

**BYLAWS
OF
STANFORD HEALTH CARE ADVANTAGE**

**ARTICLE I
OFFICES AND RECORDS**

Section 1.1. PRINCIPAL AND OTHER OFFICES. The principal office of the Corporation shall be located within or without the State of California. The Corporation may also have other offices at any places, within or without the State of California, as the Board of Directors may designate, as the business of the Corporation may require, or as may be desirable.

Section 1.2. REGISTERED AGENT. The address and name of the Corporation’s registered agent shall be as set forth in the Corporation’s articles of incorporation (the “Articles of Incorporation”). The Board of Directors may change the registered agent at any time by making the appropriate filing with the California Secretary of State.

Section 1.3. BOOKS AND RECORDS. The Corporation shall maintain at its principal place of business or such other location as the Board of Directors may designate the books and records of the Corporation, including its share ledger, books of account, and minute books, each of which may be maintained on any information storage device or method that can be converted into clearly legible paper form within a reasonable time. The Corporation shall convert any records so kept upon the written request of any person entitled to inspect such records pursuant to applicable law.

**ARTICLE II
SHAREHOLDERS**

Section 2.1. PLACE OF MEETING. Meetings of the shareholders may be held at any place, within or without the State of California, as shall be fixed by the Board of Directors. In the absence of such designation, shareholder meetings shall be held at the principal executive office of the Corporation.

Section 2.2. MEETINGS OF SHAREHOLDERS BY REMOTE COMMUNICATION. A meeting of the shareholders may be conducted, in whole or in part, by electronic video screen communication. Meetings may also be conducted, in whole or in part, by electronic transmission (other than video screen communication) if all the shareholders consent thereto and such consent is not revoked prior to the holding of the meeting. A request by the Corporation to the shareholders for consent to conduct a meeting of the shareholders by electronic transmission may be made in the same manner as a notice of the shareholders meeting (as described below) and shall include a statement that, absent consent of each of the shareholders to conduct a meeting by electronic transmission, the meeting shall be held at a physical location in accordance with Section 2.1 of this Article.

Shareholders not physically present (in person or by proxy) at a meeting may, by video screen communication or electronic transmission, be deemed present and may participate and vote at the meeting. When conducting any meeting in whole or in part by video screen communication or electronic transmission, the corporation shall implement reasonable measures

to provide shareholders a reasonable opportunity to read or hear the proceedings in real time as the proceedings occur and to vote on matters submitted thereat for shareholder vote.

The Corporation shall maintain a record of any shareholder vote or other action taken by means of video screen communication or electronic transmission.

Section 2.3. ANNUAL MEETINGS. An annual meeting of shareholders, for the purpose of electing directors and transacting any other business as may be brought before the meeting, shall be held on such date and time as may be fixed by the Board of Directors and stated in the notice of the meeting.

Failure to hold the annual meeting of shareholders at the designated time shall not affect the validity of any action taken by the Corporation.

Section 2.4. SPECIAL MEETINGS. Special meetings of the shareholders may be called by:

- (a) the chairman of the Board of Directors;
- (b) the President;
- (c) the Board of Directors; or

(d) holders of at least 10 percent of all votes entitled to be cast on any issue proposed for consideration at the proposed special meeting, provided that they have signed, dated and delivered to the corporation's secretary one or more written demands for the meeting that describe the purpose or purposes for which the meeting is to be held.

Only business within the purpose or purposes described in the meeting notice may be conducted at a special shareholders' meeting.

Section 2.5. RECORD DATE FOR SHAREHOLDER ACTION. For determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, the record date shall be:

- (a) on the date fixed by the Board of Directors in the notice of the meeting;
- (b) the day before the effective date of the notice to shareholders, if no date is fixed by the Board of Directors; or
- (c) the date set by law applying to the type of action to be taken for which a record date must be set, if no date is fixed by the Board of Directors and no notice of meeting is mailed to shareholders.

