

**BYLAWS
OF
ACE MENTOR PROGRAM OF WASHINGTON**

ARTICLE I.

NAME, SEAL, AND OFFICES

Section. 1.1 Name. The name of the Corporation is “ACE Mentor Program of Washington” (the “Corporation”).

Section 1.2 Seal. If the Board of Directors shall determine that the Corporation shall have a corporate seal, it shall be circular in form and bear on its outer edge the words “ACE Mentor Program of Washington” and in the center, the words and figures “Established 2004 Washington.” The Board of directors may change the form of the seal or the inscription thereon at its pleasure.

Section 1.3 Offices. The principal office of the Corporation in the State of Washington shall be located at 1301 Fifth Avenue, Suite 3200, Seattle, Washington 98101. The Corporation may move the location of its principal office and have other offices at such other places as the Board of Directors from time to time may determine.

ARTICLE II.

MEMBERSHIP

Section 2. Members. The Corporation shall have no members.

ARTICLE III.

PURPOSES AND AFFILIATION

Section 3.1 Purposes. The Corporation is organized and shall be operated exclusively for religious, charitable educational, literary and scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder as they now exist or as they may hereafter be amended (collectively, the “Code”). The specific and primary purpose for which the Corporation is formed is to manage a mentoring and scholarship program for high school and college students interested in the architectural, construction and engineering professions.

Section 3.2 Affiliation.

3.2.1 The ACE Mentor Program is national in scope and the success of the national effort depends upon the adoption by the local affiliates of uniform standard programs in keeping with policies, methods and results worthy of the ACE Mentor Program name. The

Corporation is formed pursuant to authority evidenced by the Affiliation Agreement (the "Affiliation Agreement"), a contractual agreement between the Corporation and ACE Mentor Program, Inc. ("ACE Mentor New York"), a charitable nonprofit corporation organized and existing under the laws of the State of New York. The Corporation will cooperate with ACE Mentor New York in the development, promotion, supervision and administration of the programs of the ACE Mentor Program (the "Programs"), maintaining the high standards of the Programs and making the Programs available to as many young people as possible. In the territory in which the Corporation operates, it will pursue and promote Programs locally in accordance with its Articles of Incorporation, Bylaws, the Affiliation Agreement and such rules and regulations as have been or may hereafter be issued.

3.2.2 Formation of the Corporation as an affiliate of the ACE Mentor Program requires the prior approval of ACE Mentor New York. The Corporation's operations shall be governed by its Articles of Incorporation, Bylaws and the Affiliation Agreement. If ACE Mentor New York determines, in its sole discretion, that the Corporation has violated or is violating any of the governing provisions of its Articles of Incorporation, Bylaws or the Affiliation Agreement, then ACE Mentor New York may terminate the Corporation's affiliation with the ACE Mentor Program and terminate the Corporation's right to use the "ACE Mentor" and "ACE Mentor Program" names.

Section 3.3 Chapters. Formation of local chapters of the Corporation (a "Chapter") in connection with its participation in the ACE Mentor Program shall require the prior approval of ACE Mentor New York. A Chapter's operations shall be governed by the Corporation's Articles of Incorporation and Bylaws, the Chapter's Articles of Incorporation and Bylaws and an Affiliation Agreement executed by the Chapter. If ACE Mentor New York determines, in its sole discretion, one of the Chapters has violated or is violating any of the governing provisions of the Articles of Incorporation, Bylaws or the Affiliation Agreement, then ACE Mentor New York may terminate a Chapter's affiliation with the ACE Mentor Program and terminate the Chapter's right to use the "ACE Mentor" and "ACE Mentor Program" names.

ARTICLE IV.

DIRECTORS, AND CORPORATE POWERS

Section 4.1 Directors. The number of directors constituting the Board of Directors shall be no less than five (5) and no more than fifteen (15). The number of directors may be decreased or increased by resolution or vote of the majority of the Board of Directors, provided that no such resolution may serve to shorten the term of an incumbent director.

Section 4.2 Corporate Powers. All of the corporate powers of the Corporation shall be exercised by the Board of Directors, except to the extent specifically provided otherwise by law or by these Bylaws.

Section 4.3 Terms of Office. The terms of each of the initial directors of the Corporation shall begin on the date of the Corporation's incorporation. With respect to the times for which they shall severally hold office, the Board of Directors shall be divided into three (3)

classes, with each class being as equal in number as possible. The directors of the first class ("Class A") initially chosen shall hold office for one year or until the first annual election following their appointment. The directors of the second class ("Class B") initially chosen shall hold office for two years or until the second annual election following their appointment. The directors of the third class ("Class C") initially chosen shall hold office for three years or until the third annual election following their appointment. At each future election, the successors to the class of directors whose terms shall expire at that time shall hold office for a term of three (3) years, so that the term of office of one class of directors shall expire in each year. The initial Board of Directors shall determine, by affirmative vote of the majority of the directors, who is a Class A director, a Class B director or a Class C director. The term of each director shall expire at the close of the Annual Meeting of the Corporation in the last year of such director's term, provided, however, that a director shall remain in office, beyond the expiration of his or her term, until such time as a successor shall be duly elected and shall have assumed office. A director shall leave office prior to the expiration of his or her term immediately upon death, incapacity, removal or resignation, or if he or she becomes ineligible to serve as director. There shall be no limit on the number of terms a director may serve.

Section 4.4 Eligibility and Election of Directors. Directors must be eighteen years of age or older, and shall be selected for their willingness to serve the Corporation and for the knowledge and skills they may contribute to the Corporation. New directors shall be elected by the Board of Directors at the annual meeting.

4.4.1 Assumption of Office. Newly-elected directors shall assume office upon the expiration of their predecessor's term. If there is no predecessor, a newly-elected director shall assume office immediately.

4.4.2 Removal of Directors. Any director of the Corporation may be removed from office with cause by the affirmative vote of a majority of the other directors then in office.

4.4.3 Vacancies. The Board of Directors may fill any vacancy among the Directors, including a vacancy caused by death, incapacity, removal, resignation, ineligibility, or otherwise, by appointing a successor director to serve the remainder of the vacating director's term. The directors may fill a vacancy even if they lack a quorum to decide other matters. Any person elected or appointed to fill a vacancy on the Board of Directors shall hold office until the later of the expiration of his or her predecessor's term or the date on which a successor is duly elected and assumes office. Notwithstanding the foregoing, the Board of Directors may authorize the President to make interim appointments to fill vacancies of directors that occur during unexpired terms, to serve until elections can be held at the next annual meeting or appointments can be made.

ARTICLE V.

MEETING OF THE DIRECTORS

Section 5.1 Annual Meetings. The annual meeting of the directors for the election of directors and the appointment of officers, and for the transaction of such other business as may

properly come before the meeting, shall be held at the principal office of the Corporation, or at such other place within or outside the State of Washington as the Board of Directors shall designate, on the second Tuesday in the month of September each year, or on such other date and time as the Board of Directors shall determine by resolution.

Section 5.2 Regular Meetings. Regular meetings of the directors of the Corporation (one of which shall be the annual meeting) shall be held at such times and locations as shall be resolved by the Board of Directors, provided, however, that the Board shall meet at least once during each fiscal year.

Section 5.3 Special Meetings. Special meeting of the directors may be called at any time by the President and must be called by the President upon receipt of a written request from any two (2) directors, and shall be held at the principal office of the Corporation or at such other place as the President shall designate.

Section 5.4 Notice of Meetings. Notice of the time, place, manner, and purpose or purposes of annual, regular, or special meetings shall be given or served personally by mail, fax, email or by telephone, upon each person who appears upon the books of the Corporation as director. The business which may be transacted at any meeting shall not be limited to the purpose or purposes set forth in such notice. Notice of any annual, regular or special meeting shall be given not less than ten (10) or more than sixty (60) days prior to the date of the meeting. Such notice, if mailed, shall be directed to each director at the director's address as it appears on the books of the Corporation, unless the director shall have filed with the Secretary of the Corporation a written request that such notice be mailed to some other address, in which case the notice shall be mailed to the address designated in such request. The President shall send, or cause to be sent, such notice of meetings.

