

Section 3: Chairman of the Annual Meetings. The President of the Corporation shall serve as Chairman of the annual meeting and the Secretary of the Corporation shall act as Secretary of the annual meeting.

Section 4: Special Meetings. Special meetings of members for any purpose may be called at any time by the President or by any two Directors.

Section 5: Notice of Meetings. Notice of all meetings of members shall specify the purpose, date, place and hour meeting and shall be either mailed by the Secretary or given by publication in the local newspaper at least seven (7) days prior to the date of the meeting.

Section 6: Quorum and Manner of Action. Any business to be voted upon by the members may be done by a simple majority vote of the members present at the meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1: General Powers and Standard of Care.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors except as may be otherwise provided in the Act or the Articles. If any such provision is made in the Articles, the powers and duties conferred or imposed upon the Board of Directors by the Act shall be exercised or performed to such extent by such person or persons as shall be provided in the Articles.

A Director shall perform such Director's duties as a Director, including such Director's duties as a member of any committee of the Board upon which such Director may serve, in good faith, in a manner such Director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such Director's duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

One or more officer or employee of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

Counsel, public accountants or other person as to matters that the Director reasonably believes to be within such person's professional or expert competence; or

A committee of the Board upon which such Director does not serve, duly designated in accordance with a provision of these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

Such Director shall not be considered to be acting in good faith if such Director has knowledge concerning the matter in questions that would cause such reliance to be unwarranted. A person who performs such duties shall have no liability by reason of being or having been a Director of the Corporation.

