

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/20/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hyland Associates, Inc.	FORMERLY Harper Associates, Inc.	10/17/2005	CORPORATION: IDAHO

RECEIVING PARTY DATA

Name:	Andrew Harper Travel, Inc.
Street Address:	600 Congress Avenue, Suite 1400
City:	Austin
State/Country:	TEXAS
Postal Code:	78701
Entity Type:	CORPORATION: TEXAS

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	1256369	
Registration Number:	1257521	THE HIDEAWAY REPORT
Registration Number:	1329520	ANDREW HARPER'S HIDEAWAY REPORT
Registration Number:	1869509	ANDREW HARPER'S
Registration Number:	2006557	ANDREW HARPER'S Q CLUB
Registration Number:	2576526	THE ANDREW HARPER COLLECTION

CORRESPONDENCE DATA

Fax Number: (512)480-5838
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 512-480-5638
 Email: ohawkins@gdgm.com
 Correspondent Name: Orlesia A. Hawkins
 Address Line 1: 401 Congress Avenue, Suite 2200

CH \$165.00 1256369

Address Line 4: Austin, TEXAS 78701

ATTORNEY DOCKET NUMBER: A21884.1

NAME OF SUBMITTER: Orlesia A. Hawkins

Signature: /oah/

Date: 11/07/2005

Total Attachments: 36

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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF MERGER
OF
HYLAND ASSOCIATES, INC.
(an Idaho corporation)
INTO
ANDREW HARPER TRAVEL, INC.
(a Texas corporation)**

Pursuant to Section 30-1-1106 of the Idaho Business Corporation Act (the "BCA"), Hyland Associates, Inc., an Idaho corporation ("Acquired Corporation"), and Andrew Harper Travel, Inc., a Texas corporation ("Surviving Corporation"), adopt the following Articles of Merger for the purpose of merging Acquired Corporation with and into Surviving Corporation.

ARTICLE I.

Surviving Corporation is incorporated under the laws of the State of Texas, which permit the merger specified in these Articles. Acquired Corporation is incorporated under the laws of the State of Idaho, which also permit the merger specified in these Articles. Following the merger, Surviving Corporation will be governed under the laws of the State of Texas.

ARTICLE II.

No amendments or changes to the Articles of Incorporation of Surviving Corporation are desired to be effected by the merger.

ARTICLE III.

The Plan was approved by resolution adopted by the Board of Directors of each of Acquired Corporation and Surviving Corporation.

ARTICLE IV.

The number of Acquired Corporation shares outstanding that were entitled to vote on the Agreement and Plan of Merger between Surviving Corporation and Acquired Corporation (the "Plan") attached as Exhibit A hereto were as follows:

<u>Class of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
Common Stock	545.45

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IDAHO SECRETARY OF STATE
10/20/2005 05:00
CK: 7537 CT: 20168 BH: 918062
1 @ 30.00 = 30.00 MERGER # 4
1 @ 20.00 = 20.00 EXPEDITE C # 5
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ARTICLE V.

The Plan was approved and adopted on September 27, 2005 by the holders of 544.66 shares of a total of 545.45 shares of Acquired Corporation outstanding and entitled to vote.

ARTICLE VI.

The participation of Surviving Corporation in the merger was duly authorized as required by the constituent documents of Surviving Corporation and by the laws of the State of Texas.

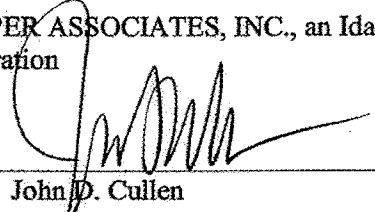
ARTICLE VII.

These Articles of Merger shall become effective at 12:01 a.m. on November 1, 2005.

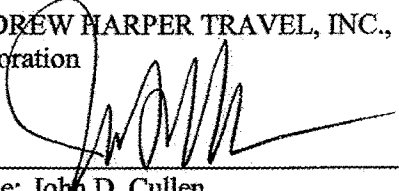
[Signatures follow.]

IN WITNESS WHEREOF, each of the undersigned has caused these Articles of Merger to be executed effective the 11th day of October, 2005.

HARPER ASSOCIATES, INC., an Idaho corporation

By: 
Name: John D. Cullen
Title: President

ANDREW HARPER TRAVEL, INC., a Texas corporation

By: 
Name: John D. Cullen
Title: President

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EXHIBIT A
AGREEMENT AND PLAN OF MERGER

[Attached]

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TRADEMARK
REEL: 003189 FRAME: 0498

AGREEMENT AND PLAN OF MERGER
of
HYLAND ASSOCIATES, INC.
with and into
ANDREW HARPER TRAVEL, INC.

This Agreement and Plan of Merger (this "Agreement") is entered into as of the 1st day of November, 2005 by and between Hyland Associates, Inc., an Idaho corporation ("Target"), and Andrew Harper Travel, Inc., a Texas corporation ("Acquiror").

RECITALS:

A. The Board of Directors of Acquiror and the Board of Directors of Target believe it is in the best interests of their respective companies and the shareholders of their respective companies and advisable that Acquiror and Target combine into a single company through the statutory merger of Target with and into Acquiror (the "Merger") and, in furtherance thereof, have approved the Merger and declared its advisability.