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 shall do if the meeting is adjourned to a date that is more than 120 days after the date fixed for the original meeting.

For shareholder action by consent without a meeting, the record date for determining shareholders entitled to approve the action subject of the consent shall be:

- (x) on the date fixed by the Board of Directors;

(y) the first date on which a signed written consent is delivered to the Corporation, if no date is fixed by the Board of Directors and prior board action is not required for the action to be adopted or taken without a meeting; or

(z) the close of business on the day the resolution of the board taking such prior action is adopted, if no date is fixed by the Board of Directors and prior board action is required for the action to be adopted or taken without a meeting.

A record date fixed by these Bylaws may not be more than 70 days before the meeting or action requiring a determination of shareholders.

Section 2.6. NOTICE OF SHAREHOLDERS' MEETING. Written or printed notice of any annual or special meeting of shareholders shall be given to any shareholder entitled to notice not less than ten days, nor more than 60 days, before the date of the meeting. Such notice shall state:

(a) the date and time of the meeting;

(b) the place of the meeting, if any; and

(c) the purpose or purposes for which the meeting is called if (i) the meeting is a special meeting or (ii) notice of the meeting's purpose is required by the California Corporations Code (the "Code").

At any meetings where directors are elected, notice shall include names of the nominees, if any, intended at the date of notice to be presented by the management for election.

The Corporation shall give any notice required under these Bylaws or the Code to each such shareholder (x) in physical form by mail, private carrier, or personal delivery to the shareholder's address shown on the Corporation's record of shareholders or (y) by electronic transmission if consented to by the shareholder.

Any person entitled to notice of a meeting may sign a written waiver of notice either before or after the time of the meeting. The participation or attendance at a meeting of a person entitled to notice constitutes waiver of notice, except where the person attends for the specific purpose of objecting to the lawfulness of the convening of the meeting.

Section 2.7. SHAREHOLDERS' LIST FOR MEETING. After fixing a record date for an annual or special meeting of shareholders, the Corporation shall prepare an alphabetical list of the names of all its shareholders who are entitled to notice of the meeting. If the Board of Directors fixes a different record date under Section 2.6 of these Bylaws to determine the shareholders entitled to vote at the meeting, the Corporation shall also prepare an alphabetical list of the names of all its shareholders who are entitled to vote at the meeting. A shareholders' list shall be arranged by voting group, and within each group by class or series of shares if any, and show the address of and number of shares held by each shareholder.

Beginning two business days after notice of the meeting is given and continuing through the meeting, the shareholders' list for notice shall be available for inspection by any shareholder at (a) the Corporation's principal office or (b) the place identified in the meeting notice in the county or city where the meeting will be held.

A shareholders' list for voting shall also be available for inspection promptly after the record date for voting. If the meeting is to be held at a place, the Corporation shall make the list of shareholders entitled to vote available at the meeting for inspection by any shareholder, or the shareholder's agent or attorney, at any time during the meeting or any adjournment. If shareholders will be able to participate in a shareholders' meeting by means of remote communication, this list must be open to examination by the shareholders for the duration of the meeting on a reasonably accessible electronic network, and the information required to access the list must be provided to shareholders in the meeting notice.

Section 2.8. QUORUM OF SHAREHOLDERS. At each meeting of shareholders for the transaction of any business, a quorum must be present to organize such meeting. A quorum shall be present to take action on any matter at a meeting of shareholders if a majority of the votes entitled to be cast on the matter by each separate voting group are represented at the meeting in person, by the use of remote communication, or by proxy.

Once a quorum has been established at a meeting, the shareholders present can continue to do business for the remainder of the meeting and any adjournment of that meeting, notwithstanding the withdrawal of enough shareholders to leave less than a quorum unless a new record date is or must be set for that adjourned meeting.

