

BYLAWS
OF
ODCEM, INC.
(A Delaware Non-Stock Non-Profit Corporation)

ARTICLE I
DESCRIPTION

The name of the corporation is “ODCEM, Inc.” (the “Corporation”). The Corporation has been organized pursuant to the Delaware General Corporation Law as a non-stock, not-for-profit corporation.

ARTICLE II
MEMBERSHIP

The Corporation will have no members.

ARTICLE III
PURPOSES

Section 1. *Specific Purposes:* The purposes for which the Corporation has been formed and will operate are as set out in its Certificate of Incorporation.

Section 2. *General Powers:* Subject to the purposes referred to in Section 1 of this Article III, the Corporation will have the following general powers:

(a) To establish and maintain an office or offices, to engage staff, to arrange for the provision of goods and to engage professional management, administrative and other services to be provided by individuals and entities, all in furtherance of the Corporation’s purposes and the activities incidental thereto;

(b) To solicit and to receive contributions, grants and other assistance and support from public and private sources for the furtherance of the Corporation’s purposes; and

(c) To lawfully do everything necessary, suitable or proper for the attainment of any of the Corporation’s purposes, and to have, enjoy and exercise any and all rights, powers, privileges and exemptions that are now or may hereafter be conferred upon a non-stock not-for-profit corporation by the Delaware General Corporation Law, and the laws of any other jurisdiction in which it conducts its activities.

Section 3. *Limitations:* The Corporation has not been formed for pecuniary profit or financial gain. No part of the net earnings of the Corporation will be distributable to or

inure to the benefit of any director, officer, employee or other individual, except that the Corporation will be authorized to pay reasonable compensation for services rendered and to make other payments in furtherance of its purposes. No substantial part of the activities of the Corporation will be the carrying out of propaganda or otherwise attempting to influence legislation, and the Corporation will not participate or intervene in (including the publishing or distribution of statements regarding) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation will not carry on any activity not permitted to be carried on: (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, (or the corresponding provision of any future federal tax laws of the United States) (the "Code"), or (ii) by a corporation contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), or Section 2522(a)(2) of the Code.

Section 4. *Dissolution:* Upon the dissolution, final liquidation or winding up of the Corporation, the assets of the Corporation will, after paying or making provision for the payment of all of the liabilities of the Corporation, be distributed: (i) in a manner permitted to be distributed by organizations qualified as exempt organizations under Section 501(c)(3) of the Code and (ii) in accordance with the purposes of the Corporation.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. *General Powers:* The activities and affairs of the Corporation will be managed by the board of directors, which will be known and is referred to in these Bylaws as the "board of directors" or "board"; the board of directors will have control of the funds, securities and other property of the Corporation.

Section 2. *Number:* There may be no fewer than three (3) directors, the number to be fixed from time to time by the vote of the entire board of directors as provided by these Bylaws.

Section 3. *Election and Term of Office:* The directors will be elected at the annual meeting of the board of directors by a majority of directors then in office and qualified to vote. Each director will hold office until the next annual meeting of the board (or until his or her successor has been duly elected and qualified), or until his or her prior death, resignation or removal as provided in these Bylaws.

Section 4. *Quorum:* At all meetings of the board of directors, a quorum will consist of a majority of the entire board.

Section 5. *Newly Created Director Positions and Vacancies:* Newly created director positions resulting from an increase in the size of the entire board and vacancies in the board resulting from death, resignation, or removal of any director may be filled at any annual meeting of the board of directors or, if that purpose is stated in the notice of the meeting, at any other meeting of the board, by a vote of a majority of the directors then in office even if no quorum is present. Any director elected to fill a vacancy resulting from resignation, death, or

removal of a director will be elected to hold office for the unexpired term of his or her predecessor.

