

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.203/04/2015  
900317648

ETAS ID: TM334091

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MGID, INC. MARKETGID USA, INC.		03/02/2015	CORPORATION GEORGIA
MGID, INC.		03/02/2015	CORPORATION

## RECEIVING PARTY DATA

<b>Name:</b>	MGID, INC.
<b>Street Address:</b>	133 JOHNSON FERRY ROAD
<b>City:</b>	MARIETTA
<b>State/Country:</b>	GEORGIA
<b>Postal Code:</b>	30068
<b>Entity Type:</b>	CORPORATION GEORGIA

## PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	4015106	MGID
Registration Number:	3966921	MGID

## CORRESPONDENCE DATA

## Fax Number:

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Email: alex.yasinsky@gmail.com

Correspondent Name: MGID, INC.

Address Line 1: 133 JOHNSON FERRY ROAD

Address Line 4: MARIETTA, GEORGIA 30068

<b>NAME OF SUBMITTER:</b>	Alex Yasinsky
<b>SIGNATURE:</b>	/alex.yasinsky/
<b>DATE SIGNED:</b>	03/04/2015

## Total Attachments: 26

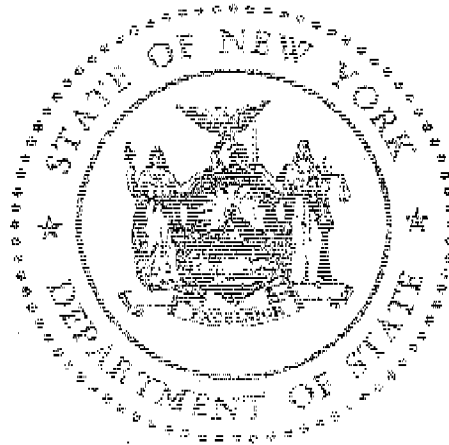
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**State of New York**  
**Department of State** } **ss:**

I hereby certify, that MGID, INC a GEORGIA corporation, filed an Application for Authority to do business in the State of New York on 12/02/2010. I further certify that so far as shown by the records of this Department, such corporation is still authorized to do business in the State of New York.



\*\*\*

*WITNESS my hand and the official seal  
of the Department of State at the City of  
Albany, this 06th day of May two  
thousand and thirteen.*

A handwritten signature in black ink, appearing to read "Neil A. ...", is written over a faint circular outline.

*First Deputy Secretary of State*

**TRADEMARK**

# STATE OF GEORGIA

**Secretary of State**

**Corporations Division**

**315 West Tower**

**#2 Martin Luther King, Jr. Dr.**

**Atlanta, Georgia 30334-1530**

## **CERTIFICATE OF AMENDMENT NAME CHANGE**

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

**MARKETGID USA, INC.**

**a Domestic Profit Corporation**

has filed articles/certificate of amendment in the Office of the Secretary of State on 10/04/2010 changing its name to

**MGID, INC**

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/ certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on October 4, 2010



A handwritten signature in black ink, appearing to read "B: P. Kemp".

Brian P. Kemp  
Secretary of State

TRADEMARK

REEL: 005472 FRAME: 0655

**ARTICLES OF AMENDMENT  
CHANGING THE NAME OF THE CORPORATION  
FROM  
MARKETGID USA, INC  
TO  
MGID, INC**

The current name of the corporation is MarketGid USA, Inc. The corporation is a Georgia corporation.

The articles of incorporation of the corporation are hereby amended as provided herein and the text of each such amendment is contained herein.

Each amendment contained herein was adopted by the unanimous vote of the corporation's Board of Directors without shareholder action, which was not required. The date of each amendment's adoption is August 20, 2010.

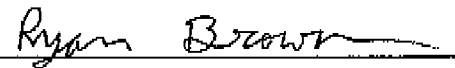
The articles of incorporation are amended by changing the name of the corporation from "MarketGid USA, Inc" to "MGID, Inc" The articles are further amended by deleting current Article I and replacing it with the following new Article I:

**Article I**

**The name of the corporation is MGID, Inc.**

The undersigned certifies that a Notice of Intent to Change Corporate Name with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located.

IN WITNESS WHEREOF, the undersigned executes these Articles of Amendment, this 20<sup>th</sup> day of August, 2010.



Ryan Brown, President

KEEN LAW & COUNSEL, PC  
2065 Old Forge Way  
Marietta, GA 30068

State of Georgia  
Name Change 2 Page(s)



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2010 OCT -4 AM 11:20  
SECRETARY OF STATE  
CORPORATIONS DIVISION

TRADEMARK

REEL: 005472 FRAME: 0656

Last Insertion: 10/19/10

Ad #: 1579953

Account #: 63617

**NOTICE OF CHANGE OF CORPORATE NAME** Notice is given that articles of amendment which will change the name of MarketGrid USA, Inc. to MGD, Inc. have been delivered to the Secretary of State for filing in accordance with the Georgia Business Corporation Code. The registered office of the corporation is located at 1170 Peachtree Street, NE, Suite 800, Atlanta, GA 30309.  
#1579953:10/12-2pdg

Last Insertion: 10/19/10 Ad #: 1579953 Customer #: 63617

KEEN LAW & COUNSEL, PC  
2065 OLD FORGE WAY

MARIETTA, GA 30068

PUBLISHER'S AFFIDAVIT

STATE OF GEORGIA  
COUNTY OF FULTON  
Re: 1579953

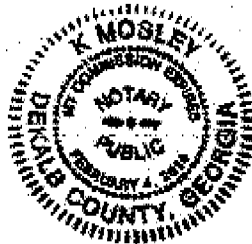
Before me, the undersigned, a Notary Public, this day personally came Patrice Grant who, being duly sworn, according to law, says she is an agent of ALM Media, LLC., publishers of the Daily Report, the official newspaper published in Atlanta, Ga, in said county and state, and that the publication, of which the annexed is a true copy, was published in said newspaper as provided by law on the following dates:

10/12/2010, 10/19/2010

*Patrice Grant*

Patrice Grant (Agent)

*K. Mosley*



Kaweemah Mosley (Notary Public)

Subscribed and sworn to before me this 19th of October, 2010.