Section 2.9. CONDUCT OF MEETINGS. The Board of Directors may adopt by resolution rules and regulations for the conduct of meetings of the shareholders, as it deems appropriate. At every meeting of the shareholders, the President, or in his or her absence or inability to act, a director or officer designated by the Board of Directors, shall act as the chairman of the meeting. The Secretary or, in his or her absence or inability to act, the person appointed by the chairman, shall act as secretary of the meeting and keep the minutes thereof.

The chairman shall determine the order of business and, in the absence of a rule adopted by the Board of Directors, shall establish rules for the conduct of the meeting. The chairman shall announce the close of the polls for each matter voted upon at the meeting, after which no ballots, proxies, votes, changes, or revocations will be accepted. Polls for all matters before the meeting will be deemed to be closed upon final adjournment of the meeting.

Section 2.10. VOTING OF SHARES. Only persons in whose names shares entitled to vote stand on the stock records of the Corporation on the day fixed by the Board of Directors for the determination of the shareholders of record or set pursuant to Section 2.5 of this Article, shall be entitled to vote at any shareholders' meeting.

Provided the candidate's name has been placed in nomination prior to the voting and one or more shareholders have given notice at the meeting prior to voting of the shareholder's intent to cumulate the shareholder's votes, every shareholder entitled to vote for directors may cumulate his or her votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which his or her shares are entitled, or distribute his or her votes on the same principle among as many candidates as he or she thinks fit.

The candidates receiving the highest number of votes up to the number of directors to be elected are elected.

Section 2.11. VOTING BY PROXY OR NOMINEE. A shareholder may vote either in person or by proxy or proxies appointed in writing by the shareholder or his or her attorney-in-fact. An appointment form sufficient to appoint a proxy includes any transmission that creates a record capable of authentication, including but not limited to an electronic transmission, providing a written statement for the appointment of the proxy, from which it can be determined that the shareholder transmitted or authorized the transmission for the appointment. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized by the Corporation to tabulate votes before the proxy exercises the proxy's authority under the appointment.

No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the appointment form. A proxy shall be revocable unless the proxy form conspicuously states that the proxy is irrevocable and the proxy is coupled with an interest.

A person holding shares in a representative or fiduciary capacity may vote such shares without a transfer of such shares into such person's name. However, the Corporation may (a) request that the person provide evidence of this capacity acceptable to the Corporation or (b) establish a procedure by which the beneficial owner of shares that are registered in the name of a nominee is recognized by the Corporation as the shareholder.

Section 2.12. ADJOURNMENTS. Any annual or special meeting of the shareholders may be adjourned from time to time by a vote of a majority of the shares represented at such meeting, either in person or by proxy, but in the absence of a quorum, no other business may be transacted at such meeting. The adjourned meeting may be reconvene at the same or some other place, if any, and notice need not be given of any such adjourned meeting if the new date, time, or place, if any, and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken.

If a new record date for the adjourned meeting is or shall be fixed under Section 2.6 of these Bylaws, notice of the adjourned meeting shall be given, not less than ten days before the meeting date, to shareholders entitled to vote at such adjourned meeting as of the record date fixed for notice of such adjourned meeting.

At the adjourned meeting at which there is a quorum, the Corporation may transact any business which might have been transacted at the original meeting.

Section 2.13. ACTION BY SHAREHOLDERS WITHOUT A MEETING. Any action required or permitted by the Code to be adopted or taken at a meeting of shareholders may be approved without a meeting if such action is adopted or taken by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. The adoption or taking of the action shall be evidenced by one or more written consents describing the action taken, signed by the holders of the requisite number of shares entitled to vote on the action, bearing the date of each signature, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

No written consent shall be effective to adopt or take the action referred to therein unless, within 60 days of the earliest date on which a consent delivered to the Corporation as required by this

section was signed, written consents signed by the holders of shares having sufficient votes to adopt or take the action have been delivered to the Corporation. A written consent may be revoked by a writing to that effect delivered to the Corporation before unrevoked written consents sufficient in number to adopt or take the action are delivered to the Corporation.

