

BYLAWS
OF
LUENA FOUNDATION
(the “Corporation”)

ARTICLE I

PURPOSES AND LIMITATIONS

Section 1.1 IRC Section 501(c)(3) Purposes. The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (the “Code”). Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on:

(a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Code; or

(b) by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. No part of the Corporation’s assets or revenues shall inure to the benefit of any member or be used for any purpose or object outside those permitted under section 501(c)(3) of the Code.

Section 1.2 General Objectives and Purposes. The Corporation is organized to conduct any lawful business and engage in any lawful act or activity consistent with Federal and State law, including any and all provisions of the Delaware General Corporation Law (the “DGCL”) governing non-stock corporations, and such other laws governing non-for-profit, Delaware corporations exempt from Federal income tax under section 501(c)(3) of the Code.

Section 1.3 Specific Objectives and Purposes. The purpose of the Corporation shall be (i) to raise funds and provide grants and sponsorships in order to improve the quality of life of underprivileged children and impoverished families throughout the developing world, (ii) to leverage local knowledge to investigate, finance and strengthen innovative organizations and/or projects that are helping needy children and their communities at their local level and (iii) to fund projects pertaining to arts and education, health initiatives, nutrition, sports activities, and more.

ARTICLE II

OFFICES

Section 2.1 Registered Office. The registered office of the Corporation shall be maintained in the County of Kent, State of Delaware, and the registered agent in charge thereof is Incorporating Services, Ltd.

Section 2.2 Other Offices. The Corporation may also have an office in the County of Contra Costa, State of California, and also offices at such other places as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE III

MEMBERSHIP

Section 3.1 Qualifications. All Directors of the Corporation then in office shall automatically be members of the Corporation. No persons other than Directors of the Corporation then in office shall be members of the Corporation.

Section 3.2 Voting Rights. Each member shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. In addition to any voting rights provided in these Bylaws, members shall be entitled to vote upon any matter with respect to which the statutes require a vote of the members.

Section 3.3 Transfer of Membership. Membership in the Corporation is not transferable or assignable.

Section 3.4 Resignation and Removal. Provided that the Corporation has at least one other member, a member may resign at any time by written notice filed with the Secretary, so long as such member also resigns the position of Director of the Corporation. A member shall be automatically removed, without action by the Board of Directors, upon ceasing to meet the qualifications for membership set forth in Section 3.1.

Section 3.5 Place of Meetings. The members may hold their meeting, whether annual or special, at the offices of the Corporation in the County of Contra Costa, State of California, or at such other place as may be fixed from time to time by the Board of Directors. Any member can participate in a meeting by means of a conference telephone, skype or other communications equipment through which all members participating in the meeting can hear each other.

Section 3.6 Annual Meetings. An annual meeting of the members, commencing with the year 2019, shall be held at such date and time as shall be provided by resolution of the Board of Directors, at which they shall elect a Board of Directors, and transact such other business as may properly be brought before the meeting.

Section 3.7 Notice of Annual Meeting. Written or electronic notice of the annual meeting stating the place, date and hour of the meeting shall be given not less than ten (10) nor

more than sixty (60) days before the date of the meeting to each member entitled to vote at such meeting. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the member at his address as it appears on the records of the Corporation.

Section 3.8 Members' List. At least ten (10) days before every meeting of members, a complete list of the members entitled to vote at said meeting, arranged in alphabetical order, shall be prepared by the Secretary. Such list shall be open to the examination of any member, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting at the place where the meeting is to be held. 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 member who is present.

Section 3.9 Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the President and shall be called by the Secretary at the request of a majority of the Board of Directors. Such request shall state the purpose or purposes of the proposed meeting.

Section 3.10 Notice of Special Meetings. Written or electronic notice of a special meeting, stating the place, date and hour of the meeting and the purpose(s) for which the meeting is called, shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each member entitled to vote at such meeting. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the member at his address as it appears on the records of the Corporation.