Section 6. *Meetings:* The board of directors will hold an annual meeting for the election of directors and officers, and for any other proper business on such date and at such place as may be fixed by the board. Notice of the annual meeting of the board must be given to each director by mailing or delivering the notice to him or her not less than ten (10) nor more than sixty (60) days prior to such meeting at the last address furnished by him or her to the Corporation. Regular meetings may be held at such time and place as the board may determine. Notice, if any, of regular meetings must be given in the manner determined by the board. The board will also hold a special meeting whenever such a meeting is called: (i) by the President or (ii) by the Secretary upon the written demand of a majority of the directors then in office. Special meetings of the board will be held at such time and place as may be fixed by whichever of the President or the Secretary (upon demand as described above) called the meeting. Notice of special meeting must be given to each director by delivering personally to him or her at least 24 hours prior to the meeting, or by mailing the notice to him or her at least seven (7) days prior to the meeting at the last address furnished by him or her to the Corporation. Notice of special meetings must state the purpose(s) for which the meeting is being called. Any meeting of the board of directors at which all the members are present in person, or of which notice has been given in accordance with these Bylaws or has been duly waived by all absentees before or after the meeting, will be valid for all purposes provided a quorum be present. At all meetings of the board, each director will be entitled to one vote. That vote must be made in person rather than by proxy. The vote of a majority of the board present at the time of a vote, if a quorum is present at the time, will be the act of the board except as required by Section 8 of this Article IV.

Section 7. *Resignation:* Any director may resign at any time by written notice delivered in person or sent by mail to the President, the Secretary or the board. Any such resignation will take effect at the time specified in the notice or, if not so specified, then immediately upon receipt. Unless specifically requested, acceptance of any such resignation will not be necessary for its effectiveness.

Section 8. *Removal:* Except as provided by law, any director may be removed from office at any time, with or without cause, by the vote of two-thirds (2/3) of the directors then in office.

Section 9. *Compensation:* Directors will serve in that capacity without compensation, although the board of directors may provide for reimbursement of the expenses of directors. Nothing contained in these Bylaws, however, will prohibit any director from receiving compensation, subject to Section 3 of Article III and Article VII of these Bylaws, for serving the Corporation in a capacity other than director if so provided by the board.

Section 10. *Unanimous Consent of Directors in Lieu of Meeting:* Any action required or permitted to be taken at any meeting of the board of directors or any committee may be taken without a meeting if all of the members of the board or committee, as the case may be, consent to the adoption of a resolution authorizing such action in writing(s) or by electronic transmission(s). The resolution and the related writing(s) or electronic transmission(s) granting consent by the members of the board or committee must be filed with the minutes of the

proceedings of the board or committee. Such filing shall be in paper form if the minutes are maintained in paper form, and shall be in electronic form if the minutes are maintained in electronic form.

Section 11. *Remote Attendance of Meetings:* Members of the board of directors or any committee may participate in a meeting of the board or committee, as the case may be, by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another; such participation in a meeting will constitute presence in person at such meeting.

Section 12. *Committees of the Board:* Except as otherwise provided in the Bylaws, the board of directors may by resolution of the majority of the entire board designate from among its members an executive committee and other standing and ad hoc committees, each of which shall consist of three (3) or more directors who shall serve at the pleasure of the board. Each such committee will have such power and authority, and be subject to such restrictions, as may be determined by the board of directors, except that no such committee shall have the power to (a) fill vacancies in the board or in any committee, (b) fix compensation of directors, (c) amend or repeal any resolution of the Board that by its terms shall not be so amended or repealed, or (d) adopt, amend or repeal bylaws. Each committee will maintain minutes of its proceedings and report to the board of directors as required by the board. For each committee, a quorum will consist of a majority of the persons then serving on that committee.

ARTICLE V

OFFICERS

Section 1. *Election:* The officers of the Corporation will be a President, one or more Vice Presidents, a Secretary and a Treasurer, and may also include a Chairman (or Chairwoman as appropriate). The officers will be elected by the board of directors at its annual meeting and will hold office until the next annual meeting (or until their respective successors have been duly elected and qualified), or until their prior death, resignation or removal as provided in these Bylaws. The board of directors may elect one or more additional officers and one or more assistants to any of the officers or additional officers, who will serve for such terms and, subject to these Bylaws, have such duties, powers and privileges as may be prescribed by the board. Officers, including assistant officers, need not be directors, except as required by Section 12 of Article IV for membership on the Executive Committee, if any. One person may hold two or more offices at the same time, except that the President and the Secretary may not be the same person.

Section 2. *Vacancies:* Vacancies occurring in any office may be filled by the board of directors at any time.

Section 3. *Resignation:* Any officer may resign at any time by written notice delivered in person or sent by mail to the President, the Secretary or the board of directors. Any such resignation will take effect at the time specified in the notice or, if not so specified, then immediately upon receipt. Unless specifically requested, acceptance of any such resignation will not be necessary for its effectiveness.