ARTICLE III DIRECTORS

Section 3.1. BOARD OF DIRECTORS. 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, except such powers expressly conferred upon or reserved to the shareholders, and subject to any limitations set forth by law, the Articles of Incorporation, or these Bylaws.

Directors need not be residents of the State of California or shareholders of the Corporation.

Section 3.2. NUMBER OF DIRECTORS. Subject to the requirements of the Code, the number of directors shall not be less than three (3) nor more than (5) five, and shall be fixed from time to time by the Board of Directors.

No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 3.3. TERM OF OFFICE. At the first annual meeting of shareholders and at each annual meeting thereafter, the holders of shares entitled to vote in the election of directors shall elect directors to hold office until the next succeeding annual meeting, the director's successor has been selected and qualified, or the director's earlier death, resignation, or removal. The term of a director elected by the board of directors to fill a vacancy expires at the next shareholders' meeting at which directors are elected.

Section 3.4. REMOVAL. Any or all of the directors may be removed at any time, with or without cause, by a majority of the votes entitled to be cast at an election of directors, at any meeting of shareholders called for that purpose.

Section 3.5. RESIGNATION. A director may resign at any time by delivering a written resignation to the Board of Directors, its chairman, or to the Secretary of the Corporation. A resignation is effective when the notice is delivered to the Corporation unless the notice specifies a later effective date. Acceptance of the resignation shall not be required to make the resignation effective. The pending vacancy may be filled before the effective date in accordance with Section 3.6 of these Bylaws, but the successor shall not take office until the effective date.

Section 3.6. VACANCIES. Vacancies and newly created directorships, whether resulting from an increase in the size of the Board of Directors, or due to the death, resignation, disqualification, or removal of a director or otherwise, may be filled by (a) election at an annual or special meeting of shareholders called for that purpose, or (b) the affirmative vote of a majority of the remaining directors then in office, even though there is less than a quorum.

A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 3.7. MEETINGS OF DIRECTORS. An annual meeting of directors shall be held immediately and without notice after and at the place of the annual meeting of shareholders. Other regular and special meetings of the directors may be held at such times and places within or without the State of California as the directors may fix. Special meetings of the Board of Directors may be called by the chairman of the Board of Directors, a majority of the Board of Directors, or the President of the Corporation. Minutes of any meeting of the Board of Directors, or any committee thereof, shall be maintained as required by Section 1500 of the Code by the Secretary or other officer designated for that purpose.

Section 3.8. MEETINGS OF DIRECTORS BY REMOTE COMMUNICATION. The Board of Directors may permit any or all directors to participate in any regular or special meeting by, or conduct the meeting solely through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is considered to be present in person at the meeting.

Section 3.9. NOTICE OF DIRECTORS' MEETINGS. Regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. All special meetings of the Board of Directors shall be held upon not less than two days' notice. Such notice shall state:

- (a) the time and date of the meeting;
- (b) the place of the meeting, if any;
- (c) the means of any remote communication by which directors may participate at the meeting; and
- (d) the business to be transacted at the meeting or the purpose or purposes for which the meeting is called if the meeting is a special meeting.

The Corporation or person calling the meeting shall give notice to each director (x) in physical form by mail, private carrier, or personal delivery to the director's residence or usual place of business or (y) by electronic transmission if consented to by the director.

Section 3.10. WAIVER OF NOTICE. Any director entitled to notice of a meeting may sign a written waiver of notice either before or after the time of the meeting. The participation or attendance at a meeting of a director entitled to notice constitutes waiver of notice, except where the director attends for the specific purpose of objecting to holding the meeting or transacting business at the meeting, and the director does not vote for or assent to action taken at the meeting.

Section 3.11. QUORUM AND ACTION OF DIRECTORS. A majority of directors serving on the Board of Directors at the time of such meeting shall constitute a quorum for the transaction of business. The affirmative act of the majority of the directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors, unless the act of a greater number is required by the Code, the Articles of Incorporation, or these Bylaws.

