

Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
LINKWELL CORPORATION

Certificate of Status	0
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Electronic Filing Menu

Corporate Filing Menu

Help

Lewis
9-22-14

COVER LETTER

**TO: Amendment Section
Division of Corporations**

SUBJECT: Linkwell Corporation
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Mr. Jue WANG
Contact Person

Linkwell Corporation
Firm/Company

4/F, Block E, Shangda International 3100 Hutai Road
Address

Shanghai, PRC, 200436
City/State and Zip Code

wangjue@lkgk.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Contact Person

At (_____) _____
Area Code & Daytime Telephone Number

☐ **Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)**

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

14 SEP 19 PM 2:34

(Attach additional sheets if necessary)

14 SEP 19 PM 2:34

Typed or Printed Name of Individual & Title

Jiang ZHU, Director

Liyong SUI, Director

14 SEP 19 PM 2:34

PLAN OF MERGER

THIS PLAN OF MERGER is made on September 19, 2014

BETWEEN

- (1) Leading World Corporation, a Florida corporation ("Mergersub"); and
- (2) Linkwell Corporation, a Florida corporation (the "Surviving Company" and together with Mergersub, the "Constituent Companies").

WHEREAS

- (a) The respective boards of directors of the Surviving Company and Mergersub have approved the merger of the Constituent Companies, with the Surviving Company continuing as the surviving company (the "Merger") on the terms and conditions contained or referred to in that certain agreement and plan of merger (the "Agreement") dated August 12, 2014 made among Leading First Capital Limited, an exempted company incorporated in the British Virgin Islands, Mergersub and the Surviving Company.
- (b) The directors and shareholders of each of the Surviving Company and Mergersub have approved and adopted the Agreement and this Plan of Merger on the terms and subject to the conditions set forth herein and otherwise in accordance with the Florida Business Corporation Act (the "FBCA").

WITNESSETH:

CONSTITUENT COMPANIES

1. The constituent companies to this Plan of Merger and the Merger are Mergersub and the Surviving Company.

NAME OF THE SURVIVING COMPANY

2. The name of the Surviving Company shall be Linkwell Corporation.

AUTHORISED AND ISSUED SHARE CAPITAL

3. Immediately prior to the Effective Date (as defined below) the authorized capital stock of Mergersub consists of 1,000 shares of common stock, US\$0.001 par value per share, one of which is issued.
4. Immediately prior to the Effective Date the authorized capital stock of Linkwell Corporation consists of 150,000,000 shares of common stock, \$0.005 par value per share and 10,000,000 shares of preferred stock, \$0.005 par value per share, of which 549,000 shares of common stock are issued and outstanding.

5. The authorized capital stock of the Surviving Company shall be 1,000 shares of common stock, US\$0.001 par value per share.

6. On the Effective Date and in accordance with the terms and conditions of the Agreement:

(a) Each issued and outstanding share of common stock of the Surviving Company shall be cancelled. Upon such cancellation, each holder of shares of common stock of the Surviving Company (other than holders who have validly exercised their dissent rights (the "Dissenting Shareholders") in accordance with Sections 607.1301-607.1333 of the FBCA) shall have the right to receive the merger consideration of US\$0.88 per share without interest in accordance with the Agreement.

(b) The shares of common stock of Linkwell Corporation held by the Dissenting Shareholders shall be cancelled in exchange for a payment resulting from the procedures in Sections 607.1301-607.1333 of the FBCA unless any Dissenting Shareholder fails to exercise or withdraw their rights to dissent in which event they shall receive the merger consideration.

(c) Each issued and outstanding share of common stock, US\$0.001 par value per share, of Mergersub shall be converted into and continue as one validly issued, fully paid and nonassessable share of common stock, US\$0.001 par value per share, of the Surviving Company.

7. From the Effective Date, the rights and restrictions attaching to the shares of the Surviving Company are set out in the Bylaws.

EFFECTIVE DATE

8. The Merger shall be effective on the date that the Articles of Merger is filed with the Florida Department of State (the "Effective Date").