B. Pursuant to the Merger, among other things, each outstanding share, or fraction thereof, of the common stock, no par value, of Target (the "Target Common Stock") shall be converted into shares of Acquiror's common stock, par value \$0.01 per share ("Acquiror Common Stock"), at the rate of one hundred (100) shares of Acquiror Common Stock for each share of Target Common Stock.

C. Target and Acquiror desire to make certain agreements in connection with the Merger.

D. The parties contemplate that no gain or loss shall be recognized by any of the shareholders of either party by virtue of the application to the transactions contemplated in the Merger of Sections 354(a)(1) and 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, in consideration of the covenants set forth herein, and for other good and valuable consideration, the parties agree as follows:

1. The Merger. At the Effective Time (as defined in Section 2) and subject to and upon the terms and conditions of this Agreement, the Articles of Merger to be filed with the Idaho Secretary of State and attached hereto as Exhibit A (the "Idaho Articles of Merger"), the Articles of Merger to be filed with the Texas Secretary of State and attached hereto as Exhibit B (the "Texas Articles of Merger"), the applicable provisions of the Idaho Business Corporation Act (the "IBCA") and the applicable provisions of the Texas Business Corporation Act (the "TBCA"), Target shall be merged with and into Acquiror, the separate existence of Target shall cease and Acquiror shall continue as the surviving entity. Acquiror, as the surviving entity in the Merger, is hereinafter sometimes referred to as the "Surviving Corporation."

2. Effective Time. The parties hereto shall cause the Merger to be consummated by filing the Idaho Articles of Merger with the Secretary of State of the State of Idaho, in

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accordance with the relevant provisions of the IBCA, and by filing the Texas Articles of Merger with the Secretary of State of the State of Texas (the effective date and time specified in the Texas Articles of Merger being the "Effective Time"), in accordance with the relevant provisions of the TBCA.

3. Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in this Agreement, the Idaho Articles of Merger, the Texas Articles of Merger and the applicable provisions of the IBCA and the TBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the properties, rights, privileges, powers and franchises of Target and Acquiror shall vest in the Surviving Corporation, and all debts, liabilities and duties of Target and Acquiror shall become the debts, liabilities and duties of the Surviving Corporation.

4. Certificate of Incorporation; Bylaws.

(a) At the Effective Time, the Articles of Incorporation of Acquiror, as in effect immediately prior to the Effective Time (the "Articles of Incorporation") and attached as Exhibit C hereto, shall be the Articles of Incorporation of the Surviving Corporation.

(b) The Bylaws of Acquiror, as in effect immediately prior to the Effective Time and attached as Exhibit D hereto, shall be the Bylaws of the Surviving Corporation.

5. Directors and Officers. At the Effective Time, the directors of Acquiror, as in effect immediately prior to the Effective Time, shall be the directors of the Surviving Corporation, until their respective successors are duly elected or appointed and qualified. The officers of Acquiror, as in effect immediately prior to the Effective Time, shall be the officers of the Surviving Corporation, until their respective successors are duly elected or appointed and qualified.

6. Effect on Target Common Stock. At the Effective Time, by virtue of the Merger and without any action on the part of Acquiror, Target or their respective shareholders, each issued and outstanding share or fraction thereof of Target Common Stock shall be converted at a rate of one hundred (100) shares of Acquiror Common Stock for each share of Target Common Stock. No fractional shares shall be issued. Promptly following the Effective Time, Acquiror shall deliver to the holders of the shares of Target Common Stock outstanding immediately prior to the Effective Time certificates evidencing the shares of Acquiror Common Stock issuable pursuant to this Section 6 in exchange for the Target Common Stock outstanding immediately prior to the Effective Time.

7. No Further Ownership Rights in Target Common Stock. All shares of Acquiror Common Stock issued upon the conversion of the Target Common Stock in accordance with the terms hereof shall be deemed to have been issued in full satisfaction of all rights pertaining to such shares of Target Common Stock, and there shall be no further registration of transfers on the records of the Surviving Corporation of Target Common Stock that were outstanding immediately prior to the Effective Time.

8. Target Employee Stock Options. At or prior to the Effective Time, Target and Acquiror shall take all action necessary to cause the assumption by Acquiror as of the Effective

Time of options to purchase Target Common Stock granted to employees of Target pursuant to the 2005 Incentive Stock Option Plan of Target outstanding as of the Effective Time (collectively, the "Outstanding Target Options"). The holder of an Outstanding Target Option shall be entitled to receive, upon the exercise thereof, shares of Acquiror Common Stock at a rate of one hundred (100) shares of Acquiror Common Stock for each share of Target Common Stock or fraction thereof subject to such option, determined immediately before the Effective Time. The exercise price of each share of Acquiror Common Stock subject to an Outstanding Target Option shall be an amount equal to the exercise price per share of Target Common Stock at which such option is exercisable immediately before the Effective Time divided by one hundred (100). The assumption and substitution of the Outstanding Target Options as provided herein shall not give the holders of such options additional benefits that they did not have immediately prior to the Effective Time or relieve the holders of any obligations or restrictions applicable to their options or the shares obtainable upon exercise of the options.

9. Issued and Outstanding Acquiror Common Stock. All shares of Acquiror Common Stock issued and outstanding immediately prior to the Effective Time shall be cancelled and shall become authorized but unissued shares of Acquiror Common Stock at the Effective Time.