Section 4. *Removal:* Any officer may be removed at any time, with or without cause, by the board of directors.

Section 5. *President:* The President will be the chief executive officer and the chief operating officer of the Corporation and, subject to the control of the board of directors, will oversee the general management of the business and affairs of the Corporation. The President shall keep the board of directors fully informed of the activities of the Corporation. In the absence of the Chairman (or Chairwoman) or in the event of the Chairman's (or Chairwoman's) death or inability to act, the President will have the powers and authority of, and be subject to the restrictions upon, the Chairman (or Chairwoman). The President may sign, execute and deliver, in the name and on behalf of the Corporation, all contracts, deeds, mortgages, bonds, certificates and other instruments authorized from time to time by the board of directors, except in circumstances which such signing, execution and delivery is expressly delegated by the board or by these Bylaws to some other officer or agent of the Corporation or except as otherwise provided by law. The President will be empowered to affix the seal of the Corporation to any instrument requiring it. In general, the President will perform all the duties incident to the office of president, chief executive officer and chief operating officer, and such other duties, not inconsistent with these Bylaws, as may be assigned to him or her by the board of directors from time to time.

Section 6. *Chairman (or Chairwoman):* The Chairman (or Chairwoman), if one is elected, will preside at all meetings of the board of directors, and will also perform such other duties, not inconsistent with these Bylaws, as may be assigned by the board of directors or the President from time to time.

Section 7. *Vice President:* In the absence of the President or in the event of the President's death or inability to act, the Vice President (or if there be more than one, the Vice Presidents in the order designated at the time of their election or in the absence of any such designation in the order of their seniority in office) will perform the duties of the President and, when so acting, will have the powers and authority of, and be subject to the restrictions upon, the President. The Vice President (or Vice Presidents) will also perform such other duties, not inconsistent with these Bylaws, as may be assigned by the board of directors or the President from time to time.

Section 8. *Secretary:* The Secretary will keep the minutes of the meetings of the board of directors. The Secretary will attend to the giving and serving of all notices of the Corporation. He or she will be empowered to affix the seal of the Corporation to any instrument requiring such seal. In the absence of all Vice Presidents or in the event of the death or inability to act of all of them, the Secretary will perform the duties of the Vice President and, when so acting, will have the powers and authority of, and be subject to the restrictions upon, the Vice President. In general, the Secretary, subject to the control of the board of directors and the President, will perform all the duties incident to the office of secretary. The Secretary will also perform such other duties, not inconsistent with these Bylaws, as may be assigned by the board of directors or the President from time to time.

Section 9. *Treasurer:* The Treasurer will have the care and custody of, and be responsible for, the funds and assets of the Corporation, will receive, and give receipts for,

moneys due and payable to the Corporation from any source whatsoever, and will deposit all moneys in the name of the Corporation in such depositories as may be selected in accordance with these Bylaws. The Treasurer will have the general charge and custody of, and be responsible for, the keeping of correct and complete books and records of account of the Corporation, and may disburse and supervise the investment of the funds of the Corporation as ordered or authorized by the board of directors or by the President. The Treasurer will render a financial report to the board of directors at least annually. In general, the Treasurer, subject to the control of the board of directors and the President, will have charge of the funds and assets of the Corporation and will perform all the duties incident to the office of treasurer. He or she will also be empowered to affix the seal of the Corporation to any instrument requiring it. The Treasurer will also perform such other duties, not inconsistent with these Bylaws, as may be assigned by the board of directors or the President from time to time.

Section 10. *Assistant Secretaries and Assistant Treasurers:* In the absence of the Secretary or the Treasurer, respectively, or in the event of his or her death or inability to act, the Assistant Secretary or Assistant Treasurer, respectively, if there be one (or if there be more than one, the Assistant Secretaries or Assistant Treasurers, respectively, in the order designated at the time of their election or, in the absence of any such designation, in the order of their seniority in office), will perform the duties of the Secretary or the Treasurer respectively and, when so acting, will have the powers and authority of, and be subject to the restrictions upon, the Secretary or the Treasurer, as the case may be. In general, each Assistant Secretary and Assistant Treasurer, subject to the control of the board of directors, the President and the Secretary or Treasurer as the case may be, will perform all the duties incident to his or her office and will also perform such other duties as may be assigned from time to time by the board of directors, the President or the Secretary or Treasurer, as the case may be.