PROPERTY

9. On the Effective Date the rights, property of every description including those in action, and the business, undertaking, goodwill, benefits, immunities and privileges of each of the Constituent Companies shall immediately vest in the Surviving Company which shall be liable for and be subject to, in the same manner as the Constituent Companies, all mortgages, charges or security interests and all contracts, obligations, claims, debts and liabilities of each of the Constituent Companies.

BYLAWS

10. From the Effective Date, the Bylaws of the Surviving Company shall be amended and restated in the form attached as Annex A to this Plan of Merger.

DIRECTOR OF THE SURVIVING COMPANY

11. The name and address of the director of the Surviving Company from the Effective Date is as follows:

9/19/2014 11:32:04 From: To: 8506176380

(7/19)

SECRETARY OF STATE
DIVISION OF CORPORATIONS

14 SEP 19 PM 2:34

NAME
Liyong Sui

ADDRESS
Room 902, Block A, No. 69 Dongfang Road, Pudong New
Area, Shanghai, China

COUNTERPARTS

12. This Plan of Merger may be executed by facsimile and in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

GOVERNING LAW

13. This Plan of Merger shall be governed by and construed in accordance with Florida laws.

[Signature page to follow]

9/19/2014 11:32:04 From: To: 8506176380

(8/19)

STATE OF CALIFORNIA
DIVISION OF CORPORATIONS

14 SEP 19 PM 2:34

Leading World Corporation

By: 

Name:

Swi, Li Xiong

Title:

Director

Linkwell Corporation

By:

Name:

Title:

9/19/2014 11:32:04 From: To: 8506176380

(9/19)

Leading World Corporation

By:

Name:

Title:

Linkwell Corporation

By: 朱江.

Name: Jiang Zhu

Title: Chief Executive Officer
Director

SECRET
FLORIDA STATE
DIVISION OF CORPORATIONS

14 SEP 19 PM 2: 34

Annex A

**BYLAWS
OF
LINKWELL CORPORATION**
a Florida corporation
(the "Corporation")

ARTICLE I

Shareholders

Section 1.1. Annual Meetings. An annual meeting of shareholders shall be held for the election of directors and the transaction of such other business as may properly be brought before the meeting in accordance with these Bylaws at such date, time and place, either within or without the State of Florida, if any, as may be fixed by resolution of the Board of Directors of the Corporation from time to time. The Board of Directors may, in its sole discretion, determine that the meeting shall not be held at any place, but shall be held solely by means of remote communication, subject to such guidelines and procedures as the Board of Directors may adopt, as permitted by applicable law.

Section 1.2. Special Meetings. Special meetings of shareholders for any purpose or purposes may be called at any time by the Chairman of the Board, if any, the Board of Directors, or by a committee of the Board of Directors which has been designated by the Board of Directors and whose powers and authority, as expressly provided in a resolution of the Board of Directors, include the power to call such meetings, but such special meetings may not be called by any other person or persons.

Section 1.3. Notice of Meetings. Whenever shareholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, if any, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the Articles of Incorporation of the Corporation (the "Articles of Incorporation") or these Bylaws, the written notice of any meeting shall be given not less than ten nor more than sixty days before the date of the meeting to each shareholder entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the mail, postage prepaid, directed to the shareholder at his or her address as it appears on the records of the Corporation.

Section 1.4. Adjournments. Any meeting of shareholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place, if any, thereof and the means of remote communication, if any, by which shareholders and proxyholders may be deemed present in person and vote at such adjourned meeting are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than

120 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

Section 1.5. Quorum. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, at each meeting of shareholders the presence in person or by proxy of the holders of shares of stock having a majority of the votes which could be cast by the holders of all outstanding shares of stock entitled to vote at the meeting shall be necessary and sufficient to constitute a quorum. In the absence of a quorum, the shareholders so present may, by majority vote, adjourn the meeting from time to time in the manner provided in Section 1.4 of these Bylaws until a quorum shall attend. If a quorum is present when a meeting is convened, the subsequent withdrawal of shareholders, even though less than a quorum remains, shall not affect the ability of the remaining shareholders lawfully to transact business. Shares of its own stock belonging to the Corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the Corporation, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of the Corporation to vote stock, including but not limited to, its own stock, held by it in a fiduciary capacity.