10. Taking of Necessary Action; Further Action. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving Corporation with full right, title, interest and possession to all assets, properties, rights, privileges, powers and franchises of Target and Acquiror, the officers and directors of Acquiror are fully authorized in the name and on behalf of Target and Acquiror to take, and will take, all such lawful and necessary action, so long as such action is not inconsistent with this Agreement.

[Signature page follows.]

IN WITNESS WHEREOF, Target and Acquiror have caused this Agreement and Plan of Merger to be executed and delivered by their respective officers thereunto duly authorized as of the date first written above.

TARGET:

HYLAND ASSOCIATES, INC., an Idaho corporation

By: 

Name: John D. Cullen

Title: President

ACQUIROR:

ANDREW HARPER TRAVEL, INC., a Texas corporation

By: 

Name: John D. Cullen

Title: President

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EXHIBIT A
IDAHO ARTICLES OF MERGER

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TRADEMARK
REEL: 003189 FRAME: 0503

ARTICLES OF MERGER

OF

**HYLAND ASSOCIATES, INC.
(an Idaho corporation)**

INTO

**ANDREW HARPER TRAVEL, INC.
(a Texas corporation)**

Pursuant to Section 30-1-1106 of the Idaho Business Corporation Act (the "IBCA"), Hyland Associates, Inc., an Idaho corporation ("Acquired Corporation"), and Andrew Harper Travel, Inc., a Texas corporation ("Surviving Corporation"), adopt the following Articles of Merger for the purpose of merging Acquired Corporation with and into Surviving Corporation.

ARTICLE I.

Surviving Corporation is incorporated under the laws of the State of Texas, which permit the merger specified in these Articles. Acquired Corporation is incorporated under the laws of the State of Idaho, which also permit the merger specified in these Articles. Following the merger, Surviving Corporation will be governed under the laws of the State of Texas.

ARTICLE II.

No amendments or changes to the Articles of Incorporation of Surviving Corporation are desired to be effected by the merger.

ARTICLE III.

The Plan was approved by resolution adopted by the Board of Directors of each of Acquired Corporation and Surviving Corporation.

ARTICLE IV.

The number of Acquired Corporation shares outstanding that were entitled to vote on the Agreement and Plan of Merger between Surviving Corporation and Acquired Corporation (the "Plan") attached as Exhibit A hereto were as follows:

<u>Class of Shares</u> <u>Outstanding</u>	<u>Number of Shares</u> <u>Entitled to Vote</u>
Common Stock	545.45

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ARTICLE V.

The Plan was approved and adopted on September 27, 2005 by the holders of 544.66 shares of a total of 545.45 shares of Acquired Corporation outstanding and entitled to vote.

ARTICLE VI.

The participation of Surviving Corporation in the merger was duly authorized as required by the constituent documents of Surviving Corporation and by the laws of the State of Texas.

ARTICLE VII.

These Articles of Merger shall become effective at 12:01 a.m. on November 1, 2005.

[Signatures follow.]

IN WITNESS WHEREOF, each of the undersigned has caused these Articles of Merger to be executed effective the _____ day of October, 2005.

HARPER ASSOCIATES, INC., an Idaho corporation

By: _____
Name: John D. Cullen
Title: President

ANDREW HARPER TRAVEL, INC., a Texas corporation

By: _____
Name: John D. Cullen
Title: President

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TRADEMARK
REEL: 003189 FRAME: 0506

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

[Attached]

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TRADEMARK
REEL: 003189 FRAME: 0507

EXHIBIT B
TEXAS ARTICLES OF MERGER

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TRADEMARK
REEL: 003189 FRAME: 0508

**ARTICLES OF MERGER
OF
HYLAND ASSOCIATES, INC.
(an Idaho corporation)
INTO
ANDREW HARPER TRAVEL, INC.
(a Texas corporation)**

Pursuant to Article 5.04 of the Texas Business Corporation Act (the "TBCA"), Andrew Harper Travel, Inc., a Texas corporation ("Surviving Corporation"), and Hyland Associates, Inc., an Idaho corporation ("Acquired Corporation"), adopt the following Articles of Merger for the purpose of merging Acquired Corporation with and into Surviving Corporation.

ARTICLE I.

Surviving Corporation is incorporated under the laws of the State of Texas, which permit the merger specified in these Articles. Acquired Corporation is incorporated under the laws of the State of Idaho, which also permit the merger specified in these Articles. Following the merger, Surviving Corporation will be governed under the laws of the State of Texas.

ARTICLE II.

The Agreement and Plan of Merger (the "Plan") has been approved by resolution of the Board of Directors of each of Surviving Corporation and Acquired Corporation in the manner required by the laws of the States of Texas and Idaho, respectively, and by the constituent documents of each corporation.

ARTICLE III.

No amendments or changes to the Articles of Incorporation of Surviving Corporation are to be effected by the merger.

ARTICLE IV.

The executed Plan is on file at the principal place of business of Surviving Corporation, at 600 Congress Avenue, Suite 1400, Austin, Texas 78701. A copy of the Plan will be furnished by Surviving Corporation without cost to any shareholder of Acquired Corporation or Surviving Corporation and to any creditor of Acquired Corporation or Surviving Corporation upon written request to the Surviving Corporation at Surviving Corporation's principal place of business.

ARTICLE V.

The number of Surviving Corporation shares outstanding that were entitled to vote on the Plan were as follows:

<u>Class of Shares</u>	<u>Number of Shares</u>
Common Stock	100

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ARTICLE VI.

