

BYLAWS OF INTERNATIONAL SOCIETY FOR FRONTOTEMPORAL DEMENTIAS, INC.

ARTICLE I General

Section 1. Name. The name of the corporation is International Society for Frontotemporal Dementias, Inc. (the "Corporation").

Section 2. Registered Office and Registered Agent. The Corporation shall always maintain in the State of Indiana a registered office and a registered agent at such office and may have other offices within or out of the State of Indiana. All offices, including the registered office and the principal office for the transaction of the activities and affairs of the Corporation shall be as established from time to time by the Corporation's Board of Directors ("Board").

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June next succeeding.

ARTICLE II Members

Section 1. Admission. Membership in the Corporation shall be governed by these Bylaws. Any person eligible for membership will be admitted to membership only upon approval by, or through a process approved by, the Board of Directors. The Board of Directors shall have sole discretion in approving memberships or the process for approving memberships.

Section 2. Voting Members. There shall be one category of voting membership in the Corporation, known as Regular Members. In order to qualify as a Regular Member, an individual must either (i) be board certified or licensed to diagnose, treat, or care for patients affected by frontotemporal dementias, or (ii) be conducting or have conducted research in an area of science that is related to or could be associated with frontotemporal dementias. Regular Members will not have voting rights until September 1, 2016, or such earlier or later time as determined by the Board of Directors. Prior to the Regular Members obtaining such voting rights, the Board of Directors will possess sole voting rights

otherwise granted to voting members under the Corporation's Articles of Incorporation (the "Articles"), these Bylaws, or applicable law.

Section 3. Non-Voting Members. There shall be two categories of non-voting membership in the Corporation: (a) Student Members, which category shall be open to those individuals who are enrolled in a relevant degree program at an accredited institution of higher learning; and (b) Affiliate Members, which category shall be open to any individual who does not qualify for another type of membership. Although Student Members and Affiliate Members may receive notice and be invited to attend meetings of the Regular Members, at the discretion of the Board of Directors, Student Members and Affiliate Members shall have no legal right to such notice, attendance, or other privileges or obligations of voting members, and shall not be considered in determining quorum, voting percentages, or other matters relating to meetings of the Regular Members.

Section 4. Special Designation. Each member of the first classes of members approved by (or through a process approved by) the Board of Directors, whether Regular, Student, or Affiliate Members, will receive a special designation as a Founding Member. Such designation does not alter the rights of members as stated in the Articles or these Bylaws.

Section 5. Additional Membership. In addition to the categories of voting and non-voting membership described in these Bylaws, the Corporation also may designate as "members" certain other individuals, corporations, or other associations and organizations that satisfy certain criteria established by the Board of Directors and that support the purposes and programs of the Corporation. Such designations shall carry no legal significance under the Indiana Nonprofit Corporation Act of 1991 (the "Act"), and shall not entitle such "members" to any vote on Corporation matters or to attendance at Corporation meetings; provided, however, that the Corporation may, at its discretion, invite one or more such "members" to attend Corporation meetings as guests.

Section 6. Annual Meeting. There shall be an annual meeting of the Regular Members on such day and at such place and time as the Board of Directors shall specify. At the annual meeting, the Corporation's President, or his or her designee, shall report on the activities and the financial condition of the Corporation. In addition, the Regular Members shall consider and act upon such other matters as may be raised consistent with the notice requirements of these Bylaws.

Section 7. Regular Meetings. The Corporation may hold regular meetings of the Regular Members, at intervals and times to be fixed by these Bylaws or by resolution of the Board of Directors, for the purpose of considering and acting upon such matters as may be raised consistent with the notice requirements of these Bylaws.

Section 8. Special Meetings. Special meetings of the Regular Members may be called at any time by the President of the Corporation or by written petition signed by two or more Regular Members of the Corporation and delivered to the Secretary of the Corporation or his or her designee. A special meeting shall be held at a time and place specified by the caller or callers of the special meeting. Notice of such special meeting and the purpose of such special meeting shall be given in accordance with the requirements of these Bylaws. No business other than that specified in the notice shall be transacted at the special meeting.