Section 1.6. Conduct; Remote Communication. (a) Meetings of shareholders shall be presided over by the Chairman of the Board, if any, or, in his or her absence, by the Vice Chairman of the Board, if any, or, in his or her absence, by the President, or, in his or her absence, by a Vice President, or, in the absence of the foregoing persons, by a chairman designated by the Board of Directors, or, in the absence of such designation, by a chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, but, in his or her absence, the chairman of the meeting may appoint any person to act as secretary of the meeting.

(b) If authorized by the Board of Directors in accordance with these Bylaws and applicable law, shareholders and proxyholders not physically present at a meeting of shareholders may, by means of remote communication, (1) participate in a meeting of shareholders and (2) be deemed present in person and vote at a meeting of shareholders, whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder or proxyholder, (ii) the Corporation shall implement reasonable measures to provide such shareholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (iii) if any shareholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

Section 1.7. Voting; Proxies. Except as otherwise provided by the Articles of Incorporation, each shareholder entitled to vote at any meeting of shareholders shall be entitled to one vote for each share of stock held by him or her which has voting power upon the matter in question. Each shareholder entitled to vote at a meeting of shareholders may authorize another

person or persons to act for him or her by proxy, but no such proxy shall be voted or acted upon after 11 months from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A shareholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with the Secretary of the Corporation. Voting at meetings of shareholders need not be by written ballot and need not be conducted by inspectors of election unless so determined by the holders of shares of stock having a majority of the votes which could be cast by the holders of all outstanding shares of stock entitled to vote thereon which are present in person or by proxy at such meeting. At all meetings of shareholders for the election of directors a plurality of the votes cast shall be sufficient to elect. All other elections and questions shall, unless otherwise provided by law, the Articles of Incorporation or these Bylaws, be decided by the vote of the holders of shares of stock having a majority of the votes which could be cast by the holders of all shares of stock entitled to vote thereon which are present in person or represented by proxy at the meeting.

Section 1.8. Fixing Date for Determination of Shareholders of Record. In order that the Corporation may determine the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors and which record date: (1) in the case of determination of shareholders entitled to vote at any meeting of shareholders or adjournment thereof, shall, unless otherwise required by law, not be more than sixty nor less than ten days before the date of such meeting; (2) in the case of determination of shareholders entitled to express consent to corporate action in writing without a meeting shall not be more than ten days from the date upon which the resolution fixing the record date is adopted by the Board of Directors; and (3) in the case of any other action, shall not be more than sixty days prior to such other action. If no record date is fixed: (1) the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; (2) the record date for determining shareholders entitled to express consent to corporate action in writing without a meeting when no prior action of the Board of Directors is required by law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation in accordance with applicable law, or, if prior action by the Board of Directors is required by law, shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action; and (3) the record date for determining shareholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of shareholders of record entitled to notice of or to vote at a meeting of shareholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the

adjourned meeting, which it must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

Section 1.9. List of Shareholders Entitled to Vote. Unless all of the outstanding shares of stock of the Corporation are held by a single holder, the Secretary shall prepare and make, at least ten days before every meeting of shareholders, a complete list of the shareholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each shareholder and the number of shares registered in the name of each shareholder. Such list shall be open to the examination of any shareholder, for any purpose germane to the meeting for a period of at least ten days prior to the meeting: (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (ii) during ordinary business hours, at the principal place of business of the Corporation. In the event that the Corporation determines to make the list available on an electronic network, the Corporation may take reasonable steps to ensure that such information is available only to shareholders of the Corporation. If the meeting is to be held at a place, the list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any shareholder who is present. If the meeting is to be held solely by means of remote communication, the list shall be open to the examination of any shareholder during the whole time thereof on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting. The stock ledger shall be the only evidence as to who are the shareholders entitled to examine the stock ledger, the list of shareholders or the books of the Corporation, or to vote in person or by proxy at any meeting of shareholders.