The Plan was adopted by the holders of 100 shares of a total of 100 shares of Surviving Corporation outstanding and entitled to vote.

ARTICLE VII.

The number of Acquired Corporation shares outstanding that were entitled to vote on the Plan were as follows:

<u>Class of Shares</u>	<u>Number of Shares</u>
Common Stock	545.45

ARTICLE VIII.

The Plan was approved by holders of 544.66 shares, of a total of 545.45 shares of Acquired Corporation outstanding and entitled to vote. The Plan was not rejected by any holders of shares of Acquired Corporation.

ARTICLE IX.

The Plan and the performance of its terms were duly authorized by all action required by the constituent documents of Acquired Corporation and by the laws of the State of Idaho.

ARTICLE X.

The Surviving Corporation shall be responsible for the payment of all franchise taxes and fees and the Surviving Corporation shall be obligated to pay such franchise taxes and fees if the same are not timely paid.

ARTICLE XI.

These Articles of Merger shall become effective at 12:01 a.m. on November 1, 2005 in accordance with the provisions of Article 10.03 of the TBCA.

IN WITNESS WHEREOF, each of the undersigned has caused these Articles of Merger to be executed effective the _____ day of October, 2005.

ANDREW HARPER TRAVEL, INC., a Texas corporation

By: _____
Name: John D. Cullen
Title: President

HYLAND ASSOCIATES, INC., an Idaho corporation

By: _____
Name: John D. Cullen
Title: President

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REEL: 003189 FRAME: 0511

EXHIBIT C
ARTICLES OF INCORPORATION

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TRADEMARK
REEL: 003189 FRAME: 0512

ARTICLES OF INCORPORATION
OF
ANDREW HARPER TRAVEL, INC.

FILED
In the Office of the
Secretary of State of Texas
JUN 30 2005
Corporations Section

The undersigned, acting as the sole incorporator of a corporation under the Texas Business Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is Andrew Harper Travel, Inc.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purpose for which the corporation is organized, subject to the provisions of Article 2.01 of the Texas Business Corporation Act, is to transact any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE IV.

The aggregate number of shares that the corporation shall have the authority to issue is two million (2,000,000) shares of common stock with the par value of \$0.01 each.

No shareholder of the corporation shall have the right of cumulative voting at any election of directors or upon any other matter.

No holder of securities of the corporation shall be entitled as a matter of right, preemptive or otherwise, to subscribe for or purchase any securities of the corporation now or hereafter

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authorized to be issued, or securities held in the treasury of the corporation, whether issued or sold for cash or other consideration or as a dividend or otherwise. Any such securities may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

ARTICLE V.

The street address of the corporation's initial registered office is 1021 Main Street, Suite 1150, Houston, Texas 77002, and the name of its initial registered agent at such address is CT Corporation.

ARTICLE VI.

To the maximum extent permitted by the Texas Business Corporation Act (including without limitation Article 13.07 thereof), if, with respect to any action taken by the shareholders of the corporation, any provision of the Texas Business Corporation Act would, but for this Article, require the vote or concurrence of the holders of shares having more than a majority of the votes entitled to be cast thereon, or of any class or series thereof, the vote or concurrence of the holders of shares having only a majority of the votes of the votes entitled to be cast thereon, or of any class or series thereof, shall be required with respect to any such action.

ARTICLE VII.

The number of directors constituting the initial Board of Directors is five (5), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
R. Steven Hicks	600 Congress Avenue, Suite 1400 Austin, Texas 78701
Walter A. DeRoeck	1801 Lavaca Street, Suite 102 Austin, Texas 78701
James R. Huffines	919 Congress Avenue, Suite 600 Austin, Texas 78701
John D. Cullen	600 Congress Avenue, Suite 1400 Austin, Texas
Robert H. Atkinson	110 Grey Eagle P.O. Box 1929 Sun Valley, Idaho 83353

ARTICLE VIII.

No director shall be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director to the extent the director is found liable for:

- (a) a breach of the director's duty of loyalty to the corporation or its shareholders;
- (b) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (c) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or

- (d) an act or omission for which the liability of the director is expressly provided by an applicable statute.

Any repeal or modification of this Article by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the corporation existing at the time of such repeal or modification.

ARTICLE IX.

The initial bylaws of the corporation shall be adopted by its directors, and the power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the shareholders.

ARTICLE X.

Any action required by the Texas Business Corporation Act to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted. Any such written consent (which shall include electronic transmissions as defined in, and to the extent permitted by, the Texas Business Corporation Act) shall be signed, dated, and filed with the corporation in the manner required by Article 9.10A of the Texas Business Corporation Act.

ARTICLE XI

The name and address of the incorporator is:

Name

Address

Debora E. Ramirez

401 Congress Avenue, Suite 2200
Austin, Texas 78701

EXECUTED BY THE UNDERSIGNED INCORPORATOR on this 30th day of June,
2005.



Debora E. Ramirez

EXHIBIT D

BYLAWS

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ANDREW HARPER TRAVEL, INC.

BYLAWS

ARTICLE 1.

OFFICES

1.1 **Principal Office of Corporation.** The principal office of the Corporation shall be located at 600 Congress Avenue, Suite 1400, Austin, Texas 78701.

1.2 **Additional Offices of Corporation.** The Corporation may also have offices at such other places both within and without the State of Texas as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE 2.

SHAREHOLDERS

2.1 **Meetings of Shareholders; Location; Remote Communication.** Meetings of shareholders for any purpose may be held at such time and place within or without the State of Texas as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof. If the place of the meeting is not stated in the notice, the Board of Directors may designate the place of the meeting. If no other place is stated in the notice, and the Board of Directors chooses not to designate the place of the meeting, the meeting shall be held at the registered office of the Corporation. If the Board of Directors has called the meeting or is otherwise authorized to determine the place of the meeting, the Board of Directors may, in its discretion, determine that the meeting shall be held solely by means of remote communication as provided in Article 2.24 of the Texas Business Corporation Act.

2.2 **Annual Meetings.** An annual meeting of shareholders shall be held at such time and place as the Board of Directors shall determine. At each annual meeting, the shareholders shall elect a Board of Directors and transact such other business as may be properly brought before the meeting.

2.3 **Special Meetings.** Special meetings of the shareholders for any purpose or purposes may be called (i) by the President or the Board of Directors or (ii) subject to applicable provisions, if any, of the Articles of Incorporation, by the holders of at least one-tenth (1/10) of all shares entitled to vote at the proposed special meeting. A request for a special meeting shall state the purpose or purposes of the proposed meeting, and business transacted at any special meeting of shareholders shall be limited to the purposes described in the notice of the meeting.

2.4 **Notice of Meetings.** Subject to the provisions of Article 2.25 of the Texas Business Corporation Act, written or printed notice stating the place, day and hour of the

meeting, the means of any remote communications by which shareholders may be considered present and may vote at the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than sixty (60) days before the date of the meeting, personally, by electronic transmission (subject to the requirements of Article 2.25-1 of the Texas Business Corporation Act), or by mail, by or at the direction of the President, the Secretary, or the officer or person calling the meeting, to each shareholder entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the shareholder at his address as it appears in the share transfer records of the Corporation, with postage thereon prepaid.

2.5 **Quorum of Shareholders.** Unless otherwise provided in the Articles of Incorporation in accordance with Article 2.28A of the Texas Business Corporation Act, with respect to any meeting of shareholders a quorum shall be present for any matter to be presented at that meeting if the holders of a majority of the shares entitled to vote at the meeting are represented at the meeting in person or by proxy. Unless otherwise provided in the Articles of Incorporation, once a quorum is present at a meeting of shareholders, the shareholders represented in person or by proxy at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any shareholder or the refusal of any shareholder represented in person or by proxy to vote shall not affect the presence of a quorum at the meeting. Unless otherwise provided in the Articles of Incorporation, the shareholders represented in person or by proxy at a meeting of shareholders at which a quorum is not present may adjourn the meeting until such time and to such place as may be determined by a vote of the holders of a majority of the shares represented in person or by proxy at that meeting.

2.6 **Majority Vote of Shareholders.** With respect to any matter, other than the election of directors or a matter for which the affirmative vote of the holders of a specified portion of the shares entitled to vote is required by the Texas Business Corporation Act, the affirmative vote of the holders of a majority of the shares entitled to vote on, and that voted for or against or expressly abstained with respect to, that matter at a meeting of shareholders at which a quorum is present shall be the act of the shareholders, unless otherwise provided in the Articles of Incorporation in accordance with Article 2.28B of the Texas Business Corporation Act. Unless otherwise provided in the Articles of Incorporation in accordance with Article 2.28C of the Texas Business Corporation Act, directors shall be elected by a plurality of the votes cast by the holders of shares entitled to vote in the election of directors at a meeting of shareholders at which a quorum is present.

2.7 **Voting.** Each outstanding share having voting power shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Fractional shares, if any, shall be entitled to a like fraction of a vote. A shareholder may vote either in person or by proxy executed in writing by the shareholder. A telegram, telex, cablegram, or other form of electronic transmission, including telephone transmission, by the shareholder, or a photographic, photostatic, facsimile, or similar reproduction of the writing executed by a shareholder, shall be treated as an execution in writing for purposes of this Paragraph. The electronic transmission

must contain or be accompanied by information from which it can be determined that the transmission was authorized by the shareholder.

2.8 **Informal Action by Shareholders.** Any action required or permitted to be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote if a consent or consents in writing setting forth the action so taken shall have been signed by (i) the holder or holders of all of the shares entitled to vote with respect to the action that is the subject of the consent, or (ii) if the Articles of Incorporation so provide, by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted. Any such written consent (which shall include electronic transmissions to the extent permitted by the Texas Business Corporation Act) shall be signed, dated, and filed with the Corporation in the manner required by Article 9.10A of the Texas Business Corporation Act.

2.9 **Attendance by Telephone.** Subject to the provisions of the Texas Business Corporation Act and these Bylaws concerning notice of meetings and unless otherwise restricted by the Articles of Incorporation or these Bylaws, shareholders may participate in and hold a meeting of such shareholders by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting, except where a person participates in the 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.

ARTICLE 3.

BOARD OF DIRECTORS

3.1 **General Powers.** The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, which may exercise all powers of the Corporation and do all such lawful acts and things as are not by law or by the Articles of Incorporation or by these Bylaws directed or required to be done by the shareholders.

3.2 **Number and Qualifications.** The number of directors which shall constitute the whole Board shall be not less than five (5) nor more than seven (7) as determined by the directors. Directors need not be residents of the State of Texas or shareholders of the Corporation. The directors shall be elected at the annual meeting of the shareholders, except as provided in Paragraph 3.4, and (absent resignation or removal in accordance with the provisions of Paragraph 3.5), each director elected shall hold office for the term for which such director is elected and until such director's successor shall have been elected and qualified.