# STATE OF GEORGIA

**Secretary of State**

**Corporations Division**

**315 West Tower**

**#2 Martin Luther King, Jr. Dr.**

**Atlanta, Georgia 30334-1530**

## CERTIFICATE OF INCORPORATION

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

**MARKETGID USA, INC.**  
a Domestic Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **01/02/2009** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on January 2, 2009



A handwritten signature in cursive script, reading "Karen C Handel".

Karen C Handel  
Secretary of State



ARTICLES OF INCORPORATION

OF

MARKETGID USA, INC.

2009 JAN -2 AM 11:50

SECRETARY OF STATE  
CORPORATIONS DIVISION

**Article 1. Name.** The name of the Corporation is MarketGid USA, Inc.

**Article 2. State of Organization.** The Corporation is organized pursuant to the provisions of the Georgia Business Corporation Code (the "Code").

**Article 3. Capital Stock.** The total number of shares of stock which the Corporation shall have authority to issue is not more than 1,000,000 shares of capital stock, par value \$1.00, all of which shall be designated "Common Stock." The shares of Common Stock shall have unlimited voting rights and shall be entitled to receive all of the net assets of the Corporation upon liquidation or dissolution.

**Article 4. Registered Office and Registered Agent.** The initial registered office of the Corporation shall be at Suite 800, 1170 Peachtree Street, N.E., Atlanta, Fulton County, Georgia 30309. The initial registered agent of the Corporation at such address shall be Thomas J. Harrold, Jr.

**Article 5. Principal Office.** The initial principal office of the Corporation shall be at 133 Johnson Ferry Road, Marietta, Georgia 30068.

**Article 6. Initial Directors.** The initial Board of Directors shall consist of three (3) members.

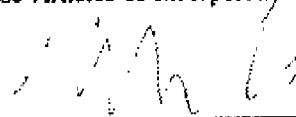
**Article 7. Director's Liability.** No director shall have any liability to the Corporation or to its shareholders for monetary damages for any action taken, or for any failure to take any action, as a director, occurring on or subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) the types of liability set forth in Section 14-2-832 of the Code; or (d) any transaction from which the director received an improper personal benefit.

**Article 8. Indemnification.** Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, shall be indemnified by the Corporation against those expenses (including attorneys' fees), judgments, fines, penalties and amounts paid in settlement which are allowed to be paid or reimbursed by the Corporation under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprises. Notwithstanding anything contained herein to the contrary, this Article is intended to provide indemnification to each director and officer of the Corporation to the fullest extent authorized by the Code, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader rights than said statute permitted the Corporation to provide prior thereto).

**Article 9. Incorporator.** The name and the address of the Incorporator is Bruce C. McCall, Miller & Martin PLLC, Suite 800, 1170 Peachtree Street, N.E., Atlanta, Georgia 30309.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation effective as of the 2<sup>nd</sup> day of January, 2009.

State of Georgia  
Expedite Creation - Domestic Entity 2 Page(s)

  
Bruce C. McCall, Incorporator



T0900210508

TRADEMARK

REEL: 005472 FRAME: 0660



KAREN HANDEL  
Secretary of State

**OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION**

315 West Tower, #2 Martin Luther King, Jr. Drive  
Atlanta, Georgia 30334-1530  
(404) 658-2817

Registered agent, officer, entity status information via the Internet  
<http://www.georgiacorporations.org>

**TRANSMITTAL INFORMATION  
GEORGIA PROFIT OR NONPROFIT CORPORATIONS**

**IMPORTANT**

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: jsimoneau@millermartin.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. 2008123534

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

MarketGid USA, Inc.

Corporate Name (List exactly as it appears in articles)

2. Thomas J. Harrold, Jr.

404-962-6402

Name of person filing articles (certificate will be mailed to this person, at address below)

Telephone Number

1170 Peachtree Street NE - Suite 800

Address

Atlanta

GA

30309

City

State

Zip Code

3.

Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)

[Signature]  
Authorized signature of person filing documents

1/2/09  
Date

Request certificates and obtain entity information via the internet: <http://www.georgiacorporations.org>

TRADEMARK

REEL: 005472 FRAME: 0661

Last Insertion: 01/16/09

Ad #: 1150439

Account #: 96140

**NOTICE OF INTENT TO INCORPORATE** Notice is given that Articles of Incorporation which will incorporate **MarketGid USA, Inc.** have been delivered to the Secretary of State for filing in accordance with the Georgia Business Corporation Code. The initial registered office of the corporation will be located at 1170 Peachtree Street NE, Suite 800, Atlanta, Fulton County, Georgia 30309, and its initial registered agent at such address is Thomas J. Harrold, Jr..  
#1150439:1/9-2tp

Last Insertion: 01/16/09 Ad #: 1150439 Customer #: 96140

MILLER & MARTIN PLLC  
1170 PEACHTREE STREET, NE

ATLANTA, GA 30309

PUBLISHER 'S AFFIDAVIT

STATE OF GEORGIA  
COUNTY OF FULTON  
Re: 1150439

Before me, the undersigned, a Notary Public, this day personally came Monique Bussey who, being duly sworn, according to law, says she is an agent of the Incisive Media, publishers of the Daily Report, the official newspaper published in Atlanta, Ga, in said county and state, and that the publication, of which the annexed is a true copy, was published in said newspaper as provided by law on the following dates:

01/09/2009, 01/16/2009

*Monique Bussey*

Monique Bussey (Agent)

*K. Mosley*

Kawemah Mosley (Notary Public)



Subscribed and sworn to before me this 16th of January, 2009.