Section 1.10. Action By Consent of Shareholders. Unless otherwise restricted or eliminated by the Articles of Incorporation, any action required or permitted to be taken at any annual or special meeting of the shareholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Said consent or consents shall be delivered to the Corporation at its principal place of business in the State of Florida, its principal place of business, the corporate secretary, or another officer or agent of the Corporation having custody of the book in which proceedings of the meetings of shareholders are recorded. No written consent shall be effective to take any action referred to therein unless, within sixty days of the date of the earliest dated consent delivered to the Corporation, written consents signed by the number of holders required to take action are delivered to the Corporation in the manner as set forth in this Section. Within ten days after obtaining such authorizations by written consent, notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those shareholders who have not consented in writing or who are not entitled to vote on the action.

ARTICLE II

Board of Directors

Section 2.1. Number; Qualifications. The Board of Directors must be natural persons who are 18 years of age or older, shall consist of one or more members, the numbers thereof to be determined from time to time by resolution of the Board of Directors. Directors need not be shareholders or Florida residents.

Section 2.2. Election; Resignation; Removal; Vacancies. Unless directors are elected by written consent in lieu of an annual meeting as permitted by applicable law, at the first annual meeting of shareholders and at each annual meeting thereafter, the shareholders shall elect directors each of whom shall hold office for a term of one year or until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. Any director may resign at any time upon written notice to the Corporation. Any newly created directorship or any vacancy occurring in the Board of Directors for any cause may be filled by a majority of the remaining members of the Board of Directors, although such majority is less than a quorum, or by a plurality of the votes cast at a meeting of shareholders, and each director so elected shall hold office until the expiration of the term of office of the director whom he or she has replaced or until his or her successor is elected and qualified or until his or her earlier death, resignation or removal.

Section 2.3. Regular Meetings. Regular meetings of the Board of Directors may be held at such places within or without the State of Florida and at such times as the Board of Directors may from time to time determine, and if so determined notices thereof need not be given.

Section 2.4. Special Meetings. Special meetings of the Board of Directors may be held at any time or place within or without the State of Florida whenever called by the Chairman of the Board, if any, the President, any Vice President, the Secretary, or by any member of the Board of Directors. Notice of a special meeting of the Board of Directors shall be given by the person or persons calling the meeting at least twenty-four hours before the special meeting.

Section 2.5. Telephonic Meetings Permitted. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting thereof by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

Section 2.6. Quorum; Vote Required for Action. At all meetings of the Board of Directors a majority of the whole Board of Directors shall constitute a quorum for the transaction of business. Except in cases in which the Articles of Incorporation or these Bylaws otherwise provide, the vote 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 2.7. Organization. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, if any, or in his or her absence by the Vice Chairman of the Board, if any, or in his or her absence by the President, or in their absence by a chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his or her absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 2.8. Action by Unanimous Consent of Directors. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing (which may be in counterparts) or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board of Directors or such committee. Action taken by such consent is effective when the last director signs the consent, unless the consent specifies a different effective date.

ARTICLE III

Committees

Section 3.1. Committees. The Board of Directors may designate one or more committees, each committee to consist of one or more directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent permitted by law and provided in these Bylaws or in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it.

Section 3.2. Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article II of these Bylaws.

ARTICLE IV

Officers

Section 4.1. Executive Officers; Election; Qualifications; Term of Office; Resignation; Removal; Vacancies. The Board of Directors shall elect a President and Secretary, and it may, if it so determines, choose a Chairman of the Board and a Vice Chairman of the Board from among

its members. The Board of Directors also may choose a Chief Executive Officer, one or more Vice Presidents, one or more Assistant Secretaries, a Treasurer and one or more Assistant Treasurers and such other officers as the Board of Directors may determine. Each such officer shall hold office until the first meeting of the Board of Directors after the annual meeting of shareholders next succeeding his or her election, and until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. Any officer may resign at any time upon written notice to the Corporation. The Board of Directors may remove any officer with or without cause at any time, but such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation. Any number of offices may be held by the same person. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 4.2. Powers and Duties of Executive Officers. The officers of the Corporation shall have such powers and duties in the management of the Corporation as may be prescribed by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board of Directors. The Board of Directors may require any officer, agent or employee to give security for the faithful performance of his or her duties.

ARTICLE V

Stock

Section 5.1. Certificates. Every holder of stock shall be entitled to have a certificate signed by or in the name of the Corporation by the Chairman or Vice Chairman of the Board of Directors, if any, or the President or Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, of the Corporation, certifying the number of shares owned by him or her in the Corporation. Any of or all the signatures on the certificate may be a facsimile. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he or she were such officer, transfer agent, or registrar at the date of issue.

Section 5.2. Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates. The Corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or his or her legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

Section 5.3 Shareholders of Record. The Corporation shall be entitled to treat the holder of record of any stock of the Corporation as the holder thereof and shall not be bound to recognize any equitable or other claim to or interest in such stock on the part of any other person,

whether or not it shall have express or other notice thereof, except as otherwise required applicable law.

ARTICLE VI

Indemnification

Section 6.1 Right to Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), other than a proceeding by or in the right of the Corporation, by reason of the fact that the person is or was a director, officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, or employee of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the defense of such proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. "Not opposed to the best interest of the Corporation" shall include actions taken in service to an employee benefit plan that are in the interest of the participants and beneficiaries of the employee benefit plan.

Section 6.2. Prepayment of Expenses. The Corporation shall pay the actual and reasonable expenses incurred in defending a proceeding, other than a proceeding by or in the right of the Corporation, in advance of its final disposition if the Corporation determines that the person likely will satisfy the requirements of Section 6.1 of these Bylaws and upon the receipt of an undertaking satisfactory to the Corporation, which may require that such undertaking include a bond, security interest, or other security for such undertaking, by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation under this Article VI.

Section 6.3. Indemnity if Successful on the Merits. If a person is entitled, under state law or otherwise, to indemnification by reason of being successful on the merits in defense of any proceeding, the Corporation shall indemnify that person if they obtain a final judgment or decision in their favor for the entirety of the case.

Section 6.4. Exercise of Powers. All decisions under this Article VI shall be made by the shareholders, the Board of Directors, or, if the Board of Directors are not able to decide or so direct, by independent legal counsel. The Corporation's exercise of the power to indemnify and advance expenses pursuant to this Article VI shall not be deemed to limit any other exercise or restriction of such powers by the Corporation. Provided, that any repeal or modification of this Article VI shall not adversely affect any right or protection of any person in respect to any act or omission occurring prior to the time of such repeal or modification.

Section 6.5. Applicable Law. The rights granted under this Article VI shall be limited to the extent any applicable laws limit such rights to indemnity or the power to indemnify.

ARTICLE VII

Miscellaneous

Section 7.1. Fiscal Year. The fiscal year of the Corporation shall be January 1 through December 31 each year unless determined otherwise by resolution of the Board of Directors.

Section 7.2. Seal. The Corporation may, but need not, adopt a corporate seal. Any corporate seal adopted by the Corporation shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors. The failure to use such seal, however, shall not affect the validity of any documents executed on behalf of the Corporation.

Section 7.3. Waiver of Notice of Meetings of Shareholders, Directors and Committees. Any written waiver of notice, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the shareholders, directors, or members of a committee of directors need be specified in any written waiver of notice.

Section 7.4. Interested Directors; Quorum. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if: (1) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (2) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by the vote of the shareholders; or (3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

Section 7.5. Form of Records. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs, or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

Section 7.6 Definition of "Electronic Transmission". For purposes of these Bylaws, "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

Section 7.7. Amendment of Bylaws. These Bylaws may be altered or repealed, and new Bylaws made, by the Board of Directors, but the shareholders may make additional Bylaws and may alter and repeal any Bylaws whether adopted by them or otherwise.