The directors at a meeting for which a quorum is not present may adjourn the meeting until a time and place as may be determined by a vote of the directors present at that meeting. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at the adjourned meeting, other than by announcement at the meeting at which the adjournment is taken.

Section 3.12. COMPENSATION. Directors shall not receive any stated salary for their services, but the Board of Directors may provide, by resolution, a fixed sum and expenses of attendance, if any, for attendance at any meeting of the Board of Directors or a committee thereof. A director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for services in that capacity.

Section 3.13. ACTION BY DIRECTORS WITHOUT A MEETING. Unless otherwise provided 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 thereof may be taken without a meeting if all members of the Board of Directors, or all committee members then appointed, consent to such action in writing. The written consents must be delivered to the Corporation, and included in the minutes of the proceedings of the Board of Directors or otherwise filed with the records of the Corporation.

Section 3.14. COMMITTEES OF THE BOARD OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of the directors, may designate one or more directors to constitute one or more committees, to exercise the authority of the Board of Directors to the extent provided in the resolution establishing the committee and permitted by law. A committee of the Board of Directors does not have the authority to:

(a) approve or propose to shareholders corporate action that must be approved by the shareholders;

(b) fill vacancies on the Board of Directors or any of its committees;

(c) amend the Articles of Incorporation without shareholder approval, as the Board of Directors is entitled to do under the Code in certain circumstances;

(d) adopt, amend, or repeal bylaws;

(e) approve a plan or merger that does not require shareholder approval;

(f) approve a distribution, except according to a general formula or method already prescribed by the Board of Directors; or

(g) approve the issuance, sale, or contract for sale of shares, or determine the designation and rights, preferences, and limitations of a class or series of shares, except that the Board of Directors may authorize (i) a committee to do so subject to such limits, if any, as may be prescribed by the Board of Directors; and (ii) a senior executive officer of the Corporation to do so subject to such limits, if any, as may be prescribed by the Board of Directors or under the Code.

The designation of a committee of the Board of Directors and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

ARTICLE IV OFFICERS

Section 4.1. POSITIONS AND ELECTION. The officers of the Corporation shall be elected by the Board of Directors and shall be a President, a Secretary, a chief financial officer and any other officers, including assistant officers and agents, as may be deemed necessary by the Board of Directors. The Board of Directors may authorize an officer to appoint one or more officers or assistant officers. The same person may simultaneously hold any two or more offices.

Each officer shall serve until a successor is elected and qualified or until the death, resignation, or removal of that officer. Vacancies or new offices shall be filled at the next regular or special meeting of the Board of Directors. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4.2. REMOVAL AND RESIGNATION. Any officer elected or appointed by the Board of Directors may be removed with or without cause by the affirmative vote of the majority of the Board of Directors at any regular or special meeting. Any officer or assistant officer appointed by an authorized officer may be removed at any time with or without cause by any officer with authority to appoint such officer or assistant officer. Removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Any officer may resign at any time by delivering written notice to the Corporation. Resignation is effective when the notice is delivered unless the notice provides a later effective date. Any vacancies may be filled in accordance with Section 4.1 of these Bylaws.

Section 4.3. POWERS AND DUTIES OF OFFICERS. The powers and duties of the officers of the Corporation shall be as provided from time to time by resolution of the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers. In the absence of such resolution, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to the Corporation subject to the control of the Board of Directors.

ARTICLE V INDEMNIFICATION

Section 5.1. RIGHT TO INDEMNIFICATION. The Corporation shall, to the maximum extent permitted by the existing or as hereafter amended Code, indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the corporation, and shall have power to advance to each such agent expenses incurred in defending any such proceeding to the maximum extent permitted by that law. For purposes of this article, an “agent” of the Corporation includes any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a corporation

which was a predecessor corporation of the corporation or of another enterprise serving at the request of such predecessor corporation.