Last Insertion: 01/16/09    Ad #: 1150439    Account #: 96140

MILLER & MARTIN PLLC  
1170 PEACHTREE STREET, NE

ATLANTA, GA 30309

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**Karen C Handel**  
Secretary of State

**STATE OF GEORGIA**  
**2009 Corporation Annual Registration**

Control No: 09000269  
Date Filed: 01/14/2009 05:00 PM  
Karen C Handel  
Secretary of State

**OFFICE OF SECRETARY OF STATE**  
Annual Registration Filings  
P.O. Box 23038  
Columbus, Georgia 31902-3038

Entity Control No. 09000269

Information on record as of: 1/14/2009

MARKETGID USA, INC.  
133 JOHNSON FERRY ROAD, Suite 110  
Marietta GA, 30068

Amount due from this entity is indicated below. Annual fee is \$30. If amount is more than \$30, total reflects amount(s) due from previous year(s). **Renew by April 1, 2009**

Renew at [www.georgiacorporations.org](http://www.georgiacorporations.org) or by submitting bottom portion with check payable to "Secretary of State".

Officer, address and agent information currently of record is listed below. Please verify "county of registered office." If correct and complete, detach bottom portion, sign, and return with payment. Or, enter changes as needed and submit. Complete each line, even if the same individual serves as Chief Executive Officer, Chief Financial Officer and Secretary of the corporation. Please PRINT LEGIBLY.

**Note:** Agent address must be a street address in Georgia where the agent may be served personally. A mail drop or P.O. Box does not comply with Georgia law for registered office. P.O. Box may be used for principal office and officers.

Any person authorized by the entity to do so may sign and file registration (including online filing).

Please return ONLY the original form below and fee. Other filings and correspondence should be sent to our Atlanta address: Corporations Division, 315 West Tower, #2 Martin Luther King Jr. Drive, Atlanta, GA 30334.

Visit [www.georgiacorporations.org](http://www.georgiacorporations.org) to file online or for more information on annual registration. Or, call 404-656-2817.

**Current information printed below. Review and update as needed. Detach original coupon and return with payment.**

CORPORATION NAME	ADDRESS	CITY	STATE	ZIP
MARKETGID USA, INC.	133 JOHNSON FERRY ROAD	Marietta	GA	30068
CEO:				
CFO:				
SEC:				
AGT: Harold, Jr., Thomas J.	1170 Peachtree Street NE	Atlanta	GA	30309
<b>IF ABOVE INFORMATION HAS CHANGED, TYPE OR PRINT CORRECTIONS BELOW:</b>				
Corporation Addr:	133 JOHNSON FERRY ROAD, Suite 110	Marietta	GA	30068
CEO: Ryan Brown	133 Johnson Ferry Road, Suite 110	Marietta	GA	30068
CFO: Ryan Brown	133 Johnson Ferry Road, Suite 110	Marietta	GA	30068
SEC: Vlachoslav Trotsenko	133 Johnson Ferry Road, Suite 110	Marietta	GA	30068
AGT:	P.O. BOX NOT ACCEPTABLE		GA	
I CERTIFY THAT I AM AUTHORIZED TO SIGN THIS FORM AND THAT THE INFORMATION IS TRUE AND CORRECT.		COUNTY OF REGISTERED OFFICE:	COUNTY CHANGE OR CORRECTION:	
AUTHORIZED SIGNATURE: Thomas J. Harold, Jr.				
DATE: 1/14/2009				
TITLE: Filer				

BR203 2009 Corporation Annual Registration

Amount Due: **\$30.00**

091 090002697 0030004 MARKETGIDUSAINC0000006

**TRADEMARK**  
**REEL: 005472 FRAME: 0665**



**EIN Assistant**

Your Progress:    1. Identity ✓    2. Authenticate ✓    3. Addresses ✓    4. Details ✓    5. EIN (

**Congratulations! The EIN has been successfully assigned.**

EIN Assigned: **26-4058255**

Legal Name: **MARKETGID USA INC**

The confirmation letter will be mailed to the applicant. This letter will be the applicant's official IRS notice and will contain important information regarding the EIN. Allow up to 4 weeks for the letter to arrive by mail.

**We strongly recommend you print this page for your records.**

Click "Continue" to get additional information about using the new EIN.

**Continue >>**

**Help Topics**

**?** [Can the E  
before the  
letter is re](#)

**BYLAWS**  
**OF**  
**MARKETGID USA, INC.**

**Article 1**  
**Offices**

**Section 1.1 Registered Office and Agent.** The Corporation shall have and continuously maintain a registered office and registered agent in accordance with the provisions of Section 14-2-501 of the Georgia Business Corporation Code.

**Section 1.2 Other Offices.** The Corporation may have offices at such place or places within or without the State of Georgia as the Board of Directors may from time to time appoint or the business of the Corporation may require or make desirable.

**Article 2**  
**Shareholders**

**Section 2.1 Annual Meetings.** The annual meeting of the shareholders for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held at such place, either within or without the State of Georgia, on such date and at such time as the Board of Directors may by resolution provide, or if the Board of Directors fails to provide, then such meeting shall be held at the principal office of the Corporation at 10:00 a.m. on the second Tuesday of the fourth (4<sup>th</sup>) month following the end of the fiscal year of the Corporation, or, if such date is a legal holiday, on the next following business day, provided that failure to hold the annual meeting shall not work a forfeiture or otherwise affect valid corporate acts. The Board of Directors may specify by resolution prior to any special meeting of shareholders held within the year that such meeting shall be in lieu of the annual meeting.