Section 11. *Executive Director:* The board of directors may from time to time appoint or employ an Executive Director whose duties and functions shall be those prescribed by the board of directors, provided that any such delegation of authority to the Executive Director shall not operate to relieve the board of directors or any individual directors of any responsibility imposed upon it or him by law. The Executive Director, if one is appointed, shall be the chief operating officer of the Corporation, and shall, subject to the control of the board of directors, generally supervise, direct and control the day-to-day management of the business and affairs of the Corporation. The Executive Director shall attend meetings of the board of directors, at the request of the board, and shall make periodic reports to the board of directors. The board of directors shall, from time to time, determine the reasonable compensation to be paid, if any, to the Executive Director, subject to Section 3 of Article III and Article VII of these Bylaws, and the duties to be performed by the Executive Director. The Executive Director is authorized to employ, with the approval of the board of directors, a staff responsible to assist with the duties of the Executive Director. The Executive Director shall be bonded and shall be responsible for the bonding of other staff members to the extent, in such manner and under such conditions as the board of directors and the Executive Director may direct.

Section 12. *Other Agents and Employees:* The board of directors may from time to time appoint such agents and employees as it shall deem necessary, and designate such descriptive title for each as the board of directors deems appropriate, each of whom shall hold office during the pleasure of the board of directors, and shall have such authority, perform such

duties, hold such title and receive such reasonable compensation, subject to Section 3 of Article III and to Article VII of these Bylaws, if any, as the board of directors may from time to time determine.

Section 13. *Compensation:* Subject to Section 3 of Article III and Article VII of these Bylaws, a majority of the entire board of directors will fix the compensation, if any, including fees and reimbursement of expenses of officers and assistant officers for services on behalf of the Corporation in those capacities.

Section 14. *Bonds and Other Security:* If required by the board of directors, any officer or assistant officer of the Corporation must give a bond or other security for the faithful performance of his or her duties, in the amount and with such surety or sureties as the board may direct.

Section 15. *Advisory Committees:* The board of directors may appoint from time to time any number of persons as advisors of the Corporation to act either singly or as a committee or committees, which may also be referred to outside of these ByLaws as a board or boards. Each such advisor shall hold office for a period determined by the board of directors, and shall have only such authority or obligations as the board of directors may from time to time determine. Any advisor may be removed by the board with or without cause. No advisor of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument therefrom for any service rendered to the Corporation by such advisor, except that the board of directors may authorize reimbursement of actual out-of-pocket expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

ARTICLE VI

INDEMNIFICATION

Section 1.

(a) *Indemnification:* The Corporation shall indemnify to the fullest extent now or hereafter provided for or permitted by law each person involved in, or made or threatened to be made a party to, any action, suit, claim or proceeding, arbitration, alternative dispute resolution mechanism, investigation, administrative or legislative hearing or any other actual, threatened, pending or completed proceeding, whether civil or criminal, or whether formal or informal, and including an action by or in the right of the Corporation or any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise, whether profit or non-profit (any such entity, other than the Corporation, being hereinafter referred to as an "Enterprise"), and including appeals therein (any such process being hereinafter referred to as a "Proceeding"), by reason of the fact that such person, such person's testator or intestate (i) is or was a director or officer of the Corporation or (ii) while serving as a director or officer of the Corporation, is or was serving, at the request of the Corporation, as a director, officer, or in any other capacity, any other Enterprise, against any and all judgments, fines, penalties, amounts paid in settlement, and expenses, including attorneys' fees, actually and reasonably incurred as a result of or in connection with any Proceeding, or any appeal therein, except as provided in Section 1 (b) of this Article VI. The Corporation shall have the power to purchase and maintain, at its cost and expense, insurance on behalf of itself and of such persons to the fullest extent

permitted by applicable law, whether or not the Corporation would have the legal power to directly indemnify such person against such liability.

(b) *Limitation on Indemnification:* No indemnification shall be made to or on behalf of any such person if a judgment or other final adjudication adverse to such person establishes that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled. In addition, no indemnification shall be made with respect to any Proceeding initiated by any such person against the Corporation, or a director or officer of the Corporation, other than to enforce the terms of this Article VI, unless such Proceeding was authorized by the board of directors. Further, no indemnification shall be made with respect to any settlement or compromise of any Proceeding unless and until the Corporation has consented to such settlement or compromise.