Section 5.2. NON-EXCLUSIVITY OF INDEMNIFICATION RIGHTS. The foregoing rights of indemnification shall be in addition to and not exclusive of any other rights which such director, officer, or other person may be entitled to under any agreement with the Corporation or any action taken by the directors or shareholders of the Corporation or otherwise.

ARTICLE VI SHARE CERTIFICATES AND TRANSFER

Section 6.1. CERTIFICATES REPRESENTING SHARES. Shares of the Corporation may be certificated or uncertificated, as provided under the Code. Certificates representing shares of the Corporation shall include:

- (a) the name of the Corporation and that the Corporation is organized under the laws of the State of California;
- (b) the name of the person to whom the certificate is issued;
- (c) the number and class of shares and the designation of the series, if any, which the certificate represents; and
- (d) a conspicuous statement setting forth restrictions on the transfer of the shares, if any.

No share shall be issued until the consideration therefor, fixed as provided by law, has been fully paid. Every certificate for shares must be signed by the President or a Vice President and a Secretary or an Assistant Secretary, and must be authenticated by the signature of the President and Secretary or an Assistant Secretary.

Section 6.2. TRANSFERS OF SHARES. Shares of the Corporation shall be transferable in the manner prescribed by law and in these Bylaws. Transfers of shares shall be made on the books of the Corporation only by the holder of record thereof, by such person's attorney lawfully made in writing and, in the case of certificated shares, upon the surrender of the certificate thereof, which shall be cancelled before a new certificate or uncertificated shares shall be issued. No transfer of shares shall be valid as against the Corporation for any purpose until it shall have been entered in the share records of the Corporation by an entry showing from and to whom the shares were transferred.

Section 6.3. LOST OR REPLACEMENT CERTIFICATES. The Corporation may issue a new certificate for its shares in place of any certificate theretofore issued and alleged by its owner of record or such owner's authorized representative to have been lost, stolen, or destroyed if the Corporation, transfer agent, or registrar is not on notice that such certificate has been acquired by a bona fide purchaser. A replacement certificate may be issued if the owner or the owner's representative:

- (a) files with the Secretary and the transfer agent or the registrar, if any, a request for the issuance of a new certificate, together with an affidavit in form satisfactory to the Secretary and transfer agent or registrar, if any, setting forth the time, place, and circumstances of the loss;

(b) files with the Secretary and the transfer agent or the registrar, if any, a bond with good and sufficient security acceptable to the Secretary and the transfer agent or the registrar, if any, to indemnify and save harmless the Corporation and the transfer agent or the registrar, if any, from any and all damage, liability, and expense of every nature whatsoever resulting from the Corporation, the transfer agent, or the registrar issuing a new certificate in place of the one alleged to have been lost, stolen, or destroyed; and

(c) complies with such other reasonable requirements as the chair of the Board of Directors, the President, the Secretary, or the Board of Directors and the transfer agent or the registrar, if any, shall deem appropriate under the circumstances.

A new certificate may be issued in lieu of any certificate previously issued that has become defaced or mutilated upon surrender for cancellation of a part of the old certificate sufficient, in the opinion of the Secretary and the transfer agent or the registrar, if any, to identify the owner of the defaced or mutilated certificate, the number of shares represented thereby, and the number of the certificate and its authenticity and to protect the Corporation and the transfer agent or the registrar against loss or liability. When sufficient identification for such defaced or mutilated certificate is lacking, a new certificate may be issued upon compliance with all of the conditions set forth in this Section in connection with the replacement of lost, stolen, or destroyed certificates.

ARTICLE VII DISTRIBUTIONS

Section 7.1. DECLARATION. The Board of Directors may authorize, and the Corporation may make, distributions to its shareholders in cash, property, or shares of the Corporation to the extent permitted by the Articles of Incorporation and the Code.