**Section 2.2 Special Meetings.** Special meetings of the shareholders may be called at any time by the Board of Directors or the President of the Corporation, and shall be called by the President when the holders of at least twenty-five (25%) percent of the voting rights of the shares entitled to vote sign, date and deliver to the Corporation one or more written demands for the meeting. A written demand by a shareholder for a special meeting may be revoked by a writing or electronic transmission to that effect by the shareholder received by the Corporation prior to the call of the special meeting. Such special meetings shall be held at such place, either within or without the State of Georgia, as is stated in the call and notice thereof and only such business as is within the purpose or purposes described in the meeting notice may be conducted.

**Section 2.3 Notice of Meetings; Waiver of Notice.**

(a) Except as otherwise required by statute or by the Articles of Incorporation of the Corporation, as amended (the "Articles"), written notice of each meeting of the shareholders,



whether annual or special, stating the time and place of the meeting, and the purpose of any special meeting, shall be served either personally, by mail or by electronic transmission, upon each shareholder entitled to vote at or to notice of such meeting, not less than ten (10) nor more than sixty (60) days before the meeting date, unless such shareholder waives notice of the meeting. If mailed, such notice shall be mailed to the shareholder at such shareholder's address shown on the books of the Corporation. Notice of any meeting of shareholders may be given by the President, the Secretary or by the person or persons calling such meeting.

(b) Notice of any meeting of shareholders shall not be required to be given to any shareholder who, in person or by an attorney thereunto authorized, either before or after such meeting, shall waive such notice by means of a signed writing or electronic transmission delivered to the Corporation. Attendance of a shareholder at a meeting, either in person or by proxy, shall of itself constitute waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting, the manner in which it has been called or convened, or the consideration of a particular matter that is not within the purpose or purposes described in the meeting notice, except when a shareholder attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the holding of the meeting or the transaction of business. Neither the business transacted at, nor the purpose of, any meeting need be stated in the waiver of notice of such meeting, except as otherwise required by Section 14-2-706 of the Georgia Business Corporation Code.

**Section 2.4 Voting Entitlement of Shares.** Each outstanding share of any class or series of shares of capital stock of the Corporation having voting power shall be entitled to one (1) vote on all matters requiring a shareholder vote. Except as otherwise required by law or the Articles, the holders of the outstanding shares of all classes and series of shares of capital stock of the Corporation shall vote together as a single voting group on all matters presented to the shareholders for their action or consideration at any meeting of the shareholders (or by written consent of the shareholders in lieu of a meeting), and the holders of the outstanding shares of any single class or series of shares of capital stock of the Corporation shall not be entitled to vote as a separate voting group.

**Section 2.5 Quorum; Adjournment of Meetings.**

(a) A majority of the votes entitled to be cast on the matter by the holders of the outstanding shares of all classes and series of shares of capital stock of the Corporation, whether present in person or represented by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business, except as otherwise provided by law, by the Articles, or by these Bylaws, as amended (the "Bylaws"). Once a share is represented for any purpose at a meeting, other than solely to object to holding the meeting or transacting business at the meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

(b) The holders of a majority of the votes represented at a meeting in person or by proxy, whether or not a quorum is present, may adjourn such meeting from time to time. At any such adjourned meeting at which a quorum shall be present in person or by proxy, any business

may be transacted that might have been transacted at the meeting as originally called. No notice need be given of the date, time and place of reconvening of any adjourned meeting, if the new date, time and place are announced at the meeting before adjournment. Notwithstanding the above, if a new record date for the adjourned meeting is or must be fixed as provided in Section 2.11 below, then notice of the adjourned meeting must be given to persons who are shareholders as of the new record date, pursuant to the provisions of Section 2.3 above.

**Section 2.6 Voting.** If a quorum exists, action on a matter (other than the election of directors, which is addressed by Article 3 below) by the shareholders is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the Articles, these Bylaws, or the Georgia Business Corporation Code requires a greater number of affirmative votes.

**Section 2.7 Proxies.** At every meeting of the shareholders, including meetings of the shareholders for the election of directors, any shareholder having the right to vote shall be entitled to vote in person or, to the extent permitted by Section 14-2-722 of the Georgia Business Corporation Code, by proxy, but no proxy shall be voted after eleven (11) months from its date, unless said proxy provides for a longer period.

**Section 2.8 Conduct of Meetings.** The President, or in the President's absence a person appointed by the Board of Directors, shall preside at meetings of the shareholders. The Secretary of the Corporation, or in the Secretary's absence, any person appointed by the presiding officer, shall act as secretary for meetings of the shareholders.

**Section 2.9 Written Consents.** Subject to the provisions of Section 14-2-704 of the Georgia Business Corporation Code, any action required or permitted by the Georgia Business Corporation Code, or by the Articles or these Bylaws, to be taken at a meeting of the shareholders, or at a meeting of any voting group of shareholders, may be taken without a meeting if a written consent bearing the date of signature and describing the action so taken shall be signed by persons entitled to vote at such a meeting those shares having sufficient voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such action at such meeting at which all shareholders entitled to vote were present and voted.

**Section 2.10 Inspectors of Election.** All votes by ballot at any meeting of shareholders shall be conducted by such number of inspectors of election as are appointed for that purpose by either the Board of Directors or by the presiding officer of the meeting. The inspectors of election shall decide upon the qualifications of voters, count the votes and declare the results.

**Section 2.11 Record Date.** The Board of Directors, in order to determine the shareholders entitled (i) to notice of or to vote at any meeting of the shareholders or any adjournment thereof, (ii) to express consent to corporate action in writing without a meeting, (iii) to demand a special meeting of the shareholders, (iv) to receive payment of any dividend or other distribution or allotment of any rights, or (v) to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, shall fix in advance a record date which shall not be more than seventy (70) days before the date of such

meeting or the action requiring a determination of the shareholders, and in such case only such shareholders as shall be shareholders of record on the date so fixed, and that are otherwise entitled to vote, shall be entitled to such notice of or to vote at such meeting or any adjournment thereof, to express consent to such corporate action in writing without a meeting, to demand a special meeting of the shareholders, to receive payment of any such dividend or other distribution or allotment of any rights, or to exercise any such rights in respect of stock or to take any such other lawful action, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after any such record date is fixed as aforesaid. A determination of shareholders entitled to notice of or to vote at a shareholders meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it must do if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting.