3.3 **Increase or Decrease in Directors.** The number of directors may be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

3.4 **Vacancies.** Subject to the provisions of Article 2.34 of the Texas Business Corporation Act, any vacancy occurring in the Board of Directors may be filled in accordance with the last sentence of this Paragraph 3.4 or may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. A directorship to be filled by reason of an increase in the number of directors may be filled in accordance with the last sentence of this Paragraph 3.4 or may be filled by the Board of Directors for a term of office continuing only until the next election of one or more directors by the shareholders; provided that the Board of Directors may not fill more than two such directorships during the period between any two successive annual meetings of shareholders. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors may be filled by election at an annual or special meeting of shareholders called for that purpose.

3.5 **Removal; Resignation.** Except as may be otherwise provided in Article 2.32 of the Texas Business Corporation Act or the Articles of Incorporation, at any meeting of the shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed with or without cause by a vote of the holders of a majority of the shares entitled to vote at an election of the director or directors. Unless otherwise provided in the Articles of Incorporation, a director may resign at any time by giving notice in writing or by electronic transmission (as defined in the Texas Business Corporation Act) to the Corporation. A director who is also an employee of the Corporation automatically shall be deemed to have resigned from the Board of Directors immediately upon termination of his employment by the Corporation for any reason.

3.6 **Place of Meetings.** Meetings of the Board of Directors, regular or special, may be held either within or without the State of Texas.

3.7 **First Meeting.** The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the shareholders at the annual meeting, and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present. In the event that the shareholders fail to fix the time and place of such first meeting, it shall be held without notice immediately following the annual meeting of shareholders, and at the same place, unless the time or place is changed by the unanimous consent of the directors then elected and serving.

3.8 **Regular Meetings.** Regular meetings of the Board of Directors may be held upon such notice, or without notice, and at such time and at such place as shall from time to time be determined by the Board.

3.9 **Special Meetings.** Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors or the President and shall be called by the Secretary on the written request of any director. Notice of each special meeting of the Board of Directors shall be given to each director at least two (2) days before the date of the meeting.

3.10 **Attendance as Waiver of Notice; Electronic Notice.** Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Except as may be otherwise provided by law or by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Notice of meetings may be given by electronic transmission to the extent permitted by Article 2.37C of the Texas Business Corporation Act.

3.11 **Quorum of Directors; Majority Vote.** A majority of the number of directors fixed by, or in the manner provided in, the Articles of Incorporation or these Bylaws shall constitute a quorum for the transaction of business unless a different number or portion is required by law or the Articles of Incorporation or these Bylaws, provided that in no case may less than one-third of the number of directors so fixed constitute a quorum. The act 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, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws. If a quorum is not present at any meeting of directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

3.12 **Committees.** The Board of Directors, by resolution adopted by a majority of the full Board, may from time to time designate from among its members one or more committees, including an Executive Committee, each of which shall be comprised of one or more members, and may designate one or more of its members as alternate members of any committee who may, subject to any limitations imposed by the Board of Directors, replace absent or disqualified members at any meeting of that committee. Except as may be provided in the Texas Business Corporation Act or the Articles of Incorporation, any such committee shall have and may exercise such powers as the Board may determine and specify in the respective resolutions designating such committee. A majority of all the members of any such committee may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board of Directors shall have the power at any time to change the number and members of any such committee, to fill vacancies and to discharge any such committee.

3.13 **Informal Action by Directors.** Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Board of Directors or committee, as the case may be. A telegram, telex, cablegram, or other electronic transmission by a director consenting to an action to be taken and transmitted by a director is considered written, signed and dated for the purposes of this Paragraph if the transmission sets forth or is delivered with information from which the Corporation can determine that the transmission was transmitted by the director and the date on which the director transmitted the transmission.

3.14 **Attendance by Telephone.** Subject to the provisions of the Texas Business Corporation Act and these Bylaws concerning notice of meetings and unless otherwise restricted

by the Articles of Incorporation or these Bylaws, members of the Board of Directors, or members of any committee designated by the Board, may participate in and hold a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting, except where a person participates in the 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.

3.15 **Compensation.** By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE 4.

NOTICES

4.1 **Notice to Directors or Shareholders.** Subject to Paragraph 4.2 and Paragraph 4.3, any notice to directors or shareholders shall be in writing and shall be either delivered (by personal delivery or by telecopy or overnight delivery service) or mailed to the directors or shareholders at their respective addresses appearing on the share transfer records of the Corporation. Notice to such addresses shall be deemed to be given when deposited in the United States mail, postage prepaid, or on the day such notice is actually delivered to such address.

4.2 **Notice to Shareholders by Electronic Transmission.** Notice from the Corporation under any provision of the Texas Business Corporation Act, the Articles of Incorporation or these Bylaws may be given to a shareholder by electronic transmission to the extent permitted by, and in accordance with, the provisions of Texas Business Corporation Act Article 2.25-1, and shall be deemed given as provided therein.

4.3 **Notice to Directors by Electronic Transmission.** Notice of the date, time, place or purpose of a regular or special meeting of the Board of Directors may be given to a director by electronic transmission to the extent permitted by, and in accordance with, the provisions of Texas Business Corporation Act Article 2.37, and shall be deemed given as provided therein.