Section 7.2. RECORD DATE FOR DIVIDENDS AND DISTRIBUTIONS. For the purpose of determining shareholders 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, the Board of Directors of the Corporation may, at the time of declaring the dividend or distribution, set a record date no more than 70 days prior to the date of the dividend or distribution. If no record date is fixed 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 record date shall be the date on which the resolution of the Board of Directors declaring the distribution or share dividend is adopted.

ARTICLE VIII GENERAL PROVISIONS

Section 8.1. SEAL. The Corporation may adopt a corporate seal in a form approved by the Board of Directors. The Corporation shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

Section 8.2. CHECKS, DRAFTS, ETC. All checks, drafts, or other instruments for payment of money or notes of the Corporation shall be signed by an officer or officers or any other person or persons as shall be determined from time to time by resolution of the Board of Directors.

Section 8.3. FISCAL YEAR. The fiscal year of the Corporation shall be as determined by the Board of Directors.

Section 8.4. CONFLICT WITH APPLICABLE LAW OR ARTICLES OF INCORPORATION. These Bylaws are adopted subject to any applicable law and the Articles of Incorporation. Whenever these Bylaws may conflict with any applicable law or the Articles of Incorporation, such conflict shall be resolved in favor of such law or the Articles of Incorporation.

Section 8.5. INVALID PROVISIONS. If any one or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

Section 8.6. EMERGENCY BYLAWS.

For the purposes of this Section, an emergency arises when a quorum of the Board of Directors cannot readily be obtained because of some catastrophic event.

The Board of Directors may adopt emergency bylaws, subject to repeal or change by action of the shareholders, which shall be operative during any emergency in the conduct of the business of the Corporation.

Emergency bylaws may contain any provisions necessary for managing the Corporation during the emergency, including (a) procedures for calling a meeting of the board of directors, (b) quorum requirements for the meeting, and (c) designation of additional or substitute directors.

To the extent not inconsistent with the emergency bylaws so adopted, the Bylaws of the Corporation shall remain in effect during any such emergency and after the emergency ends, the emergency bylaws shall not be effective.

Corporate action taken in good faith in accordance with the emergency bylaws shall bind the Corporation and may not be used to impose liability on any director, officer, employee, or agent.

Section 8.7. Representation of Shares of Other Corporation. The chairperson of the Board of Directors, the President, or any Vice President, or any other person authorized by resolution of the Board of Directors, is authorized to vote on behalf of the Corporation any and all shares of any other corporation or corporations, foreign or domestic, standing in the name of the Corporation. The authority herein granted to said officers to vote or present on behalf of the Corporation any and all shares held by the Corporation in any other corporation or corporations may be exercised by any such officer in person or by any person authorized to do so by proxy duly elected by said officer.

**ARTICLE IX
AMENDMENT OF BYLAWS**

Section 9.1. SHAREHOLDERS. The shareholders shall have the power to adopt, amend, repeal, or otherwise alter these Bylaws. The shareholders in adopting, amending, repealing, or otherwise altering a particular bylaw may provide expressly that the Board of Directors may not amend, repeal, or otherwise alter that bylaw.

Section 9.2. BOARD OF DIRECTORS. The Board of Directors shall also have the power to adopt, amend, repeal, or otherwise alter these Bylaws with or without shareholder approval, subject to any provision of the Code or the Articles of Incorporation that reserves the power exclusively to the shareholders or otherwise restricts the authority of the Board of Directors. Bylaws so made, amended, repealed, or otherwise altered by the Board of Directors may be further amended, repealed, or altered by the shareholders.

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SECRETARY'S CERTIFICATE

The undersigned, Secretary of the Corporation, DOES HEREBY CERTIFY that the foregoing Bylaws of the Corporation have been adopted by the Board of Directors as of the ____ day of _____, ____ and are the current Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned, duly appointed and acting Secretary of the Corporation, has signed this Certificate as of the ____ day of _____, 2020.

Name:
Title: