ARTICLE I: OFFICES

1.01 Principal Office. The principal place of business is at Delaware, unless otherwise determined by the board of directors.

1.02 Other Offices. The board of directors may also establish any other offices as it deems necessary for the conduct of the corporation's business.

ARTICLE II: MEMBERS

2.01 Membership. The corporation is a non-profit corporation and is operated exclusively for educational, scientific, and literary purposes. No part of the net earnings shall be distributed to any person or entity.

2.02 Membership Rights. Any person, firm, corporation, or entity may become a member of the corporation upon payment of the required dues.

ARTICLE III: BOARD

3.01 Composition and Meetings. The board of directors shall consist of a president, a secretary, and a treasurer. Regular meetings of the board shall be held at such times and places as determined by the board of directors.

3.02 Quorum. A quorum for the transaction of business at any meeting of the board shall consist of a majority of the entire board.

3.03 Authorized Actions. The board of directors may authorize committees to perform certain tasks. Such committees shall have the power to act on behalf of the corporation.

3.04 Minutes. Minutes of all meetings of the board shall be kept in the minutes book of the corporation.

ARTICLE IV: OFFICERS

4.01 Officers and Their Duties. The president shall serve as the chief executive of the corporation. The secretary shall keep the minutes of all meetings and perform all duties incident to the office of secretary. The treasurer shall perform such duties as are prescribed by law or as are prescribed by the board of directors.

4.02 Removal of Officers. Any officer of the corporation may be removed with cause by the board of directors.

4.03 Authority to Contract. Any officer of the corporation, or any person authorized by the board, may enter into any contract, incur any obligation, or otherwise manage the business and affairs of the corporation.

ARTICLE V: OFFICERS

5.01 Officers and Their Duties. The board of directors shall appoint such other officers as it deems necessary to perform the duties of the corporation.

5.02 Secretary. The secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each member or director as required by law; (c) perform such duties as the board of directors may prescribe.

5.03 Treasurer. The treasurer shall perform such duties as are prescribed by law or as are prescribed by the board of directors.

ARTICLE VI: CORPORATE DOCUMENT PROCEDURE

6.01 Corporate Documents. The articles of incorporation and bylaws shall be the official records of the corporation.

6.02 Amendments. Any amendment to the articles of incorporation or bylaws shall be proposed by the board of directors and shall be submitted to the stockholders for approval.

ARTICLE VII: CONSOLIDATION OR MERGER

7.01 Non-Derivative Actions. The board of directors may authorize any director to settle any claim or issue that the corporation has against any person or entity.

7.02 Derivative Actions. The corporation may not bring a derivative action against any director or officer of the corporation for personal gain.

ARTICLE VIII: INDEMNIFICATION

8.01 Indemnification of Directors. The corporation shall indemnify any director against expenses incurred in defending any action, suit, or proceeding in which the director is, or is threatened to be, made a party, but shall not indemnify a director if the director is found liable to the corporation.

8.02 Indemnification of Officers. The corporation shall indemnify any officer against expenses incurred in defending any action, suit, or proceeding in which the officer is, or is threatened to be, made a party, but shall not indemnify an officer if the officer is found liable to the corporation.

8.03 Indemnification of Employees. The corporation shall indemnify any employee against expenses incurred in defending any action, suit, or proceeding in which the employee is, or is threatened to be, made a party, but shall not indemnify an employee if the employee is found liable to the corporation.

ARTICLE IX: AMENDMENTS

9.01 Amendments. Any amendment to the bylaws shall be proposed by the board of directors and shall be submitted to the stockholders for approval.

ARTICLE X: TERMINATION

10.01 Dissolution. The corporation shall be dissolved and liquidated in such manner as the board of directors may determine.

ARTICLE XI: INTANGIBLES

11.01 Intangible Assets. The intangible assets of the corporation shall include any debts, bonds, mortgages, or other forms of indebtedness.

ARTICLE XII: FISCAL YEAR

12.01 Fiscal Year. The fiscal year of the corporation shall be the calendar year.