Section 5.5 Waiver of Notice. A director may waive any notice required by law, by the Articles of Incorporation or by these Bylaws before or after the time stated for the meeting, and such waiver shall be equivalent to the giving of such notice. Such waiver must be in writing, signed by the director entitled to such 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 shall constitute a waiver of any required notice to the director of the meeting unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting for transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5.6 Quorum. At any meeting of the directors, the presence of one-third of the directors serving at that time shall constitute a quorum for all purposes except as otherwise provided by law or by these Bylaws. The act of a majority of those directors present at any meeting at which there is a quorum shall be the act of the Corporation except as otherwise may be provided specifically by law or by these Bylaws. At any committee meeting, the presence of a majority of the committee members serving at the time shall constitute a quorum and the act of a majority of those present at any committee meeting shall be the act of the committee, except as otherwise may be provided specifically by law or by these Bylaws. Either in the absence of a quorum or when a quorum is present, a meeting of the directors or a committee meeting may be

adjourned from time to time by vote of the majority of those present in person, without notice to those in attendance other than by announcement at the meeting. At least twelve (12) hours notice of the date of the postponement shall be given to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.

Section 5.7 Voting. At every meeting of directors, each director shall be entitled to one (1) vote in person and not by proxy.

Section 5.8 Action of Board Without a Meeting. Any action that might be taken at any meeting of the Board of Directors or of any committee thereof may be taken without such meeting by a writing or writings signed by all of the directors or all of the members of such committee, as the case may be. The writing or writings evidencing such action taken without a meeting shall be held with the Secretary of the Corporation and inserted in the permanent records relating to meetings of the directors.

Section 5.9 Meetings by Conference Call. Meeting by telephone conference call or by any means of communication by which all persons are able to hear each other shall be permitted, upon proper notice, provided that a quorum of directors participates in any such conference call.

Section 5.10 Contracts and Services. The directors and officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operation conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they also may be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, directors, trustees, or otherwise. However, any contract, transaction, or act on behalf of the Corporation in a matter in which any director or officer is personally interested as a shareholder, director, trustee, or otherwise shall be disclosed to the directors, conducted at arm's length, and shall not violate the proscription in the Corporation's Articles of Incorporation against the Corporation's use or application of its funds for private benefit. In addition, no contract, transaction, or act shall be taken on behalf of the Corporation if such contract, transaction or act is a prohibited transaction or an act of self-dealing as those terms are defined in the Code, or would result in the denial of any tax exemption, deduction, or benefit under any provision of the Code.

ARTICLE VI.

COMMITTEES OF THE BOARD OF DIRECTORS

Section 6.1 Executive and Other Standing Committees. There shall be the following standing committees of the Board of Directors:

6.1.1 Executive Committee. The Executive Committee shall be composed of the President, Secretary, Treasurer, and the chairpersons of the standing committees. The Executive Committee shall have all of the authority of the Board of Directors except the authority to alter or repeal these Bylaws, to elect or appoint any director, or remove any officer

or director, or to amend or repeal any resolution previously adopted by the Board of Directors. No action taken by the Executive Committee shall be binding upon the Corporation unless the President determines that the action could not prudently await a meeting of the Board of Directors or until it is ratified by the Board of Directors.

6.1.2 Governance and Nominating Committee. The Governance and Nominating Committee shall be composed of five members appointed by the Board of Directors. Members of the Committee shall serve terms of one year, subject to reelection. The chairperson of the Governance and Nominating Committee shall be designated from among its members by the President. The Governance and Nominating Committee shall annually analyze the composition of the existing Board of Directors within the context of existing and anticipated leadership needs, and shall seek to secure persons for election as directors who meet outstanding needs. The Governance and Nominating Committee shall also assemble the slate of officers for annual nomination to the Board of Directors.

6.1.3 Finance Committee. The Finance Committee shall propose to the Board of Directors the annual budget of the Corporation, review periodic financial reports against the annual budget, if an annual audit is required, receive the annual audit and management reports prepared by the independent auditors, and supervise the investment of funds. The Finance Committee shall also act as the Board of Directors' human resources advisor, reviewing salaries, benefits and working conditions within the context of similar nonprofit institutions and recommending policies to the Board of Directors designed to recruit able staff.

Section 6.2 Other Committees. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate such other committees as it deems appropriate consisting of such numbers of members as it deems appropriate. Each such committee shall serve at the pleasure of the Board of Directors and shall have such powers as may be provided in the resolution establishing the committee. As designated by the Board of Directors, such committees may function as standing committees with ongoing activities, or may function as task specific, time-bounded committees.