Section 3.11 Quorum. One third (but in no event less than one (1)) of the members, present in person or represented by proxy shall constitute a quorum at all meetings of the members for the transaction of business except as otherwise provided by statute, by the Certificate of Incorporation or by these Bylaws. If, however, such quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, of the place, date and hour of the adjourned meeting, until a quorum shall again be present or represented by proxy. At the adjourned meeting at which a quorum shall be present or represented by proxy, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days or a new record date is fixed for the adjourned meeting if after the adjournment, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting.

Section 3.12 Voting. When a quorum is present at any meeting, and subject to the provisions of the DGCL, the Certificate of Incorporation or by these Bylaws in respect of the vote that shall be required for a specified action, the vote of a majority of the members, present in person or represented by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the statutes or of the Certificate of Incorporation or of these Bylaws, a different vote is required in which case such express provision shall govern and control the decision of such question.

Section 3.13 Proxies. Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period.

Section 3.14 Majority Consent. Whenever the vote of members at a meeting thereof is required or permitted to be taken for or in connection with any corporate action by any provisions of the DGCL or of the Certificate of Incorporation or these Bylaws, the meeting, notice of the meeting, and vote of members may be dispensed with if members having not less than the minimum number of votes which, by statute, the Certificate of Incorporation or these Bylaws, is required to authorize such action at a meeting at which all members entitled to vote thereon were present and voting shall consent in writing to such corporate action being taken; provided that prompt notice of the taking of such action must be given to those members entitled to vote who have not consented in writing.

Section 3.15 Actions Without Meeting. To the extent permitted by law, any action that can be taken at an annual or special meeting of the members may be taken without a meeting, without prior notice and without a vote if consent or consents in writing, setting forth the action so taken, shall be signed and dated by the members having not less than the minimum number of votes that would be necessary to authorize as taken such action at a meeting at which all the members entitled to vote therein were present and voted. Prompt notice of any action taken by less than unanimous written consent shall be given to those members who have not consented in writing and who would have been entitled to notice of the meeting (were such action taken at a meeting) if the record date for such meeting had been the date that written consents signed by a sufficient number of members to take the action were delivered to the Corporation. Any electronic transmission consenting to an action to be taken and transmitted by a member or proxyholder, or by a person or persons authorized to act for a member or proxyholder, shall be deemed to be written, signed and dated for the purposes of these Bylaws, provided that any such electronic transmission sets forth or is delivered with information from which the Corporation can determine (A) that the electronic transmission was transmitted by the member or proxyholder or by a person or persons authorized to act for the member or proxyholder and (B) the date on which such member or proxyholder or authorized person or persons transmitted such electronic transmission.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 General Powers and Duties. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors which may exercise all such powers of the Corporation and do all such acts and things as are not by the DGCL nor by the Certificate of Incorporation nor by these Bylaws directed or required to be exercised or done by the members. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 4.2 Number of Directors, Election and Term of Office. The number of Directors which shall constitute the Board of Directors shall be set forth in the Certificate of Incorporation or pursuant to a resolution adopted by the Board of Directors. The Board of Directors may by amendment of the Bylaws or unanimous written resolution increase or decrease the number of directors from time to time. The Directors shall be elected annually by the members at their annual meeting by a majority vote of the members present, or by written consent of the members, to hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal.

Section 4.3 Qualifications. Each Director of the Corporation shall be a natural person who has attained the age of majority, but need not be a resident of the State of Delaware or a resident of the United States.

Section 4.4 Vacancies. If the office of any Director or Directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, or a new directorship is created, the vacancy or new directorship shall be filled by a majority of the Directors then in office, although less than a quorum or the sole remaining Director. Each Director elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

Section 4.5 Place of Meetings. The Board of Directors may hold its meetings outside of the State of Delaware, at the office of the Corporation or at such other places as they may from time to time determine, or as shall be fixed in the respective notices or waivers of notice of such meetings. Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of conference telephone, skype or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 4.6 Compensation of Directors. Directors, as such, may receive such stated salary for their services and/or such fixed sums and expenses of attendance for attendance at each regular or special meeting of the Board of Directors as may be established by resolution of the Board; provided that nothing contained in this Section shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

Section 4.7 Annual Meeting. The annual meeting of the Board of Directors shall be held without other notice than this Bylaw immediately following and at the same place as the annual meeting of members, or at such other place and at such time as may be determined by the Board of Directors.

Section 4.8 Regular Meetings. The Board of Directors shall hold regular meetings at such place and at such times as may be designated by resolution of the Board of Directors, without other notice than such resolution.

Section 4.9 Special Meetings. Special meetings of the Board of Directors may be held at any time on the call of the President or at the request in writing of any one director. Notice of any such meeting, unless waived, shall be given by mail or telegram, cablegram or other electronic transmission to each Director at his address as the same appears on the records of the Corporation not less than one day prior to the day on which such meeting is to be held if such notice is by telegram, cablegram or other electronic transmission, and not less than two days prior to the day on which the meeting is to be held if such notice is by mail. If the Secretary shall fail or refuse to give such notice, then the notice may be given by the officer or any one of the Directors making the call. Any such meeting may be held at such place as the Board may fix from time to time or as may be specified or fixed in such notice or waiver thereof. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given, if all the Directors shall be present thereat, and no notice of a meeting shall be required to be given to any Director who shall attend such meeting.

Section 4.10 Action Without Meeting. 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 all members of the Board or all members of such committee thereof consent thereto in writing or by electronic transmission.

Section 4.11 Quorum and Manner of Acting. Except as otherwise provided in these Bylaws, a majority of the total number of Directors as at the time specified by the Bylaws shall constitute a quorum at any meeting of the Board of Directors. Except as otherwise provided by statute, by the Certificate of Incorporation or by these Bylaws, the vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given, except that notice shall be given to all Directors if the adjournment is for more than thirty (30) days.

Section 4.12 Committees of Directors. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the Directors of the Corporation. The Board 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. Any such committee, to the extent provided 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; but no such committee shall have the power of authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the members the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the members a dissolution of the Corporation or a revocation of a dissolution, approving, adopting or recommending to the members any other action or matter requiring member approval, or amendment to the Bylaws of the Corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

ARTICLE V
OFFICERS

Section 5.1 Officers. The officers of the corporation shall be a Chairman of the Board, a President, a Secretary, a Treasurer, and such other officers as may be appointed pursuant to the provisions of Section 5.3. Any number of offices may be held by the same person; provided, however, that the roles of President and Treasurer may not be filled by the same person.

Section 5.2 Election, Term of Office and Eligibility. The Chairman of the Board, President, Secretary, and Treasurer (collectively, the “Senior Officers”) of the Corporation shall be elected annually by the Board of Directors at its annual meeting or at a special meeting held in lieu thereof. All other officers may be appointed from time to time pursuant to the provisions of Section 5.3. Each officer, except such officers as may be appointed in accordance with the provisions of Section 5.3, shall hold office until his successor shall have been duly chosen and qualified or until his death, resignation or removal. None of the officers need be members of the Board.

Section 5.3 Subordinate Officers. The Board of Directors may appoint such Vice Presidents, Assistant Secretaries, Assistant Treasurers, Controller and other officers, and such agents as the Board may determine, to hold office for such period and with such authority and to perform such duties as the Board may from time to time determine. The Board hereby empowers the President of the Corporation to appoint any such subordinate officers or agents; provided, however, that the Board may revoke such power by the affirmative vote of the majority of the total number of Directors present at a meeting of the Board, or by unanimous written resolution of the Board of Directors.

Section 5.4 Removal. The Chairman of the Board, the President, the Secretary and/or the Treasurer may be removed at any time, either with or without cause, but only by the affirmative vote of the majority of the total number of Directors as at the time specified by the Bylaws. Any subordinate officer appointed pursuant to Section 5.3 may be removed at any time, either with or without cause, by the majority vote of the Directors present at any meeting of the Board or by any committee or officer empowered to appoint such subordinate officers.

Section 5.5 Chairman of the Board. The Chairman of the Board shall preside at all meetings, or in such Chairman’s absence, such other member of the Board appointed by the Chairman. The Chairman of the Board shall be designed by the Board of Directors.

Section 5.6 The President. The President shall be the chief executive officer of the Corporation. He shall have executive authority to see that all orders and resolutions of the Board of Directors are carried into effect and, subject to the control vested in the Board of Directors by statute, by the Certificate of Incorporation, or by these Bylaws, shall administer and be responsible for the management of the business and affairs of the Corporation. The President shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned to him by the Board of Directors.

Section 5.7 The Vice Presidents. If one or more Vice Presidents is appointed pursuant to the provisions of Section 5.3 respecting subordinate officers, then, at the request of the President, or in his absence or disability, the Vice President designated by the President (or in the absence of such designations, then any one of such Vice Presidents) shall perform the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President.

Section 5.8 The Secretary. The Secretary shall:

- (a) Record and keep the minutes of the meetings of the members and of the Board of Directors;
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) Be custodian of the records;
- (d) In general, perform all duties incident to the office of Secretary, and such other duties as are provided by these Bylaws and as from time to time are assigned to him by the Board of Directors or by the President of the Corporation.

Section 5.9 The Assistant Secretaries. If one or more Assistant Secretaries is appointed pursuant to the provisions of Section 5.3 respecting subordinate officers, then, at the request of the Secretary, or in his absence or disability, the Assistant Secretary designated by the Secretary (or in the absence of such designations, then any one of such Assistant Secretaries) shall perform the duties of the Secretary and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Secretary.

Section 5.10 The Treasurer. The Treasurer shall:

- (a) Receive and be responsible for all funds of and securities owned or held by the Corporation and, in connection therewith, among other things: keep or cause to be kept full and accurate records and accounts for the Corporation; deposit or cause to be deposited to the credit of the Corporation all moneys, funds and securities so received in such bank or other depository as the Board of Directors or an officer designated by the Board may from time to time establish; and disburse or supervise the disbursement of the funds of the Corporation as may be properly authorized;
- (b) Render to the Board of Directors at any meeting thereof, or from time to time whenever the Board of Directors or the President of the Corporation may require, financial and other appropriate reports on the condition of the Corporation;
- (c) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors or by the President of the Corporation.

Section 5.11 The Assistant Treasurers. If one or more Assistant Treasurers is appointed pursuant to the provisions of Section 5.3 respecting subordinate officers, then, at the

request of the Treasurer, or in his absence or disability, the Assistant Treasurer designated by the Treasurer (or in the absence of such designation, then any one of such Assistant Treasurers) shall perform all the duties of the Treasurer and when so acting shall have all the powers of and be subject to all the restrictions upon, the Treasurer.

Section 5.12 Delegation of Duties. In case of the absence of any officer of the Corporation or for any other reason which may seem sufficient to the Board of Directors, the Board of Directors may delegate such powers and duties to any other officer or to any Director or agent of the Corporation.

ARTICLE VI

BOOKS AND RECORDS

Section 6.1 Location. The books, accounts and records of the Corporation may be kept at such place or places within or without the State of Delaware as the Board of Directors may from time to time determine.

Section 6.2 Inspection. The books, accounts, and records of the Corporation shall be open to inspection by any member of the Board of Directors at all times; and open to inspection by the members at such times, and subject to such regulations as the Board of Directors may prescribe, except as otherwise provided by statute.

Section 6.3 Corporate Seal. The Board of Directors may provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 7.2 Depositories. The Board of Directors or an officer designated by the Board shall appoint banks, trust companies, or other depositories in which shall be deposited from time to time the money or securities of the Corporation.

Section 7.3 Checks, Drafts and Notes. All checks, drafts, or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or agent or agents as shall from time to time be designated by resolution of the Board of Directors or by an officer appointed by the Board.

Section 7.4 Contracts and Other Instruments. The Board of Directors may authorize any officer, agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 7.5 Notices. Whenever under the provisions of the statutes or of the Certificate of Incorporation or of these Bylaws notice is required to be given to any Director or member, it shall be in writing and may be effectively given by hand delivery to the recipient thereof, or by electronic transmission, facsimile or mail. Any such notice shall be addressed to such Director or member at such address as appears on the records of the Corporation. Notice shall be deemed received: (i) if by personal delivery, on the date delivered; (ii) if by facsimile or electronic transmission, on the date transmitted; and (iii) if by mail, five days after mailing.

Section 7.6 Waivers of Notice. Whenever any notice is required to be given under the provisions of the statutes or of the Certificate of Incorporation or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said 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 members, Directors or members of a committee of Directors need be specified in any written waiver of notice.

Section 7.7 Stock in Other Corporations. Any shares of stock in any other corporation which may from time to time be held by the Corporation may be represented and voted at any meeting of shareholders of such Corporation by the President, or by any other person or persons thereunto authorized by the Board of Directors, or by any proxy designated by written instrument of appointment executed in the name of this Corporation by its President.

Section 7.8 Indemnification.

(a) Each person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) (hereinafter a "proceeding"), by reason of the fact that he, or a person of whom he is the legal representative, is or was a Director or officer of the Corporation or is or was a Director or officer of the Corporation who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the laws of Delaware as the same now or may hereafter exist (but, in the case of any change, only to the extent that such change authorizes the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such change) against all costs, charges, expenses, liabilities and losses (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person, acting in good faith and in a manner believed to be in or not opposed to the best interest, of the Corporation, or if a criminal action, believed not unlawful, who has ceased to be a Director or officer and shall inure to the benefit of his heirs, executors and administrators. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in

defending any such proceeding in advance of its final disposition upon receipt by the Corporation of an undertaking, by or on behalf of such Director or officer, to repay all amounts so advanced if it shall ultimately be determined that the Director or officer is not entitled to be indemnified under this Section or otherwise. The Corporation may, by action of its Board of Directors or a committee of Directors designated by majority vote of such Directors (even though less than a quorum), provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of Directors and officers.

(b) If a claim under subsection (a) of this Section is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall also be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to the Corporation) that the claimant has failed to meet a standard of conduct which makes it permissible under Delaware law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is permissible in the circumstances because he has met such standard of conduct, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its members) that the claimant has not met such standard of conduct, nor the termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall be a defense to the action or create a presumption that the claimant has failed to meet the required standard of conduct.

(c) The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, Bylaw, agreement, vote of members or disinterested Directors or otherwise.

(d) The Corporation may maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under Delaware law.

(e) To the extent that any Director, officer, employee or agent of the Corporation is by reason of such position, or a position with another entity at the request of the Corporation, a witness in any proceeding, he shall be indemnified against all costs and expenses actually and reasonably incurred by him or on his behalf in connection therewith.

(f) Any amendment, repeal or modification of any provision of this Section by the members or the Directors of the Corporation shall not adversely affect any right or protection of a Director or officer of the Corporation existing at the time of such amendment, repeal or modification.

Section 7.9 Amendment of Bylaws. The members, by the affirmative vote of a majority of the members entitled to vote, may, at any annual or special meeting if notice of such alteration or amendment of the Bylaws is contained in the notice of such meeting, adopt, amend, or repeal these Bylaws, and alterations or amendments of Bylaws made by the members shall not be altered or amended by the Board of Directors.

The Board of Directors, by the affirmative vote of two-thirds of the entire Board present at any meeting of the Board of Directors at which a quorum is present, may adopt, amend, or repeal these Bylaws at such meeting, except as provided in the above paragraph. Bylaws made by the Board of Directors may be altered or repealed by the members.

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The foregoing Bylaws of the Corporation were duly adopted by written consent of the Board of Directors on February 7, 2019.

Attested to by:



Name: Amelia Rauch

Title: Secretary