

# BYLAWS

## OF

### ODVA, INC. (ODVA)

AS AMENDED AND RESTATED JANUARY 1, 2009

#### ARTICLE I Offices

Section 1. Principal and Other Offices. The corporation shall maintain a principal office either within the State of Wisconsin or in such other place where the corporation may be qualified to do business, as may be designated from time to time by resolution of the Board of Directors. The corporation may have other offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of the Board of Directors, at any place or places where the corporation is qualified to do business.

Section 2. Address of Registered Agent. The corporation shall maintain a registered agent in the State of Wisconsin. The identity and address of the registered agent may be changed from time to time by resolution of the Board of Directors and filing of a statement with the Wisconsin Secretary of State pursuant to the provisions of the Wisconsin Statutes.

#### ARTICLE II Membership

Section 1. Classes of Members. The corporation shall have two (2) classes of voting Members, designated as follows:

- Principal Members
- Regular Members

Further, the corporation shall have one (1) class of nonvoting Members, designated as follows:

- Associate Members

#### Section 2. Qualification and Removal.

(a) Members specified in Section 1 of this Article shall at all times (i) be entities, but not individuals, that are vendors who manufacture, or exhibit well-documented plans to manufacture, hardware and/or software products that (A) integrate technologies of the corporation or (B) are designed to enhance the implementation, operation and/or support of hardware and/or software products that integrate technologies of the corporation in a multi-vendor systems environment, and (ii) be in good standing. Members shall continue in good standing as long as they have paid, and continue timely payment of, the dues required of them under the particular class of membership that they select as well as all other fees due for their activities related to their involvement with the corporation. Applicants for membership shall become Members on the date that all the following conditions are fulfilled: (a) such applicant has applied for membership, and the application is accepted and approved by the corporation, except that applicants for the Principal Member class shall also require the approval of the Board of Directors, (b) ten (10) business days have passed after such applicant has made a nonrefundable initiation fee and dues payment for the current year for the applicant's requested class of membership, along with all other fees due to meet the requirements for membership, and (c) such applicant has executed such documents and provided such other information as shall be appropriate to demonstrate such applicant's eligibility for membership in the corporation. In passing on applicants for membership, the corporation, and its Board of Directors, shall be guided by the purpose of making membership available to all qualified applicants. An entity may hold membership in only one class of membership at any given time.

(b) In addition, any Member may be expelled from membership, for good cause shown, by an affirmative vote of a majority of the directors then in office.

(c) Any Member in good standing who shall desire to change membership class will be considered to have changed membership class on the date all the following conditions are fulfilled: (a) such Member has applied for membership in the new class and the application is accepted by the corporation and, to the extent required by subsection (a), its Board of Directors; and (b) ten (10) business days have passed after such Member has made a nonrefundable dues initiation fee and annual dues payment equal to the current fees of the membership class.

Section 3. Dues, Fees and Assessments. Dues, fees and assessments shall be required as follows: Principal Members - one-time initiation fee equal to at least one year of annual dues or greater, and annual dues equal to ten times the maximum annual dues for Regular Members; Regular Members - one-time initiation fee equal to or less than one year of annual dues, and annual dues; and Associate Members - one-time initiation fee equal to less than one year of annual dues, and annual dues. The Board of Directors may at any meeting of the Board, by a majority vote of the directors present at such meeting, but including the affirmative vote of at least one director from each voting class of Members for whom there are currently Members of the corporation and whose dues are being increased, fix, change, amend or adjust the dues applicable to the classes of Members as described in these Bylaws, including without limitation any applicable initiation fees, without amending the Bylaws. The Board of Directors may, in like manner, institute fees or assessments for any category or class of Members. No portion of any initiation fees, assessments or dues payment shall be refundable.

Section 4. Termination Of Membership. The failure of a Member to satisfy the qualifications of subsections 2(a)(i) and (ii) of this Article, or to pay dues, fees and assessments within twenty (20) days after the mailing of a second notice of dues, fees and assessments payable shall result in the Member no longer being in good standing and being automatically removed from membership. Violation by a Member, or by any individual participant that represents such Member, of any material agreement with the corporation, or of any Intellectual Property, Antitrust/Competition and/or confidentiality policies of the corporation may result, in the discretion of the Board of Directors of the corporation, in the Member being removed from membership.

Section 5. Privileges Of Membership.

(a) Designated Representative. Each Member in good standing shall appoint a Designated Representative to the corporation who shall receive all official correspondences and notices of the corporation to its Members. The Designated Representative shall, at all times, be an employee, officer, director, and/or sole owner of the Member. A Member may change its Designated Representative by written notice to the corporation, and a Designated Representative may resign at any time upon written notice to the Member it represents and the corporation. Upon resignation of any Member's Designated Representative, such Member shall promptly appoint a new Designated Representative and so notify the corporation. For all purposes in these Bylaws where action is to be taken by the Members, or where the presence or absence of Members is to be determined, the action, presence or absence of a Member's Designated Representative shall be deemed to be the action, presence or absence of the Member for such purposes.

(b) Voting. Each voting Member in good standing of each voting class designated in these Bylaws shall have one vote upon each matter submitted to a vote at any meeting of the corporation, annual or special, and may vote either in person by means of its Designated Representative, or by proxy given by its Designated Representative, provided that only Regular Members may vote in the election of Regular Directors to the Board of Directors as provided in Article III hereof and of certain Representatives to the Technical Review Board as provided in Article V hereof.

(c) Nominations. Each Principal Member shall have the right, by notice to the corporation, to nominate one Director for appointment to the Board of Directors, subject to the Qualifications for the Board of Directors as defined in Article III, Section 3, of these Bylaws, and his or her selection in accordance with Article III, Section 4, of these Bylaws. Each Principal Member shall have the right, by notice to the corporation, to nominate one representative for appointment to the Technical Review Board, subject to the Qualifications for the Technical

Review Board as defined in Article V, Section 3, of these Bylaws, and his or her selection in accordance with Article V, Section 2, of these Bylaws. Regular members may nominate persons for election to the Board of Directors as specified in Section 17 of this Article.