(c) *Notice of Proceeding:* Written notice of any Proceeding for which indemnification may be sought by any person shall be given to the Corporation as soon as practicable. The Corporation shall then be permitted to participate in the defense of any such proceeding or, unless conflicts of interest or position exist between such person and the Corporation in the conduct of such defense, to assume such defense. In the event that the Corporation assumes the defense of any such Proceeding, legal counsel selected by the Corporation shall be acceptable to such person. After such an assumption, the Corporation shall not be liable to such person for any legal or other expenses subsequently incurred unless such expenses have been expressly authorized by the Corporation. In the event that the Corporation participates in the defense of any such Proceeding, such person may select counsel to represent such person in regard to such a Proceeding; however, such person shall cooperate in good faith with any request that common counsel be utilized by the parties to any Proceeding who are similarly situated, unless to do so would be inappropriate due to actual or potential differing interests between or among such parties.

(d) *Presumption Regarding Indemnification:* In making any determination regarding any person's entitlement to indemnification hereunder, it shall be presumed that such person is entitled to indemnification, and the Corporation shall have the burden of proving the contrary.

Section 2. *Rights Not Exclusive:* The rights to indemnification and advancement of expenses granted by or pursuant to this Article VI: (i) shall not limit or exclude, but shall be in addition to, any other rights which may be granted by or pursuant to any statute, corporate charter, bylaw, resolution of shareholders or directors or agreement; (ii) shall be deemed to constitute contractual obligations of the Corporation to any director or officer who serves in a capacity referred to in Section 1.(a) of this Article VI at any time while this Article VI is in effect; (iii) shall continue to exist after the repeal or modification of this Article VI with respect to events occurring prior thereto; and (iv) shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the estate, spouse, heirs, executors, administrators or assigns of such person. It is the intent of this Article VI to require the Corporation to indemnify the persons referred to herein for the aforementioned judgments, fines, penalties, amounts paid in settlement, and expenses, including attorney's fees, in each and every

circumstance in which such indemnification could lawfully be permitted by express provisions of Bylaws, and the indemnification required by this Article VI shall not be limited by the absence of an express recital of such circumstances.

ARTICLE VII

CONFLICTS OF INTEREST AND EXCESS BENEFIT TRANSACTIONS

Section 1. *Conflicts of Interest:* The Corporation recognizes that the skills, talents and relationships of its officers and directors are among its richest assets. The Corporation is also aware that acquiring goods or services from, or engaging in transactions with, its Officers, Directors, members of their families or entities in which they have a financial interest or with which they are affiliated (such persons and entities are referred to collectively as “Interested Parties”) may create an appearance of impropriety. In order to protect the Corporation against any improper appearance, the Corporation will restrict its business dealings with Interested Parties as follows:

(a) The Corporation may acquire goods or services from, or otherwise transact business with, an Interested Party if the board determines in its judgment that the goods or services provided to the Corporation are, or the transaction is, on terms no less advantageous to the Corporation than the terms that are available to the Corporation from third parties. If an Interested Party offers terms which are as advantageous to the Corporation as terms offered by another vendor, the Corporation may, but shall not be required to, consider other benefits derived by it from the Interested Party (e.g., past or anticipated services rendered or financial support) in selecting between otherwise equally desirable vendors.

(b) Whenever the Corporation is considering acquiring goods or services from, or entering into a transaction with, an Interested Party, the details that create the Interested Party relationship shall be disclosed to the Corporation in writing. A copy of the disclosure shall be supplied to the board.

(c) The Corporation shall enter into a transaction with an Interested Party (an “Interested Party Transaction”) only if the board is made aware of the information referred to in Section 1 (b) of this Article and the majority of the directors then serving approve the transaction as being fair and in the best interests of the Corporation. For purposes of the preceding sentence, any director who is (or has an interest in or is related to) the Interested Party that is a party to a proposed transaction shall not be considered a director (including, without limitation, for the purpose of determining a quorum), shall not participate in the vote on the transaction, and shall not attend any meeting while the approval of the transaction is considered. Notwithstanding the foregoing, however, prior approval of the board of directors shall not be required if the transaction falls below a *de minimis* threshold established by the board.

