

responsibility imposed by law.

3.11. Remuneration. No compensation shall be paid to directors, provided, however, that members of the Board of Directors (and members of committees appointed by the Board of Directors) may, in the sole discretion of the majority of the Board of Directors, be reimbursed by the Corporation for actual expenses incurred on behalf of the Corporation or in attending to the business of the Corporation.

3.12. Loans. No loans shall be made by the Corporation to any director.

3.13. Removal. Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the votes cast by members having voting rights with regard to the election of any director represented in person or by proxy at a meeting of members at which a quorum is present.

3.14. Action by Directors without a Meeting. Any action required or permitted to be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting by a written consent setting forth the action so to be taken, signed by all of the directors, or all of the members of the committee, as the case may be, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the directors or by unanimous written consent.

ARTICLE 4. OFFICERS

4.1. Designations. The officers of the Corporation shall be a President, one or more Vice Presidents (one or more of whom may be Executive Vice Presidents), a Secretary and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board may designate. All officers shall be elected for terms of one (1) year by the Board of Directors. Such officers shall hold office until their successors are elected and qualify. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2. The President. The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the Corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors.

4.3. Vice President. During the absence or disability of the President, Vice President in the shall exercise all the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

4.4. Secretary and Assistant Secretaries. The Secretary shall issue notices for all meetings, except for notices of special meetings of the members and the Board of Directors which are called by the requisite number of directors, shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors.

4.5. The Treasurer. The Treasurer shall have the custody of all moneys and securities of the