(d) Titles of Distinction. Each Principal Member that has been a Principal Member in good standing without interruption of membership since 1996 shall be granted the additional title of distinction of "Principal and Founding Member." Each Principal and Regular Member that has been a Voting Member in good standing without interruption for a period of 10 years shall be granted the additional title of distinction of "Principal and Sustaining Member" or "Regular and Sustaining Member," in accordance with its class of membership.

(e) Other Privileges. Other membership privileges include participation in Special Interest Groups ("SIGs") and Territory Alliance Groups ("TAGs"), and in various activities, programs and publications of the corporation as may be designated from time to time by the corporation, provided, however, that Associate Members may participate in only one SIG and one TAG at any time. All license rights by the corporation to Members shall be subject to the terms of separate license agreements as may be specified by the Board of Directors from time to time.

(f) Memberships Not Transferable. Memberships are not transferable by the entity holding the membership.

Section 6. Membership Year. Annual memberships shall extend for twelve months from the first day of January, April, July, or October, respectively. Members joining the corporation in other months will have privileges of membership until the first anniversary of the next to occur of these quarterly dates.

Section 7. Annual Meeting. The annual meeting of Members, for the purpose of electing directors and for the transaction of such other business as may come before the meeting, shall be held at such time and place as the Board of Directors may determine. At each annual meeting of Members, a report on the affairs of the corporation shall be presented.

Section 8. Special Meetings. Special meetings of the Members may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, on call of the Board of Directors, Executive Director or Secretary, and shall be called by the Secretary on the written request of at least five percent (5%) of the Members of each class of voting Members. If a special meeting is called by any person or persons other than the Board of Directors, the Executive Director or the Secretary, then the request shall be in writing, specifying the intended time and date of such meeting, subject to compliance with the corporation's notice requirements of Section 9 of this Article, and the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by facsimile transmission to the Executive Director or the Secretary of the Company. All classes of Members shall have the right to notice of and to attend all meetings of Members.

Section 9. Notice and Waiver Of Notice.

(a) Notice. Notice of each regular and any special meeting shall be given by oral or written notice delivered not less than ten (10) days nor more than sixty (60) days before the date of the meeting, either personally, by mail or by electronic means, by or at the direction of the Board of Directors, the Executive Director, or the Secretary, to each Member of record. Notwithstanding the foregoing, if such notice is delivered by mail via a mail service that is other than first class or registered mail, then such notice shall be delivered not less than thirty (30) days before the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at its address as it appears on the records of the corporation, to the attention of the Designated Representative, with postage thereon prepaid, if applicable. The purpose of and the business to be transacted at any annual meeting of the Members shall be specified in the notice or waiver of notice of such meeting to the extent required by Section 181.0705(3)(b) of the Wisconsin Statutes.

(b) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or Bylaws of the corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be

deemed equivalent to the giving of such notice. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 10. Quorum; Action of Members. Ten percent (10%) of the Members of all voting classes combined, present in person or represented by proxy, shall constitute a quorum for the transaction of business at any meeting of Members. The affirmative vote of a majority of the Members of all classes combined and entitled to vote and represented at a meeting at which a quorum is present in person or by proxy shall be the act of the Members, unless the act of a greater number is required by Chapter 181 of the Wisconsin Statutes, or the Articles of Incorporation or Bylaws of the corporation. Though less than a quorum of the voting Members is represented at a meeting, a majority of the Members of all voting classes combined so represented may adjourn the meeting from time to time without further notice.

Section 11. Conduct Of Meetings. The Executive Director or, in his or her absence, the President or, in his or her absence, any person chosen by the voting Members present shall call the meeting of the Members to order and shall act as chairman of the meeting, and the Secretary of the corporation shall act as secretary of all meetings of the Members, but, the presiding officer may alternatively appoint any other person to act as secretary of the meeting.

Section 12. Proxies. Voting Members may vote by proxy at all meetings of the Members provided the proxy appointment is in writing, signed and filed with the Secretary before the meeting. No proxy appointment shall be valid after sixty (60) days from the date of its execution unless otherwise provided in the appointment form.

Section 13. Voting By Members. Each Member shall be entitled to one vote upon each matter submitted to a vote at a meeting of Members, except to the extent that the voting rights of any class or classes of Members are enlarged, limited or denied by these Bylaws.

Section 14. Voting By Certain Types Of Members. Voting memberships standing in the name of a corporation, limited liability company or other form of entity shall be voted by the Designated Representative of such Member or any other officer, employee or proxy appointed by such Designated Representative. A proxy executed by such person shall be conclusive evidence of the signer's authority to act, in the absence of express notice to this corporation, given in writing to the Secretary of this corporation.

Section 15. Informal Action By Members. Any action required by the Articles of Incorporation or Bylaws of the corporation, or any provision of law, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 16. Presumption Of Assent. A Member of the corporation who is present at a meeting of the Members, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Member's dissent shall be entered in the minutes of the meeting or unless such Member shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall apply only to voting Members, but shall not apply to a Member who voted in favor of such action.

Section 17. Member Proposals for Annual Meetings; Nominations for Regular Member Candidates for the Board of Directors and the Technical Review Board.

(a) Manner of Proposing Business and Nominations of Regular Directors. Nominations of persons for election to the Board of Directors as representatives of the Regular Members and the proposal of business to be transacted by the Members at any annual meeting of Members may be made (i) pursuant to the corporation's notice with respect to such meeting, (ii) by or at the direction of the Board of Directors or (iii) by any Member of record of the corporation who was a Member of record at the time of the giving of the notice provided for in the following

paragraph, who is entitled to vote at the meeting and who has complied with the notice procedures set forth in this Section.