### **Article 3** **Directors**

**Section 3.1 Authority.** Except as may be otherwise provided in the Articles or by any written agreement among the shareholders, all corporate powers 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.

**Section 3.2 Number.** The Board of Directors shall consist of that number of members to be fixed by resolution or agreement of the shareholders from time to time.

**Section 3.3 Election and Term.** Subject to any provisions of the Articles or these Bylaws to the contrary, (i) directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present, and (ii) each director (whether elected at an annual meeting of shareholders or otherwise) shall hold office until the annual meeting of shareholders held next after such person's election, and until a successor shall be elected and qualified, or until such person's earlier death, resignation, incapacity to serve or removal.

**Section 3.4 Vacancies.** A vacancy on the Board of Directors shall exist upon the death, resignation, removal or incapacity to serve of any director; upon the increase in the number of authorized directors; and upon the failure of the shareholders to elect the full number of directors authorized. If any vacancies shall occur on the Board of Directors, the remaining directors shall continue to act, and such vacancies may be filled by a majority vote of the remaining directors then in office, though less than a quorum, and, if not filled by prior action of the directors, may be filled by the shareholders at any meeting held during the existence of such vacancy. A vacancy that shall occur at a specific later date (by reason of a resignation effective at a later date or otherwise) may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs. Each director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office, or until such director's earlier death, resignation, incapacity to serve or removal.

**Section 3.4 Place of Meetings.** The Board of Directors may hold its meetings at such place or places within or without the State of Georgia as it may from time to time determine.

**Section 3.5 Compensation of Directors.** Directors may be allowed such compensation for attendance at regular or special meetings of the Board of Directors and of any committees thereof as may be from time to time determined by resolution of the Board of Directors. Additionally, the Corporation shall pay the reasonable out-of-pocket expenses incurred by each member of the Board of Directors in connection with performing such person's duties as a member of the Board of Directors, including without limitation the reasonable out-of-pocket expenses incurred by such person for attending meetings of the Board of Directors or any committee thereof.

**Section 3.6 Resignation.** Any director may resign at any time by delivering notice in writing or by electronic transmission to the Board of Directors. The resignation shall be effective when delivered, unless the notice specifies a later effective date of such resignation.

**Section 3.7 Removal.** The shareholders may declare the position of a director vacant, and may remove such director for cause at a special meeting of the shareholders called for such purpose, on the occurrence of any of the following events: the director has been declared of unsound mind by a final order of court; the director has been convicted of a felony; the director has failed to attend any meeting of the Board of Directors for at least a year and a half; or the director has been presented with one or more written charges, has been given at least ten (10) days' notice of a hearing at which such person may have legal counsel present, and has been given the opportunity for such a hearing at a meeting of the shareholders. The shareholders may also declare the position of a director vacant, and may remove such director without cause, by a vote of two-thirds (2/3) of the votes cast by the shares entitled to vote at a special meeting of the shareholders called for such purpose at which a quorum is present.

**Section 3.8 Initial Meeting.** Each newly elected Board of Directors shall meet (i) at the place and time which shall have been determined, in accordance with the provisions of these Bylaws, for the holding of the regular meeting of the Board of Directors scheduled to be held first following the annual meeting of the shareholders at which the newly elected Board of Directors shall have been elected, or (ii) if no place and time shall have been fixed for the holding of such meeting of the Board of Directors, then immediately following the close of such annual meeting of shareholders and at the place thereof, or (iii) at such time and place as shall be fixed by the written consent of all the directors of such newly elected Board of Directors. In any event no notice of such meeting to the newly elected directors shall be necessary in order legally to constitute the meeting.

**Section 3.9 Annual and Regular Meetings.** The annual meeting of the Board of Directors for the purpose of electing officers and transacting such other business as may be brought before the meeting shall be held each year immediately following the annual meeting of shareholders, provided that the failure to hold the annual meeting shall not work a forfeiture or otherwise affect valid corporate acts. Other regular meetings of the Board of Directors may be held at such time and place within or without the State of Georgia as shall from time to time be

determined by the Board of Directors by resolution, and such resolution shall constitute notice thereof. No further notice shall be required in order legally to constitute such regular meeting.

**Section 3.10 Special Meetings.** Special meetings of the Board of Directors may be called by the President and shall be called by the President or the Secretary on the written request of any two (2) or more directors delivered to such officer of the Corporation. Written notice of the date, time and place of such meetings shall be given to each director at least two (2) days before the meeting either in person, by telephone, by electronic transmission or by mail or private carrier. Any such special meeting shall be held at such date, time and place within or without the State of Georgia as shall be stated in the notice of meeting. No notice of any special meeting of the Board of Directors need state the purposes thereof.

**Section 3.11 Waiver of Notice.** A director may waive any notice required by this Article 3 before or after the date and time stated in the notice. Except as provided below, the waiver must be in writing or by electronic transmission, signed by the director entitled to the notice, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a meeting waives any required notice to such director of the meeting unless the director at the beginning of the meeting (or promptly upon such director's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**Section 3.12 Quorum; Voting.**

(a) At all meetings of the Board of Directors, the presence of a majority of the authorized number of directors shall constitute a quorum for the transaction of business, except as may be otherwise specifically provided by law, by the Articles or by these Bylaws.

(b) If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the Board of Directors, except that a Supermajority vote of the Board of Directions shall be required to (1) appoint and remove Officers of the Corporation; (2) approve a budget; (3) approve and execute a contract for more than \$100,000.00; and (4) approve any business loans or guarantees of loans on behalf of the Company.

(c) In the absence of a quorum, a majority of the directors present at any meeting may adjourn the meeting from time to time until a quorum is reached. Notice of any adjourned meeting need only be given by announcement at the meeting at which the adjournment is taken.

**Section 3.13 Electronic Communications.** Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by any means of communication (such as conference telephone or similar communications equipment) by which all directors participating in the meeting may simultaneously hear each other during the meeting, and such participation in a meeting shall constitute presence in person at the meeting.

**Section 3.14 Conduct of Meetings.** The President, or in the President's absence the Vice President, if any, named by the Board of Directors, shall preside at meetings of the Board of

Directors. The Secretary of the Corporation, or in the Secretary's absence any person appointed by the presiding officer, shall act as secretary for meetings of the Board of Directors.

**Section 3.15 Action by Written Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if the action is taken by all members of the Board of Directors (or all members of such committee, as the case may be). The action must be evidenced by one or more consents in writing or by electronic transmission describing the action taken, signed by each director (or each member of the committee, as the case may be), and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A consent signed and delivered by a director (or committee member, as the case may be) pursuant to this Section 3.15 has the effect of a meeting vote and may be described as such in any document.

#### **Article 4 Committees**

##### **Section 4.1 Powers and Composition of Committees.**

(a) The Board of Directors may, by a resolution adopted by a majority of the entire Board of Directors, designate an Executive Committee and/or one (1) or more other committees, which other committees shall have such names and shall have and may exercise such powers of the Board of Directors in the management of the business and affairs of the Corporation as may be determined from time to time by the Board of Directors, except the powers denied to the Executive Committee.

(b) Each member of a committee shall remain a member of such committee for the term for which such person has been appointed and until such person's successor on the committee is appointed, or until such person's earlier death, resignation, removal or cessation as a director.

(c) The Board of Directors shall have the power at any time to remove any or all of the members of any committee, with or without cause, to fill vacancies on any such committee, and to dissolve any such committee, all subject to the provisions of this Section 4.1.

**Section 4.2 Executive Committee – Powers and Limitations.** If an Executive Committee is designated, then during the intervals between the meetings of the Board of Directors, the Executive Committee may exercise all of the powers of the Board of Directors in the management of the business affairs of the Corporation, including all powers specifically granted to the Board of Directors by these Bylaws or by the Articles, and may authorize the seal of the Corporation to be affixed to all papers which may require it; provided, however, that the Executive Committee shall not have the power to amend or repeal any resolution of the Board of Directors that by its terms shall not be subject to amendment or repeal by the Executive Committee, and the Executive Committee shall not have the authority of the Board of Directors in reference to (1) amending the Articles; (2) adopting, amending or approving a plan of merger or share exchange not requiring shareholder approval; (3) adopting, amending or repealing the Bylaws; (4) the filling of vacancies on the Board of Directors or on any of its committees; (5)

approving or proposing to the shareholders action that the Georgia Business Corporation Code requires to be approved by the shareholders; (6) the sale, lease, exchange or other disposition of all or substantially all of the property or assets of the Corporation; (7) the removal of any or all of the officers of the Corporation; or (8) a voluntary dissolution of the Corporation or a revocation of any such voluntary dissolution.

**Section 4.3 Executive Committee – Meetings.** If an Executive Committee is designated, the Executive Committee shall meet from time to time on the call of the President or of any one (1) or more members of the Executive Committee. Meetings of the Executive Committee may be held at such place or places, within or without the State of Georgia, as the Executive Committee shall determine or as may be specified or fixed in the respective notices of such meetings. The Executive Committee may fix its own rules of procedure, including provisions for notice of its meetings, shall keep a record of its proceedings, and shall report these proceedings to the Board of Directors at the meeting thereof held next after such meeting of the Executive Committee. All such proceedings shall be subject to revision or alteration by the Board of Directors except to the extent that action shall have been taken pursuant to or in reliance upon such proceedings prior to any such revision or alteration. The Executive Committee shall act by majority vote of its members.

## **Article 5 Officers**

### **Section 5.1 Election and Term.**

(a) The officers of the Corporation shall consist of a President, a Secretary, a Treasurer and such other officers, including one or more Vice Presidents, as may be elected by the Board of Directors. The Board of Directors may designate a Vice President as an Executive Vice President and may designate the order in which other Vice Presidents may act. The Board of Directors may also appoint such other officers and assistant officers as it shall deem necessary, including one or more Assistant Vice Presidents, one or more Assistant Treasurers, and one or more Assistant Secretaries. The same individual may simultaneously hold more than one office in the Corporation.

(b) Each officer shall hold office for the term for which such officer has been elected or appointed and until such officer's successor has been elected or appointed and has qualified, or until such officer's earlier resignation, death, removal or termination of such person's office.

### **Section 5.2 Removal and Resignation; Vacancies.**

(a) The Board of Directors may remove any officer at any time with or without cause.

(b) Any officer may resign at any time by delivering notice in writing or by electronic transmission to the Corporation. The resignation shall be effective when the notice is effective, or at such future effective date as may be specified in such notice.

(c) Any vacancy in any office, however occurring, may be filled by the Board of Directors, unless the Articles shall have expressly reserved such power to the shareholders.

**Section 5.3 Compensation.** The compensation of the officers shall be fixed from time to time by the Board of Directors, except that the Board of Directors may delegate to any officer or officers the power to fix the compensation of any officer appointed in accordance with Section 5.1. No officer shall be prevented from receiving such compensation by reason of the fact that such officer is also a director of the Corporation.

**Section 5.4 President.** The President shall be the chief executive officer of the Corporation, shall give general supervision and direction to the affairs 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, all subject to the direction of the Board of Directors. The President shall also have such powers and perform such duties as are specifically imposed upon the President by law and as may be assigned to the President by the Board of Directors. The President shall have the authority to execute contracts, mortgages, agreements or instruments under the seal of the Corporation. The President shall be *ex officio* a member of all committees of the Board of Directors, unless otherwise provided in the resolution appointing such committees. The President shall call meetings of the shareholders, the Board of Directors, and the Executive Committee to order and shall act as chairman of such meetings.

**Section 5.5 Vice Presidents.** The Vice President or Vice Presidents, if any, shall perform such duties and exercise such powers as the President or the Board of Directors shall request or delegate. In the absence of the President, or in the event of the President's death or inability to act, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President; provided, however, that if there is more than one (1) Vice President, any Vice President shall have the authority to execute contracts, mortgages, agreements or instruments under the seal of the Corporation, subject to all of the restrictions upon the President relating to such functions, but all other duties of the President shall be performed by the Vice President so designated at the time of such person's election, or in the absence of any such designation, then in the order of election (or if more than one (1) Vice President is elected at the same meeting, in the order in which they are listed in the resolution electing them), and when so acting such Vice President(s) shall have all of the powers of and be subject to all of the restrictions upon the President. The Assistant Vice Presidents shall perform such duties and exercise such powers as the President or the Board of Directors shall request or delegate.

**Section 5.6 Secretary.** The Secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders, shall record all votes and the minutes of all proceedings in books to be kept for that purpose, and shall perform like duties for the committees of the Board of Directors when required. The Secretary shall give, or cause to be given, any notices required to be given of any meetings of the shareholders and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President. The Assistant Secretary or Assistant Secretaries shall, in the absence or disability of the Secretary, or at the Secretary's request, perform the duties and exercise the powers and authority herein granted to the Secretary.



**Section 5.7 Treasurer.** The Treasurer shall be the chief financial officer of the Corporation and shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit or cause to be deposited, in the name of the Corporation, all monies or other valuable effects in such banks, trust companies or other depositories as shall from time to time be selected by the Board of Directors. The Treasurer shall keep or cause to be kept in the books of the Corporation provided for that purpose a true account of all transactions, and of the assets and liabilities, of the Corporation. The Treasurer shall prepare and submit to the President such financial statements and schedules as may be required to keep the President currently informed of the operations and financial condition of the Corporation, and shall render to the President and the Board of Directors, whenever requested, an account of the financial condition of the Corporation. The Treasurer shall also perform all the duties incident to the office of treasurer of a corporation, and such other duties as may be assigned to the Treasurer by the Board of Directors or the President.

## **Article 6 Stock**

**Section 6.1 Share Certificates.** The shares of stock of the Corporation shall be represented by a certificate or certificates in such form as the Board of Directors may from time to time adopt. The share certificates shall be consecutively numbered (by class and series, if applicable), and the issuance of the shares shall be duly recorded in the books of the Corporation as they are issued. Each share certificate shall state on its face the name of the Corporation, the holder's name, the number of shares represented thereby, the class of shares and series, if any, represented thereby, that the Corporation is organized under the laws of the State of Georgia, the date of issue of such shares, and the par value of each share or a statement that the shares are without par value. Each share certificate shall also bear all legends required by Georgia law and by any written agreement among the shareholders. Each share certificate shall be signed, either manually or in facsimile, by the President or a Vice President, and may (but need not) be signed by the Treasurer, Assistant Treasurer, Secretary or Assistant Secretary, if such officer or officers have been elected or appointed by the Corporation. If the share certificate is signed in facsimile, then it must be countersigned by a transfer agent or registered by a registrar other than the Corporation itself or an employee of the Corporation. The transfer agent or registrar may sign either manually or by facsimile. If the person who signed a share certificate, either manually or in facsimile, no longer holds office when the share certificate is issued, the certificate is nevertheless valid. No share certificate shall be issued until the consideration for the shares represented thereby has been fully paid.

**Section 6.2 Shareholder Records.** The Secretary shall keep a record of the shareholders of the Corporation which readily indicates in alphabetical order or by alphabetical index, and by classes of stock, the names of the shareholders entitled to vote, the addresses of such shareholders, and the number of shares held by such shareholders. Said record shall be presented at all meetings of the shareholders.

**Section 6.3 Stock Transfers.** The shares of stock of the Corporation shall be transferred on the books of the Corporation upon surrender to the Corporation of the share certificate or

certificates representing the shares to be transferred, accompanied by an assignment in writing of such shares properly executed by the shareholder of record or such shareholder's duly authorized attorney-in-fact and with all taxes on the transfer, if any, having been paid. The Corporation may refuse any requested transfer until furnished evidence satisfactory to it that such transfer is proper. Upon the surrender of a share certificate for transfer of stock, such share certificate shall at once be conspicuously marked on its face "Cancelled" and filed with the permanent stock records of the Corporation. The Board of Directors may make such additional rules concerning the issuance, transfer and registration of shares of stock as it deems necessary.

**Section 6.4 Shareholder Rights.** The Corporation shall be entitled to treat the record holder of any share of stock of the Corporation as the person entitled to vote such share (if such share represents voting stock) and to receive any dividend or other distribution with respect to such share, and for all other purposes and accordingly shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

**Section 6.5 Transfer Agent.** The Board of Directors may appoint one or more transfer agents and one or more registrars and may require each stock certificate to bear the signature or signatures of a transfer agent or a registrar or both.

**Section 6.6 Replacement Certificates.** Any person claiming a share certificate to be lost, stolen or destroyed shall make an affidavit or affirmation of the fact in such manner as the Board of Directors may require and shall, if the Board of Directors so requires, give the Corporation a bond of indemnity in form and amount, and with one or more sureties, satisfactory to the Board of Directors, as the Board of Directors may require, whereupon an appropriate new certificate may be issued in lieu of the one alleged to have been lost, stolen or destroyed.