Section 9. Place of Meetings. Any meeting of the Regular Members may be held on such date and at such time and place inside the State of Indiana or elsewhere, either in person or electronically, as stated in or fixed in accordance with these Bylaws. If no such designation is made, the place of the meeting shall be the principal office of the Corporation or such other location designated by the Corporation's Secretary or his or her designee.

Section 10. Notice of Meetings of the Regular Members. The Corporation shall give oral, written, electronic, or telefaxed notice of meetings of the Regular Members in a fair and reasonable manner. Such notice is fair and reasonable if the following occur:

- (a) The Corporation notifies the Regular Member of the place, date, and time of each annual, regular, and special meeting of the Regular Members not less than ten days before the meeting date, if the notice is mailed by first class or registered mail, or if notice is mailed by other than first class or registered mail, thirty to sixty days before the meeting date;
- (b) Notice of an annual or regular meeting includes a description of any matter or matters to be considered at the meeting that must be approved by the Regular Members; and
- (c) Notice of a special meeting includes a description of the purpose for which the meeting is called.

Oral notice of meetings of the Regular Members shall be effective when communicated. Written, electronic, or telefaxed notice of such meetings, where applicable, shall be effective at the earliest of the following:

- (a) When received;
- (b) Five days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address of the Regular Member listed in the most current records of the Corporation;
- (c) On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
- (d) Thirty days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address of the Regular Member listed in the most current records of the Corporation.

Section 11. Waiver of Notice. Notice of a meeting of the Regular Members may be waived by a Regular Member in a writing signed by the Regular Member entitled to notice and filed with the minutes of the proceedings of the Regular Members or in the Corporation's records. Attendance at or participation in any meeting by a Regular Member (a) waives objection to lack of notice or defective notice unless such Regular Member, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting and (b) waives a Regular Member's objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless such Regular Member objects to considering the matter when the matter is presented.

Section 12. Voting List. After fixing a record date for a notice of a meeting of the Regular Members, the Corporation's Secretary, or his or her designee, shall prepare a list of the names and addresses of each Regular Member entitled to notice of such meeting, the (electronic mail) address of each Regular Member, and confirmation that each such Regular Member is entitled to one vote at the meeting.

Section 13. Quorum. At all meetings of the Regular Members, the presence of greater than 50 (fifty) Regular Members in good standing with the Corporation, in person or by proxy, shall constitute a quorum. After a vote is represented for any purpose at a meeting, the vote is considered present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting. Any

meeting of the Regular Members, including annual and special meetings or any adjournments thereof, may be adjourned to a later date although less than a quorum is present.

Section 14. Vote of Regular Members. Each Regular Member in good standing with the Corporation shall be entitled to one vote upon each question to come before a meeting of the Regular Members. Except as otherwise provided in these Bylaws or in the Articles, each question shall be determined by a majority vote of the Regular Members in good standing present in person or by proxy at a meeting at which a quorum is present.

Section 15. Action by Written Consent. Any action required or permitted to be approved by the Regular Members may be taken without a meeting of the Regular Members if the action is approved by Regular Members holding at least eighty percent of the votes entitled to be cast on the action. The action must be evidenced by at least one written consent describing the action taken that meets the following conditions:

- (a) Is signed by the Regular Members representing at least eighty percent (80%) of the votes entitled to be cast on the action; and
- (b) Is included in the minutes or filed with the Corporation's records reflecting the action taken.

Requests for written consents must be delivered to all Regular Members.

Section 16. Action by Written Ballot. Any action that may be taken at an annual, regular, or special meeting of the Regular Members may be taken without a meeting if the Corporation delivers a written ballot to every Regular Member entitled to vote on the action. A written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A solicitation for votes by written ballot must (a) indicate the number of responses needed to meet the quorum requirements, (b) state the percentage of approvals necessary to approve each matter, and (c) specify the time by which a ballot must be received by the Corporation to be counted. A written ballot may not be revoked.

Section 17. Means of Communication. Regular Members may participate in an annual, regular, or special meeting of the Regular Members by or through the use of any means of communication by which all Regular Members participating may simultaneously hear each other during the meeting. A Regular Member participating in a meeting by such means shall be considered present in person at the meeting.

