

present shall be sufficient to pass upon any question coming before the meeting at which there is quorum except as law may otherwise require. Should a quorum not be present, a meeting may nevertheless be adjourned.

Section 10. Voting and Proxies: Each members of this Corporation shall at every meeting of the members be entitled to one (1) vote in person or by proxy and each Director shall at every meeting of the Board of Directors be likewise entitled to one (1) vote in person or by proxy. A proxy, in the absence of a contrary limitation therein contained, shall extend to one (1) or more of the members of this Corporation or Board of Directors, as the case may be, and shall remain in force for one (1) year from its date and no longer. No proxy shall be deemed operative unless it is signed by the person giving the same and is filed with the Secretary of the Corporation.

Section 11. Action by Board of Directors by Unanimous Written Consent: If and when the Board of Directors shall all severally or collectively consent in writing to any action taken by the Corporation, such action shall be valid corporate action to the same extent as if such action had been duly authorized at a meeting of the Board of Directors.

ARTICLE V

OFFICERS

Section 1. President: The President shall be appointed by and from the Board of Directors. He shall be the chief executive officer of the Corporation and shall have the general and active management of the Corporation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall preside at all meetings and shall have the general powers and duties of supervision and management generally vested in the office of President of a corporation.

Section 2. Vice President: One (1) or more Vice Presidents may be selected by the Board of Directors. Such Vice Presidents in order of their seniority of service on the Board of Directors shall perform the duties and exercise the powers of the President during the absence or disability of the President. Vice Presidents shall have such duties as the Board of Directors shall designate.

Section 3. Secretary: The Secretary shall attend meetings of the Board of Directors, shall preserve in the books of the Corporation, true and accurate minutes of the proceedings of all such meetings. The Secretary shall keep in his custody the seal of the Corporation and shall affix the same seal to all instruments where its use is required or is appropriate. He shall give all notices required by statute, by the Articles of Incorporation or the Bylaws of the Corporation or by resolution of the Board of Directors and he shall perform such other and further duties as may be delegated to him by the Board of Directors.

Section 4. Treasurer: The Treasurer shall see the proper custody of all funds and securities of the Corporation and the keeping of books belonging to the Corporation in full and accurate accounts of all receipts and all disbursements. The Treasurer's responsibilities, as above described, may be delegated to a financial institution or other appropriate agency upon resolution of the Board of Directors. The Treasurer