Section 6.3 Appointment. Except as otherwise provided in this Article VI, all members of the committees shall be appointed by the President, with the advice and consent of the Board of Directors. Non-directors shall be eligible for appointment as members of committees, but may not serve as the chairperson of any committee in the absence of specific authorization by the Board of Directors. In addition, non-director committee member may not vote in connection with any action that may bind the Corporation.

ARTICLE VII.

OFFICERS

Section 7.1 Election and Term. The officers of the Corporation shall consist of a President, a Secretary and a Treasurer, all of whom shall be directors. In addition, the directors may appoint or elect assistant officers and other officers, who need not be directors. Assistant officers and other officers shall have such duties and powers as are determined by the Board of

Directors, provided that such powers and duties are consistent with these Bylaws. Any person may hold more than one office. The officers shall be appointed by the Board of Directors at its annual meeting. All officers shall be elected for a term of one year and shall hold office until their successors are duly elected and assume office, unless earlier removed. There shall be no limit on the number of terms an officer may serve.

Section 7.2 Vacancies. In case any office of the Corporation becomes vacant by death, resignation, incapacity, retirement, removal, disqualification or any other cause, the Board of Directors may appoint an officer to fill such a vacancy, and the officer so appointed shall hold office and serve until the later of the next annual meeting or the date on which a successor is elected and assumes office, unless earlier removed; provided, however, that if the office of President becomes vacant, the Vice-President shall serve as President until the next annual election takes place, unless earlier removed. In the event that any officer cannot conduct the duties of their office for a period exceeding sixty (60) days, the Board of Directors has the authority to determine the position to be vacant.

Section 7.3 President. The President shall be the chief executive officer of the Corporation, and shall preside at all meetings of the directors of the Corporation. The President shall develop the agenda for meetings with the assistance of the officers and shall be a nonvoting member of all committees. Except as otherwise provided herein, the President shall appoint the members and chairpersons of all standing and ad hoc committees, with the advice and consent of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.

Section 7.4 Vice-President. At the request of the President, or in the event of the President's absence or incapacity, the Vice-President shall perform the duties and possess and exercise the powers of the President. To the extent authorized by law, the Vice-President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned by the Board of Directors.

Section 7.5 Secretary. The Secretary shall be in charge of the Corporation's books, documents and papers as the Board of Directors may determine, and shall have custody of the corporate seal. In the absence of a recording secretary, the Secretary shall keep the minutes of all meetings. With the President or Vice-President, the Secretary may sign any contracts or agreements authorized by the Board of Directors, in the name of and on behalf of the Corporation, and when so authorized or ordered by the Board of Directors, the Secretary may affix the seal of the Corporation. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as may be assigned by the Board of Directors.

Section 7.6 Treasurer. The Treasurer shall have custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. When necessary or proper, the Treasurer may endorse for collection on behalf of the Corporation all checks, notes and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers and, together with another officer or officers as

designated by the Board of Directors, shall sign all checks of the Corporation, except in cases where the authority to sign or execute checks has been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Corporation. The Treasurer shall enter regularly on the books of the Corporation to be kept by the Treasurer for the purpose full and accurate account of all moneys and obligations received and paid or incurred by the Treasurer for or on account of the Corporation and, upon request by any director, shall exhibit such books to such director at a reasonable time at the office of the Corporation. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

Section 7.7 Removal. Any officer of the Corporation may be removed from office with or without cause by the affirmative vote of a majority of the Board of Directors.

ARTICLE VIII.

AGENTS AND REPRESENTATIVES

Section 8.1 Authority. The Board of Directors may appoint additional agents and representatives of the Corporation to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit. Such appointments must be consistent with these Bylaws and authorized or permitted by law.

ARTICLE IX.

CONTACTS AND ADMINISTRATION OF FUNDS

Section 9.1 Contracts and Administration of Funds. The Board of Directors, except as these Bylaws otherwise provide, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance.

ARTICLE X.

FISCAL YEAR

Section 10.1 Fiscal Year. The fiscal year of the Corporation shall be July 1 to June 30.

ARTICLE XI.

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS; DISSOLUTION

Section 11.1 No Private Inurement. No director, officer, employee, committee member, or other person connected with the Corporation, or any other private individual, shall receive any of the net earnings or pecuniary profit from the operations of the Corporation at any time, provided, however, that this shall not prevent the payment to any such person of reasonable

compensation, as determined by the Board of Directors, for services rendered to or for the Corporation and/or for reimbursement of reasonable expenses incurred in connection with such services.