(b) Procedures for Proposing Business and Nominations by Members. For Regular Member nominations to the Board of Directors or other business to be properly brought before an annual meeting by a Member pursuant to clause (iii) of the foregoing paragraph, (1) the Member must have given timely notice thereof in writing to the Executive Director or Secretary of the corporation, and (2) such business must be a proper matter for Member action under these Bylaws and the Wisconsin Nonstock Corporation Law. To be timely, a Member's notice shall be delivered to the Executive Director or Secretary at the principal executive offices of the corporation not later than the close of business on the later of (i) the 75th day prior to such annual meeting or (ii) the 10th day following the date on which notice of such meeting is first delivered to Members. Such Member's notice shall set forth (A) as to each person whom the Member proposes to nominate for election or reelection as a Director, information relating to such person's professional background and qualifications for service as a Director, and such person's written consent to serve as a director if elected; (B) as to any other business that the Member proposes to bring before the meeting, a brief description of such business, the reasons for conducting such business at the meeting and any material interest of such Member in such business; and (C) as to the Member giving the notice, the name and address of such Member, as they appear on the corporation's books.

(c) Manner of Determining Business to be Conducted at Annual Meeting. Only persons nominated for service as a Regular Director (as defined in Article III, Section 4) in accordance with the procedures set forth in this Section shall be eligible to be elected or to serve as Regular Directors and only such business shall be conducted at an annual meeting of Members as shall have been brought before the meeting in accordance with the procedures set forth in this Section. The chair of the meeting shall have the power and the duty to determine whether a nomination or any business proposed to be brought before the meeting has been made in accordance with the procedures set forth in these Bylaws and, if any proposed nomination or business is not in compliance with these Bylaws, to declare that such defectively proposed business or nomination shall not be presented for Member action at the meeting and shall be disregarded.

(d) Procedures for Proposing Regular Member Candidates for the Technical Review Board. Pursuant to Article V, Section 2 of these Bylaws, candidates to be elected by the Regular Members for service on the corporation's Technical Review Board shall be nominated by the Board of Directors. However, if any Member wishes to recommend a person to be so nominated by the corporation's Board of Directors, the Member shall give notice of such recommendation to the Executive Director or the Secretary of the corporation in the same manner and at the same times as nominations by Members for election of Regular Directors are required to be made pursuant to paragraph (b) of this Section. The Executive Director and the Secretary shall ensure that all such timely received recommendations are forwarded to the Board of Directors for consideration before the Board of Directors makes nominations of candidates for election to the Technical Review Board by the Regular Members at any annual meeting.

### ARTICLE III Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number. The authorized number of directors will be equal to the number of Principal Members plus at least two directors elected by the Regular Members as specified below, or appointed by the Board of Directors in the event of a mid-term vacancy, and directors shall serve for the term(s) provided in Section 4 of this Article. No amendment of this Section shall reduce the number of directors to less than the number required by the Wisconsin Nonstock Corporation Law, which at the time of adoption of these Bylaws is three. The number of Regular Directors (as defined below) shall constitute at least twenty-five percent (25%) of the total number of directors serving in a given term. If, due to an increase in the number of Principal Members, the number of sitting Regular Directors would be less than twenty-five percent (25%) of the total number of directors, as promptly as practical the Board of Directors shall by resolution increase the number of authorized seats held by Regular Members and shall fill the vacancy thereby created as specified in Section 7 below.

Section 3. Qualifications. Each director specified in Section 2 of this Article shall at all times be an individual employee, officer or director of a voting Member. Directors need not be residents of the State of Wisconsin. Any person who is an employee, officer or a director of a voting Member that is affiliated with another voting Member then represented on the Board of Directors (other than by the person in question) shall be disqualified from serving as a director. For purposes of this Section 3, a voting Member shall be deemed affiliated with another voting Member if it is an "Affiliate" as defined in Article XIII, Section 1, of these Bylaws. A voting Member that would be entitled to be represented by a director except for the disqualification provisions of this Section 3 shall be entitled to receive notice of, and to send a nonvoting observer to, all meetings of the Board of Directors. Directors shall meet the following additional qualifications: (a) they may not be concurrently appointed by a Member as its Designated Representative as provided for in Article II, Section 5(a) of these Bylaws, (b) they may not be concurrently serving as a member of the Technical Review Board as provided for in Article V, Section 2, of these Bylaws, and (c) they shall meet any additional qualifications for service as may be determined by the Board of Directors from time to time.

Section 4. Selection and Term.

(a) Method of Selection. Directors of this corporation shall be selected as follows: (a) each Principal Member may nominate one person for appointment as a director, who is an individual employee, officer or director of such Principal Member (the "Principal Directors"), and whose appointment shall be subject to ratification by the Board of Directors; and (b) the Regular Members voting as a single class, shall, by majority vote, elect the number of Regular Directors as required by Section 2 of this Article, each of whom is an individual employee, officer, or director of different unaffiliated Regular Members (the "Regular Directors").

(b) Term of Office. Directors shall hold office from the close of the annual meeting until the close of the next annual meeting, or until their successors have been selected as provided in Section 4(a) of this Article and qualified. Directors may succeed themselves for a maximum of two additional consecutive terms, provided that they are re-selected as provided in Section 4(a) of this Article. Directors may succeed themselves for an additional successive term if, prior to the forthcoming annual meeting of Members in which the director would have served three successive terms or more, the Board of Directors adopts a resolution determining that it is in the best interests of the corporation, such as may be required to achieve continuity of decision-making, for a Director to serve an additional term, subject to the Director's re-selection as provided in Section 4(a) of this Article and the Term Limit of directors as defined herein. The maximum number of terms that can be served by a director is six, whether successive or not ("Term Limit").

(c) Qualifications of Director Nominees. No individual may be nominated to serve as a director unless he/she already meets all of the qualifications for service as a director representing that class as provided in Sections 3 and 4(a) of this Article.

Section 5. Resignation. A director may resign at any time by filing a written resignation with the Secretary of the corporation.

Section 6. Removal. A Regular Director may be removed from office with or without cause by the Regular Members, either at a regular meeting or at a special meeting of the Members called for that purpose. Any director may be removed from office with cause (as determined in the sole judgment of the Board of Directors) by the Board of Directors for failure to act in the best interests of the corporation, violation of any material agreement with the corporation, or of any Intellectual Property and/or Antitrust/Competition policies of the corporation, failure to comply with participation and/or confidentiality agreements signed as a condition of being a member of the Board of Directors, or if the Member of which the Director is an employee, officer or director ceases to be in good standing as defined in Article II, Section 2(a) of these Bylaws or has its membership terminated as provided for in Article II, Section 4 of these Bylaws.

Section 7. Vacancies. In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the maximum number of required directors, an interim director may be appointed by the affirmative vote of a majority of the number of directors of this corporation then in office until a successor is selected upon expiration of the term of office for that director.

Section 8. Annual Meeting. The annual meeting of the Board of Directors shall be held at such time and place as the Board of Directors may determine, for the purpose of transacting such business as may come before the meeting.

Section 9. Regular Meetings. The Board of Directors may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place. Upon the passage of any such resolution, directors shall be deemed to have received notice of such meetings and such meetings shall be held at the stated time and place without other notice than such resolution.

Section 10. Special Meetings. Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes unless otherwise prescribed by statute, on call of the Executive Director or Secretary, and shall be called by the Secretary on the written request of a majority of the directors.

Section 11. Meetings By Telephone or Other Communication Technology.

(a) Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting through the use of, telephone, electronic conferencing or any other means of communication by which either: (i) all participating directors may simultaneously hear each other during the meeting or (ii) all communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

(b) If a meeting will be conducted through the use of any means described in subsection (a) of this Section, all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting by any means described in subsection (a) of this Section is deemed to be present in person at the meeting.

Section 12. Notice and Waiver of Notice.

(a) Notice. Annual and Regular Meetings of the Board of Directors established in accordance with Article III, Sections 8 and 9 may be held without notice. Notice of the date, time and place of any special meeting shall be given by oral or written notice delivered personally to each director at least twenty-four (24) hours prior thereto, or by written notice mailed to each director at least forty-eight (48) hours prior thereto, unless a different time shall be provided by Chapter 181 of the Wisconsin Statutes. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the directors at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. The purpose of and the business to be transacted at any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

(b) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or Bylaws of the corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 13. Quorum. A simple majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 14. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by Chapter 181 of the Wisconsin Statutes, or the Articles of Incorporation or Bylaws of the corporation. However, directors must vote, if at all, themselves; directors may not grant proxies for the exercise of voting rights.

Section 15. Informal Action by Directors. Any action required by the Articles of Incorporation or Bylaws of the corporation, or any provision of law, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by two-thirds of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a vote taken at a Regular, Special or Annual Meeting of the Board.

Section 16. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 17. Compensation. Directors of the corporation shall not receive compensation for serving as directors. However, directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the affirmative vote of a majority of directors then in office.

Section 18. Committees.

(a) Executive and Other Committees. The Board of Directors may, by resolution, create an executive committee or one or more other committees, each consisting of three or more directors designated by the Board of Directors, having such powers and duties, not inconsistent with subsection (b) hereof, or any existing delegation of powers to a committee of directors, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote. Additionally, the executive committee shall have and may exercise, when the Board of Directors is not in session, all of the powers of the Board of Directors in the management of the business and affairs of the corporation.

(b) Nondelegable Powers; Alternative Members; Rules of Committees. No committee of directors shall be empowered to act in lieu of the entire Board of Directors in respect to appointment of officers or the filling of vacancies in committees of directors created pursuant to this Section 18. All members of the Board of Directors who are not members of a given committee shall be alternate members of such committee and may take the place of any absent member or members at any meeting of such committee, upon request of the president, executive director, or the chairman of such meeting. Each committee of directors shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board of Directors, and shall make such reports to the Board of Directors of its activities as the Board may request.

Section 19. Conflict of Interest.

(a) Each director shall disclose to the Board of Directors any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter being considered by the Board.

(b) Any director having duality of interest or conflict of interest on any matter shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other directors since his or her knowledge may be of great assistance.

(c) The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

(d) If a director is uncertain as to whether he or she has a duality or conflict of interest which requires abstention, or if a director asserts that another director has such a duality or conflict, the Board, by majority vote of those present other than the director having the possible conflict, shall decide whether abstention is required. If so, the director will be deemed to have abstained.

ARTICLE IV  
Officers

Section 1. Number. The principal officers of the corporation shall be a President, a Secretary, a Treasurer, an Executive Director and a Chief Technology Officer, each of whom shall be appointed by the Board of Directors. The Board of Directors may designate such other officers and assistant officers and agents as may be deemed necessary. Any two or more offices may be held by the same person. Officers may, but need not, be members of the Board of Directors.

Section 2. Selection and Term of Office. The officers of the corporation shall be appointed by the Board of Directors at its annual meeting by the affirmative vote of a majority of directors then in office. If the appointment of officers shall not be held at such meeting, such appointment shall occur as soon thereafter as conveniently may be. Each officer shall hold office from the close of the annual meeting for a term until the close of the next annual meeting, or until a qualified successor is selected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Duties. Officers and agents elected or appointed by the Board of Directors shall have such powers and perform such duties as may from time to time be prescribed by resolution of the Board of Directors and, failing such resolution, shall have such powers and perform such duties as are normally incident to and incumbent upon their respective offices.

Section 6. Compensation. The Board of Directors shall establish the compensation, if any, of officers. Officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized either in the particular case or pursuant to policies approved by the affirmative vote of a majority of directors then in office.

ARTICLE V  
Technical Review Board

Section 1. Purpose. Subject to the direction and approval of the Board of Directors, a Technical Review Board (the "TRB") is established to regulate the technical programs of the corporation and to review the technical activities of the corporation from time to time as appropriate. The TRB will oversee the establishment of standards for technologies of the corporation. The TRB will propose other specific projects related to technologies of the corporation, review such projects proposed by others, and make recommendations to the Board of Directors pertaining to such projects. The TRB will monitor pending projects, related to technologies of the corporation, in order to facilitate their prompt and successful completion.

Section 2. Composition, Selection and Term. The TRB shall be composed as follows: (a) the Chief Technology Officer who shall be an individual appointed by the Board of Directors, (b) TRB Representatives who are individual employees, officers or directors of the Principal Members, one of whom may be nominated for appointment by each Principal Member, subject to ratification of such appointment by the TRB; and (c) two (2) TRB Representatives who are individual employees, officers or directors of Regular Members, and who shall be nominated by the Board of Directors, shall be approved by the TRB and shall be elected by the Regular Members. TRB Representatives shall hold office from the close of the annual meeting of Members for a term until the close of

the next annual meeting, or until their successors have been selected as provided in this Section and qualified. TRB Representatives may succeed themselves for unlimited successive terms. No individual may be nominated to serve as a TRB Representative unless he/she already meets all of the qualifications for service as a TRB Representative as provided for in Section 3 of this Article.

Section 3. Qualifications. Each TRB Representative shall at all times be an individual employee, officer or director of a voting Member. TRB Representatives need not be residents of the State of Wisconsin. Any person who is an employee, officer or a director of a voting Member of the corporation that is affiliated with another voting Member of the corporation then represented on the TRB (other than by the person in question) shall be disqualified from serving as a TRB Representative. For purposes of this Section 3, a voting Member of the corporation shall be deemed affiliated with another voting Member if it is an "Affiliate" as defined in Article XIII, Section 1, of these Bylaws. Notwithstanding the preceding sentence, if a person would be disqualified from serving as a TRB Representative because that person is an employee, officer or a director of a voting Member of the corporation that is the same as, or that is affiliated with, a Member of the entity that employs the Chief Technology Officer, or of which the Chief Technology Officer is an officer or director, such person shall not be disqualified from serving as a TRB Representative; instead, the Chief Technology Officer shall be denied voting rights, except in the case of a tied vote, with respect to actions taken by the TRB for so long as such other person is a member of the TRB. A voting Member of the corporation that would be entitled to be represented on the TRB except for the disqualification provisions of this Section 3 shall be entitled to receive notice of, and to send a nonvoting observer to, all meetings of the TRB. Each TRB Representative shall meet the following additional qualifications: (a) he or she may not be concurrently appointed by a Member as its Designated Representative as provided for in Article II, Section 5(a) of these Bylaws, (b) he or she may not be concurrently serving as a Director as provided for in Article III, Section 4, of these Bylaws, and (c) he or she shall meet any additional qualifications for service as determined by the TRB or the Board from time to time.

Section 4. Quorum. Fifty percent (50%) of the TRB Representatives currently serving and whose composition is fixed by Section 2 of this Article, shall constitute a quorum for the transaction of business at any meeting of the TRB, but if less than such number is present at a meeting, a majority of the TRB Representatives present may adjourn the meeting from time to time without further notice.

Section 5. Officers. The Chief Technology Officer of the corporation will serve as the chair of the TRB, and the TRB may appoint such other officers as it will deem necessary from time to time.

Section 6. Operations: Reports. Periodically, at the request of the Board of Directors, the TRB will report to the Board of Directors on its activities and plans for future activities. The TRB may voluntarily refer any questions concerning technologies of the corporation, or other related pending projects to the Board of Directors for resolution. In addition, the Board of Directors may of its own initiative give directions to the TRB concerning the technologies of the corporation or other related pending projects.

Section 7. Voting. Except as otherwise provided by these Bylaws or by resolution of the Board of Directors, each TRB Representative shall have one vote on all actions taken by the TRB. Such actions shall expressly include the addition of new or enhanced technologies of the corporation published as standards that are governed by the corporation's Terms of Usage Agreements (or similarly named documents for the purpose of licensing technologies of the corporation to prospective manufacturers). On all other matters not expressly provided for in these Bylaws, the TRB may adopt its own rules governing the time and place of holding and the method of calling its meetings and the conduct of its proceedings and will meet as provided by such rules. However, TRB Representatives must vote, if at all, themselves; TRB Representatives may not grant proxies for the exercise of voting rights.

Section 8. Resignation. A TRB Representative may resign at any time by filing a written resignation with the Secretary of the corporation.

Section 9. Removal. Any TRB Representative may be removed from the TRB, at the discretion of and by the TRB, for failure to attend less than fifty percent (50%) of the TRB meetings over a consecutive 180 day period. Any TRB Representative may be removed from the TRB, at the discretion of and by the Board of Directors, for

failure to act in the best interests of the corporation, violation of any material agreement with the corporation, or of the Intellectual Property and Antitrust / Competition policies of the corporation, failure to comply with participation and/or confidentiality agreements signed as a condition of being a member of the TRB, or if the member of which the TRB Representative is an employee, officer or director ceases to be in good standing as defined in Article II, Section 2(a) of these Bylaws or its membership is terminated as provided for in Article II, Section 4 of these Bylaws.

Section 10. Compensation. TRB Representatives shall not receive compensation for serving in their capacities as TRB Representatives, provided that a TRB Representative who also serves the corporation as an employee or in another capacity shall not necessarily be precluded from compensation for service in such other capacity. TRB Representatives may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors or by the corporation's standard expense submission and reimbursement policies.

Section 11. Conflict of Interest.

(a) Each TRB Representative shall disclose to the TRB any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter being considered by the TRB.

(b) Any TRB Representative having duality of interest or conflict of interest on any matter shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other TRB Representatives since his or her knowledge may be of great assistance.

(c) The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

(d) If a TRB Representative is uncertain as to whether he or she has a duality or conflict of interest which requires abstention, or if a TRB Representative asserts that another TRB Representative has such a duality or conflict, the TRB, by majority vote of those present other than the TRB Representative having the possible conflict, shall decide whether abstention is required. If so, the TRB Representative will be deemed to have abstained.

ARTICLE VI  
Special Interest Groups

Section 1. Formation. The TRB shall establish a standing special interest group for the corporation's technical standards and specifications for communications system(s) utilizing Controller Area Network technology in accordance with the standard of the International Organization for Standardization ISO-11898:1993, and the standard frame format ("DeviceNet Standards and Specifications"), initially consisting of two or more eligible Members appointed by the TRB. The TRB may, by a simple majority action, create other standing special interest groups for technical standards of the corporation ("SIGs"), initially consisting of two or more eligible Members appointed by the TRB, as may from time to time be deemed advisable to perform such general or special duties as may from time to time be delegated by the TRB, subject to the limitations imposed by the Articles of Incorporation or these Bylaws. A SIG may be proposed by any two or more eligible Members (voting or nonvoting) of the corporation by submitting a proposal to the TRB in form approved by the TRB, which proposal defines the proposed SIG's goals, the need addressed by the proposed SIG, and its basic work plan and interim chairman. The TRB may vote to approve or disapprove of the formation of any such proposed SIG. Upon the formation of any SIG, the corporation shall extend an offer to join the SIG to all Members (voting or nonvoting) of the corporation.

Section 2. Officers. All SIGs will elect a chair from amongst its Members with approved participants on the dates of such election and, further, may elect such other officers as they may deem necessary from time to time.

Section 3. Operations. Each SIG shall operate in accordance with SIG policies as managed and published by the Board of Directors of the corporation or the TRB from time-to-time, including such committees, officers and

appointments as are required by such policies. Periodically, upon request of the TRB, each SIG will report to the TRB on its current activities and plans for future activities. No SIG shall publish or promote any standards which represent new specifications, additions, enhancements or changes pertaining to technologies of the corporation, without the prior approval of the TRB.

Section 4. Removal. Violation by a Member participating in a SIG, or by any individual participating in a SIG that represents such a Member, of any material agreement with the corporation, or of any Intellectual Property, Antitrust/Competition and/or confidentiality policies of the corporation may result, in the discretion of the Board of Directors of the corporation, in the Member, and individuals participating on its behalf, being removed from participation in any and all SIGs. A Member shall be automatically removed from participation in all SIGs if the Member ceases to be in good standing as defined in Article II, Section 2(a) of these Bylaws or if its membership in the corporation is terminated as provided for in Article II, Section 4 of these Bylaws.

Section 5. Dissolution. At any time, upon motion of two or more Members participating in a SIG, or upon its own initiative, the TRB may dissolve a SIG. Upon any such dissolution of a SIG by the TRB, the corporation shall give prompt written notice thereof to all Members participating in the SIG.

## ARTICLE VII Territory Alliance Groups

Section 1. Formation. The Board of Directors may, by a majority action, create Territory Alliance Groups ("TAGs") as may from time to time be deemed advisable for the purpose of conducting supplemental promotional, training, and Member activities of the corporation in specific geographic territories and subject to the limitations imposed by the Articles of Incorporation or these Bylaws. A TAG may be proposed by any six (6) or more eligible Members (voting or nonvoting) of the corporation by submitting a proposal to the Board of Directors in the form approved by the Board of Directors, which proposal defines the proposed goals of the TAG, the need addressed by the proposed TAG, and its basic work plan and interim chairperson. The Board of Directors may vote to approve or disapprove the formation of any such proposed TAG. Upon the formation of the TAG, the corporation shall officially recognize the TAG and shall extend an offer to join the TAG to all Members (voting and nonvoting) of the corporation. TAGs shall carry out their functions as operating divisions of the corporation. Neither a TAG, nor its members, shall have any authority to bind the corporation except as expressly authorized by the Board of Directors or officers of the corporation. Without limiting the generality of the foregoing, TAGs may not establish members or membership rights separate from those of the corporation or charge fees for any purpose except with the express written authorization of the corporation.

Section 2. Officers. Each TAG shall have a chair, a treasurer, and other such officers, whose appointments shall be in accordance with TAG policies as managed and published by the Board of Directors of the corporation from time-to-time.

Section 3. Operations. Each TAG shall operate in accordance with TAG policies as managed and published by the Board of Directors of the corporation from time-to-time, including such committees, officers and appointments as are required by such policies.

Section 4. Removal. Violation by a Member participating in a TAG, or by any individual participant that represents such a Member, of any material agreement with the corporation, or of any Intellectual Property, Antitrust/Competition and/or confidentiality policies of the corporation may result, in the discretion of the Board of Directors of the corporation, in the Member, and individuals participating on its behalf, being removed from participation in any and all TAGs. A Member shall be automatically removed from participation in all TAGs if the Member ceases to be in good standing as defined in Article II, Section 2(a) of these Bylaws or if its membership in the corporation is terminated as provided for in Article II, Section 4 of these Bylaws.

Section 5. Dissolution. At any time, upon motion of two or more TAG members or upon its own initiative, the Board of Directors of the corporation may dissolve a TAG. Upon any such dissolution of a TAG by the Board of Directors, the corporation shall give prompt written notice thereof to all TAG members of record.

ARTICLE VIII  
Indemnification

Section 1. Indemnification for Successful Defense. Within twenty (20) days after receipt of a written request pursuant to Section 3 of this Article, the corporation shall indemnify a director or officer, to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the director or officer was a party because he or she is a director or officer of the corporation.

Section 2. Other Indemnification.

(a) In cases not included under Section 1 of this Article, the corporation shall indemnify a director or officer against all liabilities and expenses incurred by the director or officer in a proceeding to which the director or officer was a party because he or she is a director or officer of the corporation, unless liability was incurred because the director or officer breached or failed to perform a duty he or she owes to the corporation and the breach or failure to perform constitutes any of the following:

- (1) A willful failure to deal fairly with the corporation or its Members in connection with a matter in which the director or officer has a material conflict of interest.
- (2) A violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.
- (3) A transaction from which the director or officer derived an improper personal profit.
- (4) Willful misconduct.

(b) Determination of whether indemnification is required under this Section shall be made pursuant to Section 5 of this Article.

(c) The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the director or officer is not required under this Section.

Section 3. Written Request. A director or officer who seeks indemnification under Sections 1 or 2 of this Article, shall make a written request to the corporation.

Section 4. Nonduplication. The corporation shall not indemnify a director or officer under Sections 1 or 2 of this Article, if the director or officer has previously received indemnification or allowance of expenses from any person, including the corporation, in connection with the same proceeding. However, the director or officer has no duty to look to any other person for indemnification.

Section 5. Determination of Right to Indemnification.

(a) Unless otherwise provided by the Articles of Incorporation or by written agreement between the director or officer and the corporation, the director or officer seeking indemnification under Section 2 of this Article, shall select one of the following means for determining his or her right to indemnification:

- (1) By a majority vote of a quorum of the board of directors consisting of directors not at the time parties to the same or related proceedings. If a quorum of disinterested directors cannot be obtained, by majority vote of a committee duly appointed by the board of directors and consisting solely of two (2) or more directors not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of members of the committee.

(2) By independent legal counsel selected by a quorum of the board of directors or its committee in the manner prescribed in subsection 5(a)(1) of this Article, or, if unable to obtain such a quorum or committee, by a majority vote of the full board of directors, including directors who are parties to the same or related proceedings.

(3) By a panel of three (3) arbitrators consisting of one arbitrator selected by those directors entitled under subsection 5(a)(2) of this Article, to select independent legal counsel, one arbitrator selected by the director or officer seeking indemnification and one arbitrator selected by the two (2) arbitrators previously selected.

(4) By an affirmative vote of a majority of the Members present or represented at a meeting at which a quorum is present. Membership rights held by, or voted under the control of, persons who are at the time parties to the same or related proceedings whether as plaintiffs or defendants or in any other capacity may not be voted in making the determination.

(5) By a court under Section 8 of this Article.

(6) By any other method provided for in any additional right to indemnification permitted under Section 7 of this Article.

(b) In any determination under subsection 5(a) of this Article, the burden of proof is on the corporation to prove by clear and convincing evidence that indemnification under Section 2 of this Article, should not be allowed.

(c) A written determination as to a director's or officer's indemnification under Section 2 of this Article, shall be submitted to both the corporation and the director or officer within sixty (60) days of the selection made under subsection 5(a) of this Article.

(d) If it is determined that indemnification is required under Section 2 of this Article, the corporation shall pay all liabilities and expenses not prohibited by Section 4 of this Article, within ten (10) days after receipt of the written determination under subsection 5(c) of this Article. The corporation shall also pay all expenses incurred by the director or officer in the determination process under subsection 5(a) of this Article.

Section 6. Advance Expenses. Within ten (10) days after receipt of a written request by a director or officer who is a party to a proceeding, the corporation shall pay or reimburse his or her reasonable expenses as incurred if the director or officer provides the corporation with all of the following:

(1) A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the corporation.

(2) A written undertaking, executed personally or on his or her behalf, to repay the allowance to the extent that it is ultimately determined under Section 5 of this Article, that indemnification under Section 2 of this Article, is not required and that indemnification is not ordered by a court under subsection 8(b)(2) of this Article. The undertaking under this subsection shall be an unlimited general obligation of the director or officer and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

Section 7. Nonexclusivity.

(a) Except as provided in subsection 7(b) of this Article, Sections 1, 2 and 6 of this Article do not preclude any additional right to indemnification or allowance of expenses that a director or officer may have under any of the following:

(1) The Articles of Incorporation.

- (2) A written agreement between the director or officer and the corporation.
- (3) A resolution of the Board of Directors.
- (4) A resolution, after notice, adopted by the vote of a majority of the Members present or represented at a meeting at which a quorum is present.

(b) Regardless of the existence of an additional right under subsection 7(a) of this Article, the corporation shall not indemnify a director or officer, or permit a director or officer to retain any allowance of expenses unless it is determined by or on behalf of the corporation that the director or officer did not breach or fail to perform a duty he or she owes to the corporation which constitutes conduct under subsections 2(a)(1), (2), (3) or (4) of this Article. A director or officer who is a party to the same or related proceeding for which indemnification or an allowance of expenses is sought may not participate in a determination under this subsection.

(c) Sections 1 through 12 of this Article do not affect the corporation's power to pay or reimburse expenses incurred by a director or officer in any of the following circumstances:

- (1) As a witness in a proceeding to which he or she is not a party.
- (2) As a plaintiff or petitioner in a proceeding because he or she is or was an employee, agent, director or officer of the corporation.

#### Section 8. Court-Ordered Indemnification.

(a) Except as provided otherwise by written agreement between the director or officer and the corporation, a director or officer who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. Application may be made for an initial determination by the court under subsection 5(a)(5) of this Article, or for review by the court of an adverse determination under subsections 5(a)(1), (2), (3), (4) or (6) of this Article. After receipt of an application, the court shall give any notice it considers necessary.

(b) The court shall order indemnification if it determines any of the following:

- (1) That the director or officer is entitled to indemnification under Sections 1 or 2 of this Article.
- (2) That the director or officer is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, regardless of whether indemnification is required under Section 2 of this Article.

(c) If the court determines under subsection 8(b) of this Article that the director or officer is entitled to indemnification, the corporation shall pay the director's or officer's expenses incurred to obtain the court-ordered indemnification.

Section 9. Indemnification of Employees or Agents. The corporation may indemnify and allow reasonable expenses of an employee or agent who is not a director or officer by general or specific action of the board of directors or by contract.

Section 10. Insurance. The corporation may purchase and maintain insurance on behalf of an individual who is an employee, agent, director or officer of the corporation against liability asserted against or incurred by the individual in his or her capacity as an employee, agent, director or officer, regardless of whether the corporation is required or authorized to indemnify or allow expenses to the individual against the same liability under Sections 1, 2, 6 and 9.

Section 11. Liberal Construction. In order for the corporation to obtain and retain qualified directors and officers, the foregoing provisions shall be liberally administered in order to afford maximum indemnification of directors and officers and, accordingly, the indemnification above provided for shall be granted in all cases unless to do so would clearly contravene applicable law, controlling precedent or public policy.

ARTICLE IX  
Fiscal Year

The fiscal year of the corporation shall end on the last day of December in each year.

ARTICLE X  
Seal

Except as authorized by the Board of Directors, the corporation shall have no corporate seal.

ARTICLE XI  
Corporate Acts, Loans, and Deposits

Section 1. Corporate Acts. The President, Executive Director, Secretary and Treasurer shall have authority to sign, execute and acknowledge on behalf of the corporation, all deeds, mortgages, bonds, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors. Except as otherwise provided by law or directed by the Board of Directors, the President or Executive Director may authorize any officer or agent of the corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of the corporation, provided, however, that an attestation is not required to enable a document to be an act of the corporation.

Section 2. Loans. No funded indebtedness shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Deposits. All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation in such banks, savings and loan associations, trust companies or other depositories as the Board of Directors may select.

Section 4. No Incompatible Implementations. The corporation shall not adopt or modify DeviceNet Standards and Specifications, in such a manner as to make future implementations incompatible with any existing or prior implementation.

ARTICLE XII  
Amendments

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting thereof, by the affirmative vote of a simple majority of the number of directors of this corporation specified in these Bylaws, except that Section 4 of Article XI shall not be amended except by the Members. However, no Bylaw adopted by the Members shall be amended or repealed by the directors unless the Bylaw so adopted by the Members shall have conferred such authority upon the directors.

Section 2. By the Members. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Members of this corporation having voting rights at any regular or special meeting thereof, by the vote of a majority of the Members of this corporation having voting rights, present or represented at a meeting at

which a quorum is present, except that Section 4 of Article XI shall not be amended except by unanimous vote of all of the Members having voting rights.

Section 3. Implied Amendments. Any action taken or authorized by the Board of Directors or Members having voting rights, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors or Members having voting rights required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

### ARTICLE XIII Definitions Applicable to these Bylaws

As used in these Bylaws, the following terms shall have the meanings specified in this Article.

Section 1. Affiliate. "Affiliate" when used with respect to this corporation or a Member, shall include, without limitation, any corporation, partnership, joint venture, business unit or division, employee benefit plan, trust or other enterprise that directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, this corporation or such Member, as the case may be.

Section 2. Corporation. "Corporation" or "corporation" means this corporation and any domestic or foreign predecessor of this corporation where the predecessor corporation's existence ceased upon the consummation of a merger or other transaction.

Section 3. Director or Officer. "Director or Officer" or "director or officer" means any of the following:

- (a) An individual who is or was a director or officer of this corporation.
- (b) An individual who, while a director or officer of this corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of another corporation or foreign corporation, partnership, joint venture, trust or other enterprise.
- (c) An individual who, while a director or officer of this corporation, is or was serving an employee benefit plan because his or her duties to the corporation also impose duties on, or otherwise involve services by, the person to the plan or to participants in or beneficiaries of the plan.
- (d) Unless the context requires otherwise, the estate or personal representative of a director or officer.

For purposes of this Article, it shall be conclusively presumed that any Director or Officer serving as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of an Affiliate shall be so serving at the request of the corporation.

Section 4. Expenses. "Expenses" include fees, costs, charges, disbursements, attorney fees and other expenses incurred in connection with a proceeding.

Section 5. Liability. "Liability" includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including an excise tax assessed with respect to an employee benefit plan, and reasonable expenses.

Section 6. Party. "Party" includes a natural person who was or is, or who is threatened to be made, a named defendant or respondent in a proceeding.

Section 7. Proceeding. "Proceeding" means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the corporation or by any other person.

\* \* \* \* \*

Certified a true and correct copy of the Bylaws adopted on the 12<sup>th</sup> day of April 1995, by the Board of Directors of ODVA, Inc., as amended on the 23<sup>rd</sup> day of January 1996, the 27<sup>th</sup> day of February 1996, the 16<sup>th</sup> day of November 1999, the 25<sup>th</sup> day of August 2003, the 10<sup>th</sup> day of February 2004, the 23<sup>rd</sup> day of March 2004, the 9<sup>th</sup> day of November 2005, the 7<sup>th</sup> day of December 2006, and the 10<sup>th</sup> day of December 2008, by the Board of Directors of ODVA, Inc.

A handwritten signature in black ink that reads "Katherine Voss". The signature is written in a cursive style with a large, looping initial 'K'.

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Katherine Voss  
Secretary