4.4 **Waiver of Notice.** Whenever any notice is required to be given to a shareholder or director under the provisions of the Texas Business Corporation Act, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, or a waiver by electronic transmission (as defined in the Texas Business Corporation Act) by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The business to be transacted at a regular or special meeting of the shareholders, directors, or members of a committee of directors or the purpose of a meeting is not required to be specified in a written waiver of notice or a waiver by electronic transmission unless required by the Articles of Incorporation.

ARTICLE 5.

OFFICERS

5.1 **Officers of the Corporation.** The officers of the Corporation shall be elected by the Board of Directors and shall consist of a President and a Secretary. The Board of Directors may also elect or appoint a Chairman of the Board, a Treasurer, one or more Vice Chairmen, one or more Vice Presidents, one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents as it shall deem necessary. All officers shall hold their offices for such terms and shall have such authority and exercise such powers and perform such duties as shall be determined from time to time by the Board by resolution or resolutions not inconsistent with these Bylaws. Any two (2) or more offices may be held by the same person.

5.2 **Qualifications.** No officer need be a member of the Board. The Board of Directors shall have the power to enter into contracts for the employment and compensation of officers for such terms as the Board deems advisable.

5.3 **Compensation.** The salaries and other compensation of all officers and agents of the Corporation shall be fixed by the Board of Directors. Any compensation paid to any officer of the Corporation in the form of salary, commission, bonus or otherwise that is disallowed in whole or in part as a deductible expense by the Internal Revenue Service shall be reimbursed by such officer to the Corporation to the full extent of such disallowance.

5.4 **Term of Office and Removal.** Unless otherwise specified by the Board of Directors, the term of office for all officers shall be for one (1) year, commencing with the date of the annual shareholders meeting; provided that the officers of the Corporation shall hold office until their successors are elected or appointed and qualify, or until their death or until their resignation or removal from office. Any officer elected or appointed by the Board of Directors may be removed at any time by the Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors.

5.5 **Chairman of the Board.** The Chairman of the Board, if one is elected, shall preside at all meetings of the Board of Directors and shall have such other powers and duties as may from time to time be prescribed by the Board of Directors, upon written directions given him pursuant to resolutions duly adopted by the Board of Directors.

5.6 **President.** The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall preside at all meetings of the shareholders and, in the absence of the Chairman of the Board, at all meetings of the Board of Directors.

5.7 **Vice President.** The Vice Presidents, if any, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

5.8 **Secretary.** The Secretary shall attend all meetings of the Board of Directors and all meetings of shareholders and record all of the proceedings of the meetings of the Board of Directors and of the shareholders in a minute book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision the Secretary shall be. The Secretary shall keep in safe custody the seal of the Corporation (if any) and, when authorized by the Board of Directors, shall affix the same (or state that the Corporation has none) to any instrument requiring it and, when so affixed (or so stated), it shall be attested by the Secretary's signature or by the signature of an Assistant Secretary or of the Treasurer.

5.9 **Assistant Secretaries.** The Assistant Secretaries, if any, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

5.10 **Treasurer.** The Treasurer, if any, shall have custody of the corporate funds and securities and shall keep full and accurate accounts and records of receipts, disbursements and other transactions in the records of the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

5.11 **Duties of Treasurer.** The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render the President and the Board of Directors, at its regular meetings, or when the President or Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

5.12 **Bond.** If required by the Board of Directors, the Treasurer shall give the Corporation a bond of such type, character and amount as the Board of Directors may require.

5.13 **Assistant Treasurers.** The Assistant Treasurers, if any, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or the President may from time to time delegate.

ARTICLE 6.

CERTIFICATES REPRESENTING SHARES; OTHER MATTERS INVOLVING SHARES

6.1 **Form of Stock Certificates.** Subject to the provisions of Article 2.19 of the Texas Business Corporation Act, the shares of the Corporation shall be represented by certificates signed by the President or a Vice President and the Secretary or an Assistant Secretary of the Corporation, and the certificates may be sealed with the seal of the Corporation or a facsimile thereof.

6.2 **Execution of Stock Certificates.** The signatures of the President or Vice President and the Secretary or Assistant Secretary upon a certificate may be facsimiles. In case any officer who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer at the date of its issue.

6.3 **Replacement of Certificates.** The Board of Directors may direct a new certificate to be issued in place of any certificate theretofore issued by the Corporation alleged to have been lost, stolen or destroyed. When authorizing the issue of a new certificate, the Board of Directors, in its discretion and as a condition precedent to the issuance thereof, may prescribe such terms and conditions as it deems expedient and may require such indemnities as it deems adequate to protect the Corporation from any claim that may be made against it with respect to any such certificate alleged to have been lost, stolen or destroyed.

6.4 **Transfer of Shares.** Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate representing shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, the Corporation shall issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon the share transfer records of the Corporation.