The board shall create a Conflict of Interest Committee consisting of members of the board to which the board delegates responsibilities to:

1. Develop procedures and guidelines (collectively called “Policies”) regarding Interested Party Transactions. Such Policies shall be reported to the board. Policies adopted by the Committee shall be binding upon the Corporation unless disapproved by the board;
2. Monitor transactions with Interested Parties;
3. Make such recommendations as it may deem appropriate from time to time for actions to be taken by the board with respect to Interested Party Transactions;
4. Interpret the Articles of Incorporation, Bylaws and specifically this Article VII of these Bylaws, relating to Conflicts of Interest;
5. Establish such criteria as it may deem appropriate for *de minimis* transactions that need not be approved hereunder; and
6. Report at least once in each calendar year to the board on the activities of the Committee.

Section 2. *Excess Benefit Transactions:* No director or officer of the Corporation, nor any other person with substantial influence over the Corporation (such as a substantial donor), nor parties related to them (“disqualified persons”), may engage in a transaction which would be regarded as “excess benefit transaction” (as such terms is or are defined in the Code) between the Corporation and the disqualified person. “Excess benefit transactions” shall include: unreasonably high compensation paid to senior employees or independent contractors of the Corporation, sales of assets of the Corporation to disqualified persons at less than fair market value and purchases by the Corporation of goods from a disqualified person at higher than fair market value. Any transaction between a disqualified person and the Corporation, shall be conducted in accordance with procedures creating a “rebuttable presumption” that a transaction does not confer excess benefits, including review by the Conflict of Interest Committee and the obtaining comparable values that are reviewed by independent members of the board of directors of the Corporation prior to the transaction, as follows:

The Conflict of Interest Committee must approve the compensation, without discussion or voting participation by the person whose compensation is being approved or any other person with a conflict of interest. However, that person may answer questions that will help the Committee in its later deliberations. The Conflict of Interest Committee must document the basis for its determination concurrently with the approval. The documentation must contain:

1. the terms of the approved transaction and the date approved;
2. the members of the decision-making body who were present during debate on the transaction that was approved and those who voted on it;

3. the comparability data that was relied on by the decision-making body and how the data was obtained; and
4. any actions by a member of the decision-making body having a conflict of interest.

ARTICLE VIII

INSTRUMENTS, SAFE DEPOSIT BOXES AND PROPERTY OF THE CORPORATION

Section 1. *Instruments:* Except as otherwise required by law or by these Bylaws, checks, drafts, orders for payment of money, negotiable instruments and other instruments may be signed, executed and delivered, in the name and on behalf of the Corporation, by such officer or officers (including assistant officers) of the Corporation as the board of directors may from time to time designate. That authority may be general or confined to specific instances, as the board may determine. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts, orders for the payment of money, negotiable instruments and other instruments that are payable to the order of the Corporation may be endorsed, assigned and delivered by any officer or agent of the Corporation.

Section 2. *Safe Deposit Boxes:* Any officer or officers (including assistant officers) as may be designated from time to time by the board of directors will have access to any safe of the Corporation in the vault of any safe deposit company.

Section 3. *Assets and Property:* Any officer or officers (including assistant officers) as may be designated from time to time by the board of directors will have the power to control and direct the disposition of any assets or property of the Corporation deposited in the custody of any trust company, bank or other custodian.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation will be as is determined by the board of directors.

ARTICLE X

SEAL

The board of directors may adopt a corporate seal of and for the Corporation, which seal will be circular in form and have inscribed on it the name of the Corporation.

ARTICLE XI
BOOKS AND RECORDS

The books and records of the Corporation will be kept in such manner as the board of directors or the officers may direct.

ARTICLE XII
PARLIAMENTARY PROCEDURE

All procedural questions not governed by the certificate of incorporation or these Bylaws or by the provisions of law will be governed by Sturgis's Standard Code of Parliamentary Procedure.

ARTICLE XIII
AMENDMENTS

These Bylaws may be amended or repealed, or new bylaws adopted, by the vote of the board of directors at any meeting of the board provided that the notice of the meeting states that purpose and describes any text proposed to be deleted and sets out any text proposed to be added, or otherwise describes the proposed amendment.

These Bylaws were adopted by the Directors of the Corporation as of December 6, 2012.