Section 18. Voting By Proxy. A Regular Member may vote by proxy executed in writing by the Regular Member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. An appointment of a proxy is revocable by the Regular Member.

ARTICLE III Board of Directors

Section 1. Directors. The affairs of the Corporation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors, subject to the provisions of the Articles and these Bylaws. The members of the Board of Directors shall number no fewer than five and no more than nineteen, as determined by the Board of Directors from time to time. Other than the initial Board of Directors elected by the incorporator of the Corporation, directors shall be elected by the Regular Members of the Corporation. The term of each member of the initial Board of Directors shall be through the date set forth at the time of election, and until her or his successor is elected and qualified. The terms of the directors have been staggered into two groups so that roughly one-half of the directors will be elected (or reelected) every two years (commencing in 2014). At the annual meeting of the Regular Members immediately preceding the expiration of the term of any director, or at a special meeting, or as an action by Written Ballot (see Article II, section 16), the Regular Members of the Corporation shall elect a new director to replace the director whose term will expire, or has expired, and each such new director shall serve for a term of four years, or such other period as prescribed by the Board of Directors at the time of such election, and until her or his successor is elected and qualified. A director may serve any number of consecutive or nonconsecutive terms. The Nominating Committee is tasked with identifying, determining the eligibility of, and recommending to the Board of Directors persons to be considered for elected offices of the Corporation (see article V, section 2). The Board of Directors may elect ex officio, non-voting members of the Board of Directors by reason of their positions with various entities that either contribute to the activities of the Corporation or participate in advancing the

purposes of the Corporation, for such terms and with such rights and obligations as determined by the Board of Directors.

Section 2. Quorum and Voting. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. Unless provided differently in the Articles or these Bylaws, 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.

Section 3. Regular Meetings. The Board of Directors may hold regular meetings, as fixed by these Bylaws or by resolution of the Board of Directors, for the purpose of transacting such business as properly may come before the Corporation's Board of Directors. Such regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting.

Section 4. Special Meetings. Notwithstanding the provision for regular meetings, the Board of Directors may hold special meetings for any lawful purpose upon not less than two days notice, as described in these Bylaws, upon call by the President of the Corporation or by not less than two members of the Board of Directors. A special meeting shall be held at such date, time, and place within or without the State of Indiana as is specified in the call of the meeting. The purpose of any such meeting need not be specified.

Section 5. Notice of Special Meetings and Waiver. Oral or written notice of the date, time, and place of each special meeting of the Board of Directors shall be communicated, delivered, or mailed by the Secretary of the Corporation, or by the person or persons calling the meeting, to each member of the Board of Directors so that such notice is effective (as provided in these Bylaws) at least two days before the date of the meeting. Such notice need not describe the purpose of the special meeting. Oral notice of such meetings shall be effective when communicated. Written, electronic, or faxed notice of such meetings, where applicable, shall be effective at the earliest of the following:

- (a) When received;
- (b) Five days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Corporation;
- (c) On the date shown on the return receipt, if sent by registered or certified United

States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
or

(d) Thirty days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified mail, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation.

Notice may be waived in a writing signed by the director entitled to the notice and filed with the minutes or the corporate records. Attendance at or participation in any meeting of the Corporation's Board of Directors shall constitute a waiver of notice of such meeting unless the director shall, at the beginning of the meeting or promptly upon the director's arrival, object to holding the meeting and does not vote for or assent to action taken at the meeting.

Section 6. Means of Communication. The Board of Directors, or a committee thereof, may (a) permit a director or a committee member to participate in a meeting by or (b) conduct a meeting through the use of any means of communication by which all directors or committee members may simultaneously hear each other during the meeting. A director or committee member participating in a meeting by such means shall be considered present in person at the meeting.

Section 7. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each director or committee member and if such written consent is included in the minutes or filed with the Corporation's records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this section shall have the effect of a meeting vote and may be described as such in any document.

Section 8. Vacancies. Any vacancy on the Board of Directors, other than by normal expiration of a director's term, shall be filled by the Board of Directors of the Corporation until the expiration of the term vacated.

