement arrangements);
- (d) initiated by such person, including any Proceeding (or any part of any Proceeding) initiated by such person against the Corporation or its directors, officers, employees, agents or other indemnitees, unless (a) the Board of Directors authorized the Proceeding (or the relevant part of the Proceeding) prior to its initiation, (b) the Corporation provides the indemnification, in its sole discretion, pursuant to the powers vested in the Corporation under applicable law, (c) otherwise required to be made under Section 7 of this Article VI or (d) otherwise required by applicable law; or
- (e) if prohibited by applicable law.

Section 7 – Determination; Claim:

If a claim for indemnification or advancement of expenses under this Article VI is not paid by the Corporation or on its behalf within 90 days after receipt by the Corporation of a written request therefor, the claimant shall be entitled to an adjudication by a court of competent jurisdiction of his or her entitlement to such indemnification or advancement of expenses. To the extent not prohibited by law, the Corporation shall indemnify such person against all expenses actually and reasonably incurred by such person in connection with any action for indemnification or advancement of expenses from the Corporation under this Article VI, to the extent such person is successful in such action, and, if requested by such person, shall advance

such expenses to such person, subject to the provisions of Section 5 of this Article VI. In any such suit, the Corporation shall, to the fullest extent not prohibited by law, have the burden of proving that the claimant is not entitled to the requested indemnification or advancement of expenses.

Section 8 – Non-Exclusivity of Rights:

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation or any statute, bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. The Corporation is specifically authorized to enter into individual contracts with any or all of its directors, officers, employees or agents respecting indemnification and advancement of expenses, to the fullest extent not prohibited by the DGCL or other applicable law.

Section 9 – Insurance:

The Corporation may purchase and maintain insurance on behalf of any person who 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, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of the DGCL.

Section 10 – Survival:

The rights to indemnification and advancement of expenses conferred by this Article VI shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 11 – Effect of Repeal or Modification:

Any amendment, alteration or repeal of this Article VI shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to such amendment, alteration or repeal.

Section 12 – Certain Definitions:

For purposes of this Article VI, references to the "Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is

or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article VI with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued. For purposes of this Article VI, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the Corporation” shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Corporation” as referred to in this Article VI.

ARTICLE VII – SHARES OF STOCK

Section 1 – Certificate of Stock:

- (a) The certificates representing shares of stock in the Corporation shall be in such form as shall be adopted by the Board of Directors, and shall be numbered and registered in the order issued. They shall bear the holder’s name and the number of shares, and shall be signed by any two (2) officers of the Corporation, and may bear the corporate seal.
- (b) No certificate representing shares shall be issued until the full amount of consideration therefore has been paid, except as otherwise permitted by law.
- (c) The Board of Directors may authorize the issuance of certificates for fractions of a share which shall entitle the holder to exercise voting rights, receive dividends and participate in liquidating distributions, in proportion to the fractional holdings; or it may authorize the payment in cash of the fair value of fractions of a share as of the time when those entitled to receive such fractions are determined; or it may authorize the issuance, subject to such conditions as may be permitted by law, of scrip in registered or bearer form over the signature of an officer or agent of the Corporation, exchangeable as therein provided for full shares, but such script shall not entitle the holder to any rights of a stockholder, except as therein provided.

Section 2 – Lost or Destroyed Certificates:

The holder of any certificate representing shares of the Corporation shall immediately notify the Corporation of any loss or destruction of the certificate representing the same. The Corporation may issue a new certificate in the place of any certificate theretofore issued by it, alleged to have been lost or destroyed. On production of such evidence of loss or destruction as the Board of Directors in its discretion may require, the Board of Directors may, in its discretion require the owner of the lost or destroyed certificate, or his or her other legal representatives, to give the Corporation a bond in such sum as the Board of Directors may direct, and with such surety or sureties as may be satisfactory to the Board of Directors, to indemnify the Corporation against any claims, loss, liability or damage it may suffer on account of the issuance of the new

certificate. A new certificate may be issued without requiring any such evidence or bond when, in the judgment of the Board of Directors, it is proper so to do.

Section 3 – Transfers of Shares:

(a) Transfers of shares of the Corporation shall be made on the share records of the Corporation only by the holder of record thereof, in person or by his or her duly authorized attorney-in-fact, upon surrender for cancellation of the certificate or certificates representing such shares, with an assignment or power of transfer endorsed thereon or delivered therewith duly executed, with such proof of authenticity of the signature and of authority to transfer and of payment of transfer taxes as the Corporation or its agents may require.

(b) The Corporation shall be entitled to treat the holder of record of any share or shares as the absolute owner thereof for all purposes and, accordingly, shall not be bound to recognize any legal, equitable or other claim to, or interest in, such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

Section 4 – Record Date:

In lieu of closing the share records of the Corporation, the Board of Directors may fix, in advance, a date not exceeding sixty (60) days, nor less than ten (10) days, as the record date of the determination of stockholders entitled to receive notice of, or to vote at, any meeting of the stockholders; the record date in the case of determination of stockholders entitled to express consent to any proposal without a meeting, shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board of Directors; the record date in the case of determination of stockholders for the purpose of determining stockholders entitled to receive payment of any dividends, or allotment of any rights, or for the purpose of any other action, shall not be more than sixty (60) days prior to such other action. If no record date is fixed, the record date for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, the close of business on the day next preceding the day on which the meeting is held; the record date for the determination of stockholders entitled to express consent to corporate action in writing without a meeting when no prior action of the Board of Directors is required by law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation in accordance with applicable law, or, if prior action by the Board of Directors is required by law, shall be the at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action; the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the resolution of the Board of Directors relating thereto is adopted. When a determination of stockholders of record entitled to notice of or to vote any meeting of stockholders has been made as provided for herein, such determination shall apply to any adjournment thereof, unless the directors fix a new record date for the adjourned meeting.

ARTICLE VIII – DIRECTORS’ ANNUAL STATEMENT

The Board of Directors shall present at each annual meeting, and when called for by vote of the stockholders at any special meeting of the stockholders, a full and clear statement of the business and condition of the Corporation.

ARTICLE IX – NOTICES

Whenever under the provisions of these By-Laws notice is required to be given to any director, officer or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail. Notice, if mailed, is given when deposited in the United States mail, postage prepaid, directed to the director, officer or stockholder at such person’s address as it appears on the Corporation’s records. An affidavit of the Secretary of the Corporation or of the transfer agent or other agent of the Corporation that the notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein. Whenever notice is required to be given under any provision of the DGCL, the Articles of Incorporation or these By-Laws, a written waiver, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders need be specified in any written waiver of notice or any waiver by electronic transmission unless so required by the Articles of Incorporation or these By-Laws.

ARTICLE X – CHECKS

All checks or demands for money and notes of the Corporation shall be signed by such persons, officer or officers as the Board of Directors may from time to time designate.

ARTICLE XI – FISCAL YEAR

The fiscal year of the Corporation shall be October 1 through September 30.

ARTICLE XII – DIVIDENDS

The Board of Directors, subject to any restrictions in the Articles of Incorporation or applicable law, may declare and pay dividends upon the shares of the Corporation’s capital stock at any regular or special meeting. Before payment of any dividend or making any distribution of profits, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the Board of Directors from time to time, in their absolute discretion, think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purpose as the directors shall

think conducive to the interests of the Corporation, and the Board of Directors may modify or abolish any such reserve in the manner in which it was created.

ARTICLE XIII – INSPECTION OF CORPORATE RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of all meetings of stockholders and directors. Additionally, a record shall be kept at the principal executive office of the Corporation, giving the names and addresses of all stockholders, and the number and class or classes of shares held by each. Any person who is a holder of a voting trust certificate or who is the holder of record of outstanding voting shares of the Corporation shall have the right to examine and copy, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, the books and records of account of the Corporation, the minutes, and the record of stockholders. On the written request of any stockholder, the Corporation shall mail to such stockholder within thirty (30) days after receipt of such request, a balance sheet as of the close of its latest fiscal year and a profit and loss statement for such fiscal year. If such request is received by the Corporation before such financial statements are available for its latest fiscal year, the Corporation shall mail such financial statements within thirty (30) days after they become available, but in any event within ninety (90) days after the close of its latest fiscal year.

ARTICLES XIV – AMENDMENTS

Section 1 – By Stockholders:

All By-Laws of the Corporation shall be subject to alteration or repeal, and new By-Laws may be made, by stockholders holding of record a majority of the entire capital stock of the Corporation then issued and outstanding and entitled to vote in the election of directors.

Section 2 – By Directors:

The Board of Directors shall have the power to make, adopt, alter, amend and repeal, from time to time, By-Laws of the Corporation; provided, however, that the stockholders entitled to vote with respect thereto as in this Article XIV above-provided may alter, amend or repeal By-Laws made by the Board of Directors, except that the Board of Directors shall have no power to change the quorum for meetings of stockholders or of the Board of Directors, or to change any provisions of the By-Laws with respect to the removal of directors or the filling of vacancies in the Board of Directors resulting from the removal by the stockholders. If any By-Laws regulating an impending election of directors is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of stockholders for the election of directors, the By-Laws so adopted, amended or repealed, together with a concise statement of the changes made.

IN WITNESS WHEREOF, the undersigned certifies the foregoing Amended and Restated By-Laws have been adopted as the By-Laws of the Corporation, in accordance with the requirements of the Delaware Corporation Law.

Date: January 26, 2013

Patricia R. Emory, Secretary