Section 11.2 Procedure Upon Dissolution. In the event of a liquidation, dissolution, termination, or winding up of the Corporation, whether voluntary, involuntary or by operation of law, the Board of Directors shall, after providing for all liabilities, distribute any remaining assets or property of the Corporation for one or more exempt purposes within the meaning of Code section 501(c)(3) to such organization or organizations then located in the United States and qualified under Code section 501(c)(3), or to a state or local government for a public purpose, as the Board of Directors shall deem appropriate. Any such assets not so disposed of shall be disposed of by the Superior Court of the State of Washington for King County, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes and qualify as exempt organizations under Section 501(c)(3) of the Code (or the corresponding provisions in any future United States Internal Revenue law).

ARTICLE XII.

INVESTMENTS

Section 12.1 Reinvestment. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investment which a director is or may hereafter be permitted by law to make or any similar restriction. However, no action shall be taken by or on behalf of the Corporation if such action would result in the denial of the Corporation's income tax exemption under Code section 501(c)(3) or such actions would be prohibited under Washington law.

Section 12.2 Commingling. The Board of Directors shall incorporate as assets of the Corporation all property received and accepted by the Corporation and, subject to any limitations, conditions, or requirements which may be a part of any gift, commingle any assets of the Corporation with any other of the Corporation's assets. The Board of Directors may maintain any asset or assets in segregated funds or accounts if the Board, in their sole discretion, determine such segregation to be in the best interest of the Corporation, or when the conditions, limitations, or instructions of any gift, grant, bequest, or devise shall require such segregation.

ARTICLE XIII.

EXEMPT ACTIVITIES

Section 13.1 Preservation of Exempt Status. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation which is not permitted to be taken or carried on by: (1) an organization exempt from federal income tax under Code section

501(c)(3); or (2) by an organization to which contributions are deductible under Code sections 170, 2055(a)(2) or 2522(a)(2).

Section 13.2 Prohibition on Lobbying. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 13.3 Public Inspection of Annual Returns. The Corporation shall make available for public inspection a copy of its three most recent annual returns. Such returns shall contain all required information representing direct and indirect transaction relationships between itself and other tax-exempt organizations not described in Code section 501(c)(3), e.g., lobbying groups or political organizations, and upon request shall provide copies of such returns and any other documents, all as may be required by law.

ARTICLE XIV.

INDEMNIFICATION

Section 14.1 Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director of the corporation or, while a director, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, or in any other capacity while serving as a director shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 14.2 of this Article with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section 14.1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 14.1 or otherwise.

Section 14.2 Right of Claimant to Bring Suit. If a claim under Section 14.1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the Corporation that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 14.3 Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of disinterested directors or otherwise.

Section 14.4 Insurance, Contracts and Funding. The Corporation may maintain insurance, at its expense, to protect itself and any director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Act.

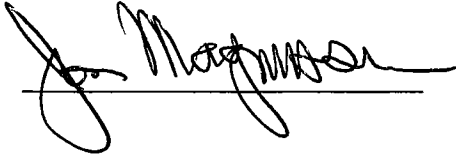
Section 14.5 Indemnification Not in Violation of Code Section 4958. Notwithstanding any other provision of these Bylaws, no indemnification shall be provided by the Corporation if it may result in an “excess benefit transaction” (as such term is defined in Code Section 4958) or may result in the imposition of a penalty under Code Section 4958.

ARTICLE XV.

AMENDMENTS

Section 15.1 Amendments to Bylaws. The Board of Directors shall have the power to amend or repeal the Bylaws of the Corporation by affirmative vote of a majority of those Directors present at any duly convened meeting (except where a greater majority is required by law), or by unanimous consent of all directors without a meeting. Unless adopted by unanimous written consent, the proposed amendments or repeal shall be specified in the notice of the meeting of the Corporation pursuant to Article V of these Bylaws.

IN WITNESS WHEREOF, the undersigned hereby certify that these Bylaws of the Corporation were adopted by unanimous written consent of the Board of Directors as of December 17, 2004.

A handwritten signature in black ink, appearing to read "J. Magnuson", is written over a horizontal line. The signature is cursive and stylized.