ARTICLE IV Officers

Section 1. In General. The officers of this Corporation shall be a President, a President Elect, a Secretary, a Treasurer, and such other officers as the Board of Directors may otherwise elect. An officer may simultaneously hold more than one office. Each officer, other than the initial officers appointed by the incorporator of the Corporation, shall be elected by not less than two-thirds affirmative vote of the Board of Directors and shall serve for one year, or such other period as prescribed by the directors at the time of such election, and until the officer's successor is elected and qualified. The President Elect and the President shall both be members of the Board of Directors. All other officers may, but need not, be members of the Board of Directors. Any officer may be removed by majority vote of the Board of Directors at any time, with or without cause. Any vacancy occurring in any office shall be filled by the Board of Directors (again by not less than a two-thirds affirmative vote), and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

Section 2. President. The President shall preside at all meetings of the Board of Directors of the Corporation and shall be responsible for implementation of policies established by the Board of Directors. The President shall perform the duties incident to the office of chair of the Board of Directors of the Corporation and such other duties as the Board of Directors may prescribe.

Section 3. President Elect. The President Elect shall perform such duties as may be assigned by the Board of Directors or the President. In the absence or disability of the President, the President Elect shall possess and may exercise the authority to perform the duties of the chair of the Board of Directors.

Section 4. Secretary. The Secretary shall be the custodian of all papers, books, and records of the Corporation other than books of account and financial records. The Secretary shall prepare and enter in the minute book the minutes of all meetings of Regular Members and of the Board of Directors. The Secretary shall authenticate records of the Corporation as necessary. The Secretary shall perform the duties usual to such position and such other duties as the Board of Directors or President may prescribe.

Section 5. Treasurer. The Treasurer shall prepare and maintain correct and complete records of account showing accurately the financial condition of the Corporation. All notes, securities, and other assets coming into the possession of the Corporation shall be received, accounted for, and placed in

safekeeping as the Treasurer may from time to time prescribe. The Treasurer shall furnish, whenever requested by the Board of Directors or the President, a statement of the financial condition of the Corporation and shall perform the duties usual to such position and such other duties as the Board of Directors or President may prescribe.

Section 6. Other Officers. Each other officer of the Corporation shall perform such duties as the Board of Directors or the President may prescribe.

ARTICLE V Committees

Section 1. Executive Committee. The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate the President of the Corporation and at least one other director of the Corporation to constitute an Executive Committee which, to the extent provided in such resolution and consistent with applicable law, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between the meetings of the Board of Directors. The Executive Committee shall be subject to the authority and supervision of the Board of Directors.

Section 2. Nominating Committee. The Nominating Committee shall consist of at least 3 (Senior) Members, one being a Board appointed Parliamentarian serving as the chair of the committee, and at least two others who are appointed by the President in consultation with the Parliamentarian. They shall all serve two-year renewable terms. The Nominating Committee shall identify, determine the eligibility of, and recommend to the Board of Directors persons to be considered for elected offices of the Corporation. The Nominating Committee shall report to the Board at least five (5) months prior to the Annual Meeting a slate of at least two (2) candidates for each open position in the Board. Candidates will then be elected by a plurality of the members by a vote by written ballot sent to members at least three (3) months prior to the annual meeting and returned to the principal office at least two (2) months before the annual meeting. The Nominating Committee shall provide candidates for office with copies of these Bylaws. The Nominating Committee may not inform candidates of others running for that position. The Chair of the Nominating Committee shall present the election outcome at the Annual Meeting of Members and the President may follow with a letter to all candidates.

Section 3. Other Committees. The Board of Directors may establish other committees, in addition to the Executive Committee, to accomplish the goals and execute the programs of the Corporation. Such committees shall have such responsibilities and powers as the Board of Directors shall specify. Members of such committees may, but need not, be members of the Board of Directors. A committee member appointed by the Board of Directors may be removed by the Board of Directors with or without cause.

ARTICLE VI Conflicts of Interest

Section 1. General Policy. It is the policy of the Corporation and its Board of Directors that the Corporation's directors, officers, and employees carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. The Corporation's directors, officers, and employees shall have the continuing, affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the Corporation. This policy shall be further subject to the following principles:

(1) Directors, officers, and employees of the Corporation shall conduct their duties with respect to potential and actual contractors, suppliers, agencies, grantees, and other persons transacting or seeking to transact business with the Corporation in a completely impartial manner, without favor or preference based upon any consideration other than the best interests of the Corporation.

(2) Directors, officers, and employees of the Corporation shall not seek or accept for themselves or anyone else, from any person or business entity that transacts or seeks to transact business with the Corporation, any gifts, entertainment, or other favors relating to their positions with the Corporation that exceed common courtesies consistent with ethical and accepted business practices.

(3) If a director, or a director's relative (the term "relative" includes spouses, ancestors, and descendants, whether by whole or half blood), directly or indirectly owns a significant financial interest in, or is employed by, any business entity that transacts or seeks to transact business with the Corporation, the director shall disclose that interest or position and shall refrain from voting on any issue pertaining to the transaction.

(4) Officers and employees of the Corporation shall not conduct business on behalf of the Corporation with a relative or a business entity in which the officer, employee, or his or her relative owns a significant financial interest or by which such officer, employee, or relative is employed, except where such dealings have been disclosed to, and specifically approved and authorized by, the Board of Directors of the Corporation.

(5) The Board of Directors may require the Corporation's directors, officers, or employees to complete annually (or as otherwise scheduled by the Board) a disclosure statement regarding any actual or potential conflict of interest described in these Bylaws. The disclosure statement shall be in such form as may be prescribed by the Board and may include information regarding a person's participation as a director, officer, or employee of any other nonprofit organization. The Board of Directors shall be responsible for oversight of all disclosures or failures to disclose and for taking appropriate action in the case of any actual or potential conflict of interest transaction.

Section 2. Effect of Conflict Provisions. The failure of the Corporation, its Board of Directors, or any or all of its directors, officers, or employees to comply with the conflict-of-interest provisions of these Bylaws shall not invalidate, cancel, void, or make voidable any contract, relationship, action, transaction, debt, commitment, or obligation of the Corporation that otherwise is valid and enforceable under applicable law.

ARTICLE VII Indemnification

Section 1. Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, member, employee, or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereto or (b) if not wholly successful, then if such person is determined (as provided in this article) to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation), and, with respect to any criminal

action or proceeding, is determined to have had reasonable cause to believe that his or her conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding by judgment, settlement (whether with or without court approval), or conviction, or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this article.

Section 2. Definitions.

(a) As used in this article, the phrase "claim, action, suit, or proceeding" shall include any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding and all appeals thereof (whether brought by or on behalf of the Corporation, any other corporation, or otherwise), whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:

(i) By reason of his or her being or having been a director, officer, member, employee, or agent of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or

(ii) By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Corporation, or

(iii) By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

(b) As used in this article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.

(c) As used in this article, the term "wholly successful" shall mean (i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her, (ii) approval by a court, with knowledge of the indemnity provided in this article, of a settlement of any action, suit, or proceeding, or (iii) the expiration of a reasonable time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification under this article (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification if (a) special independent legal counsel, which may be regular counsel of the Corporation or any other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "referee"), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in this article and (b) the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions that the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee's findings that are within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this article shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this article, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, member, employees, agents, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this article and insurance protecting the Corporation's directors, officers, members, employees, agents, or other persons.

ARTICLE VIII - Contracts, Checks, Loans, Deposits, and Gifts

Section 1. Contracts. The Board of Directors may authorize one or more officers, agents, or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

Section 2. Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution. Such designation may be general or confined to specific instances.

Section 3. Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Section 4. Deposits. All funds of the Corporation shall be deposited to its credit in such bank, banks, or depositories as the Board of Directors may designate. Such designation may be general or confined to specific instances.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

Section 6. Authority of Incorporator. Until the first meeting (or other action) of the initial Board of Directors of the Corporation, the incorporator of the Corporation shall have full power to act on behalf of the Board of Directors in authorizing and taking any of the actions described in this article (or elsewhere in the Bylaws).

ARTICLE IX Amendments

The power to make, alter, amend, or repeal the Bylaws is vested in the Board of Directors of the Corporation.