## **Article 7 Indemnification**

**Section 7.1 Defined Terms.** All capitalized terms used but not defined in this Article 7 shall have the meanings assigned to such terms in Part 5 of Article 8 of the Georgia Business Corporation Code.

**Section 7.2 Indemnification of and Advancement of Expenses to Directors and Board-Elected Officers.** The Corporation shall provide indemnification and advance expenses (including counsel fees) to its Directors and to its officers elected by the Board of Directors (the "Board-elected Officers"), in each case to the fullest extent permitted by law. In accordance with and subject to the limitations of Section 14-2-856 of the Georgia Business Corporation Code, such indemnification against Liabilities and advances for expenses (including counsel fees) may be made without regard to the other provisions of Part 5 of Article 8 of the Georgia Business Corporation Code, except that no advancement or reimbursement of expenses to Directors or Board-elected Officers in accordance with the foregoing sentence shall be made in advance of the final disposition of the applicable Proceeding unless the proposed indemnitee furnishes the Corporation a written affirmation of his or her good faith belief that he or she has not engaged in conduct that could lead to liability for the matters described in Section 14-2-

856(b) of the Georgia Business Corporation Code, and he or she furnishes the Corporation a written undertaking, executed personally or on his or her behalf, to repay any advances if it is ultimately determined that he or she is not entitled to indemnification under this Article 7, the Articles or Part 5 of Article 8 of the Georgia Business Corporation Code.

**Section 7.3 Miscellaneous.** To the extent that the provisions of this Article 7 are held to be inconsistent with the provisions of Part 5 of Article 8 of the Georgia Business Corporation Code, such provisions of the Georgia Business Corporation Code shall govern. The rights of a director or officer hereunder shall be in addition to any other rights with respect to indemnification, advancement of expenses or otherwise that such director or officer may have under contract, the Articles, the Georgia Business Corporation Code or otherwise. No amendment, modification or rescission of this Article 7, or any provision hereof, the effect of which would diminish the rights to indemnification against Liabilities or advancement of expenses (including counsel fees) as set forth herein shall be effective as to any Director or Board-elected Officer of the Corporation with respect to any act or omission by such person prior to the effective date of such amendment, modification or rescission.

## **Article 8 Miscellaneous**

**Section 8.1 Inspection of Books.** The Board of Directors shall have power to determine which accounts, books and records of the Corporation, if any, shall be open to the inspection of the shareholders, except with respect to such accounts, books and records as may by law be specifically open to inspection by the shareholders, and shall have the power to fix reasonable rules and regulations not in conflict with the applicable laws, if any, for the inspection of accounts, books and records which by law or by determination of the Board of Directors shall be open to inspection, and the shareholders' rights in this respect are and shall be restricted and limited accordingly.

**Section 8.2 Fiscal Year.** The fiscal year of the Corporation shall be fixed from time to time by resolution of the Board of Directors.

**Section 8.3 Seal.** The seal of the Corporation shall be in such form as the Board of Directors may from time to time approve. In the event it is inconvenient to use a seal at any time, the signature of an authorized officer of the Corporation, followed by the word "SEAL" or "CORPORATE SEAL" enclosed in parenthesis or scroll, shall be deemed to be the seal of the Corporation.

**Section 8.4 Depositories, Checks and Drafts.** All funds of the Corporation not otherwise employed shall be deposited from time to time in the name of the Corporation in such banks, trust companies or other financial institutions as the Board of Directors may from time to time designate. All checks, drafts or other orders, not exceeding \$50,000.00, for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or agent of the Corporation in such manner as shall from time to time be determined by the Board of Directors. All checks, drafts or other orders, exceeding said \$50,000.00 shall be signed by two (2) officers or agents of the Corporation as shall be

determined by the Board of Directors.

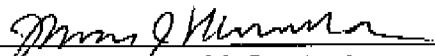
**Section 8.5 Contracts.** All contracts, agreements, deeds, mortgages, leases, documents and other instruments (collectively, the "Contracts") shall be signed in the name of and on behalf of the Corporation by the President, and/or by such other officers or agents authorized by the Board of Directors from time to time. The Board of Directors' authorization of an officer or agent of the Corporation to enter into, execute and deliver any Contract in the name of and on behalf of the Corporation may be general or confined to specific instances.

**Section 8.6 Insurance.** The Corporation may provide, at no cost to the directors and officers of the Corporation, errors and omissions/directors and officers liability insurance, in amounts determined by the Board of Directors, which shall be the same for all members of the Board of Directors.

**Section 8.7 Amendment.** The Board of Directors shall have the power to alter, amend or repeal these Bylaws or to adopt new bylaws, but any bylaws so altered, amended, repealed or adopted by the Board of Directors may be rescinded, altered, amended or repealed by the shareholders, and new bylaws may be adopted by the shareholders. The shareholders may prescribe that any bylaw or bylaws adopted by them shall not be altered, amended or repealed by the Board of Directors. The shareholders shall also have the power to alter, amend or repeal these Bylaws or to adopt new bylaws.

**Section 8.8 Construction.** In the event of any conflict between the terms of these Bylaws and the terms of the Articles or of any written agreement among the shareholders, the terms of the Articles and of the written agreement among the shareholders shall govern and control. Whenever in these Bylaws reference is made to a specific section of the Georgia Business Corporation Code, such reference shall be deemed to refer to such section as amended from time to time or any successor provision. If any of the provisions of these Bylaws (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

**IN WITNESS WHEREOF**, the undersigned Officer hereby attests that the foregoing Bylaws were adopted as the Bylaws of the Corporation by the act of the Board of Directors of the Corporation, effective as of the 2<sup>nd</sup> day of January, 2009.

  
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Thomas J. Harrold, Jr., Assistant Secretary