

(c) Each Member shall have one vote upon all questions presented for action at any meeting of the Members, provided that holders of shares in this Corporation shall have as many votes as the number of shares held by them respectively.

7. The Board of Directors of the Corporation shall fix a record date for the purpose of determining Members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine Members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall not be more than 50 days nor less than 10 days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of Members entitled to vote at a meeting of Members shall be the close of business on the day next preceding the day on which notice is given, the day on which the meeting is held. The record date for determining Members for any propose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of Directors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is fixed by the Board of Directors for such adjourned meeting.

8. The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Membership certificates, cards or other instruments, if issued, shall bear the signatures or facsimile signatures of any officer or officers designated by the Board of Directors and may bear the seal of the Corporation or a facsimile thereof.

9. In the event any capital contribution shall be made or accepted pursuant to authorization conferred by the Certificate of Incorporation of the Corporation, each certificate evidencing such capital contribution shall conform to the law of the State of Incorporation.

10. The Corporation may levy initiation fees, dues, assessments and its voting and non-voting members, however failure to pay such dues does not automatically terminate membership in the Corporation. The Corporation must give a member notice of any charges levied against him and an opportunity to respond to them before the Corporation may expel such member.

ARTICLE III

BOARD OF DIRECTORS

1. The Corporation shall be managed by its Board of Directors. Each director shall be at least 18 years of age. The initial Board of Directors shall consist of 9 persons. Thereafter, the number of Directors constituting the entire Board shall not be less than three. Subject to the foregoing, the number of Board of Directors may be fixed from time to time by action of the Members or of the Directors. The number of Directors may be increased or decreased by action of the Members or the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any Director then in office.