6.5 **Closing of Transfer Books.** For the purpose of determining shareholders entitled to receive notice of or to vote at any meeting of shareholders, or any adjournment thereof, or entitled to receive a distribution by the Corporation (other than a distribution involving a purchase or redemption by the Corporation of any of its own shares) or a share dividend, or in order to make a determination of shareholders for any other proper purpose (other than determining shareholders entitled to consent to action by shareholders proposed to be taken without a meeting of shareholders), the Board of Directors may provide that the share transfer records shall be closed for a stated period but not to exceed, in any case, sixty (60) days. If the share transfer records shall be closed for the purpose of determining shareholders entitled to receive notice of or to vote at a meeting of shareholders, such records shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the share transfer records, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than sixty (60) days and, in the case of a meeting of shareholders, not less than ten (10) days, prior to the date on which the particular action requiring such determination of shareholders is to be taken. If the share transfer records

are not closed and no record date is fixed for the determination of shareholders entitled to receive notice of or to vote at a meeting of shareholders, or for the determination of shareholders entitled to receive a distribution (other than a distribution involving a purchase or redemption by the Corporation of any of its own shares) or a share dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such distribution or share dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this Paragraph 6.5, such determination shall apply to any adjournment thereof except where the determination has been made through the closing of the share transfer records and the stated period of closing has expired.

6.6 **Registered Shareholders.** Except as otherwise provided by law, the Corporation may regard the person in whose name any shares issued by the Corporation are registered in the share transfer records of the Corporation at any particular time as the owner of those shares at that time for purposes of voting those shares, receiving distributions thereon or notices in respect thereof, transferring those shares, exercising rights of dissent with respect to those shares, exercising or waiving any preemptive right with respect to those shares, entering into agreements with respect to those shares in accordance with Article 2.22 or 2.30 of the Texas Business Corporation Act, or giving proxies with respect to those shares.

6.7 **List of Shareholders.** At least ten (10) days before each meeting of shareholders, the officer or agent having charge of the share transfer records shall make a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, and for a period of ten (10) days prior to such meeting this list shall be kept on file at the registered office or principal place of business of the Corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Alternatively, the list of the shareholders may be kept on a reasonably accessible electronic network, if the information required to gain access to the list is provided with the notice of the meeting. This Paragraph does not require the Corporation to include any electronic contact information of any shareholder on the list. If the Corporation elects to make the list available on an electronic network, the Corporation shall take reasonable steps to ensure that the information is available only to shareholders of the Corporation. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. If the meeting is held by means of remote communication, the list shall be open to the examination of any shareholder for the duration of the meeting on a reasonably accessible electronic network, and the information required to access the list shall be provided to shareholders with the notice of the meeting. The original share transfer records shall be prima facie evidence of the identity of the shareholders entitled to examine such list or transfer books or to vote at any meeting of the shareholders.

ARTICLE 7.

GENERAL PROVISIONS

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

7.2 **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year unless otherwise fixed by resolution of the Board of Directors.

7.3 **Seal.** The Board of Directors may provide for a corporate seal in such form as it prescribes. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

7.4 **Books and Records.** The Corporation shall keep books and records of account and shall keep minutes of the proceedings of its shareholders, its Board of Directors and any committees of the Board of Directors, and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of the original issuance of shares issued by the Corporation and a record of each transfer of those shares that have been presented to the Corporation for registration of transfer. Such records shall contain the names and addresses of all past and current shareholders of the Corporation and the number and class or series of shares issued by the Corporation held by each of them.

ARTICLE 8.

AMENDMENTS

8.1 **Amendment to Bylaws.** The Board of Directors may amend or repeal these Bylaws, or adopt new Bylaws, unless the Articles of Incorporation or the Texas Business Corporation Act reserves the power exclusively to the shareholders in whole or in part or the shareholders, in amending, repealing, or adopting a particular Bylaw, expressly provide that the Board of Directors may not amend or repeal that Bylaw. Unless the Articles of Incorporation or a Bylaw adopted by the shareholders provides otherwise as to all or some portion of these Bylaws, the shareholders may amend, repeal, or adopt Bylaws even though Bylaws may also be amended, repealed, or adopted by the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or with the Articles of Incorporation.

ARTICLE 9.

INDEMNIFICATION

9.1 **Power to Indemnify and to Purchase Indemnity Insurance.** To the maximum extent permitted by Article 2.02-1 of the Texas Business Corporation Act (without regard, however, to Section Q of such Article), the Corporation shall indemnify any person who is or

was a director or officer of the Corporation against any and all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by such person in connection with a proceeding (as defined in Article 2.02-1) because of that person's service or status as a director or officer. Further, the Corporation shall pay or reimburse reasonable expenses incurred by a director or officer who was, is or is threatened to be made a party in a proceeding, in advance of the final disposition of the proceeding, to the maximum extent permitted by Article 2.02-1; provided, however, that payment or reimbursement of expenses pursuant to the procedures set out in Section K of Article 2.02-1 may be conditioned upon a showing, satisfactory to the Board of Directors in its sole discretion, of the financial ability of the officer or director in question to make the repayment referred to in such Section. Further, the Corporation may indemnify, and may reimburse or advance expenses to or purchase and maintain insurance or any other arrangement on behalf of, any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, director, employee, agent or similar functionary of another corporation, employee benefit plan, other enterprise, or other entity in connection with any liability asserted against such person because of such service or status, to such further extent, consistent with Article 2.02-1 and other applicable law, as the Board of Directors may from time to time determine. The provisions of this section shall not be deemed exclusive of any other rights to which any such person may be entitled under any bylaw, agreement, insurance policy, or otherwise. No amendment, modification or repeal of this section shall in any manner terminate, reduce or impair the right of any person to be indemnified by the Corporation in accordance with the provisions of the section as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted. For purposes of this Section 9.1, the term "other entity" shall have the meaning set forth in Article 1.02 of the Texas Business Corporation Act.