

BYLAWS
OF
GAPABA LAW FOUNDATION, INC.

ARTICLE I -NAME

The name of the corporation is GAPABA Law Foundation, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II -PURPOSES

The Corporation is organized, and shall be operated, exclusively for such charitable, literary and educational purposes that may qualify it as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (hereinafter referred to as the "Code"), and exempt it from federal income tax under section 501(a) of the Code. These purposes include, but are not limited to, (i) the grant of scholarships to law students; (ii) the organization or sponsorship of educational or charitable programs relating to the Asian American community, (iii) the organization of seminars and conferences on topics of interest to the Asian-American community or the legal profession; and (iv) the preparation and distribution of articles and reports on legal issues. Within the scope of the foregoing purposes, the Corporation is a "public charity" within the meaning of Section 509(a) of the Code and is organized and operated exclusively for the benefit of and to support the Georgia Asian Pacific American Bar Association, a Georgia nonprofit corporation ("GAPABA"), which is exempt from federal income tax under Section 501(c)(6) of the Code. The Corporation shall support and benefit GAPABA by, among other things, soliciting, receiving, holding (either absolutely or in trust as a trustee), investing and managing gifts, grants, contributions and bequests which are intended to benefit the long-term goals, purposes and objectives of GAPABA, and by managing

an endowment fund for the benefit of GAPABA. The Corporation shall have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized and shall have all powers specified for nonprofit, nonstock corporations generally under the laws of the State of Georgia.

ARTICLE III -STOCK

The Corporation shall not issue shares of stock.

ARTICLE IV -PROHIBITED ACTIVITIES

Section 1. Specific Prohibitions. At all times, and notwithstanding any merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation (whether voluntary, involuntary or by operation of law), or any other provision hereof:

(a) No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers, contributors, employees or any other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as may otherwise be permitted in accordance with an election pursuant to Section 501(h) of the Code, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office, nor engage in any partisan activity.

(c) No loans shall be made by the Corporation to any director, officer, contributor or employee of the Corporation.

(d) The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

(e) At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the State of Georgia or any other jurisdiction where any of its activities are conducted.

Section 2. General Prohibitions. Notwithstanding any other provision of these Bylaws or of the Articles of Incorporation of the Corporation, the Corporation shall not engage in or carry on any activities that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as a corporation described in section 501(c)(3) of the Code and exempt from federal income tax under section 501(a) of the Code.

ARTICLE V -OFFICES

The registered office of the Corporation shall be located in the State of Georgia at such place as the board of directors of the Corporation (hereinafter referred to as the "Corporation Board") shall from time to time designate. The Corporation may maintain additional offices at other places as the Corporation Board may choose to designate.

ARTICLE VI -MEMBERSHIP

Section 1. Voting Member. GAPABA shall be the sole voting member of the Corporation.

Section 2. Associate Members. The Corporation Board shall have the power to create one or more classes of associate membership and to establish the requirements for each. Such associate members shall have no vote or other voice in managing or selecting the management of the Corporation. The Corporation Board shall have the power to issue certificates of associate membership or similar indicia.

ARTICLE VII - CORPORATION BOARD

Section 1. General Powers. The business and affairs of the Corporation shall be managed by the Corporation Board, which may exercise all powers of the Corporation and perform all lawful acts that by law, the Articles of Incorporation of the Corporation, or these Bylaws are directed or required to be exercised or performed by, or are conferred upon or reserved to, the Corporation Board.

Section 2. Voting. Each director shall, have one (1) vote.

Section 3. Number. The number of directors shall be not less than five (5) nor more than fifteen (15). The Board of Directors of GAPABA (the "GAPABA Board") may, at any time, increase or decrease the number of directors of the Corporation by resolutions. The tenure of office of a director shall not be affected by any adjustment in the number of directors so made by the GAPABA Board.

Section 4. Selection; Term; Qualifications. The Corporation Board shall be selected by the GAPABA Board at the GAPABA Board's annual meeting held during or about December of each year. The Corporation Board shall at all times include the then President, Vice President, Secretary and Treasurer of GAPABA as directors of the Corporation Board. The members of the Corporation Board who are not current GAPABA officers shall be divided into two classes of directors as nearly equal in number as may be possible with a term of one class expiring each year. At the first election of directors in 2005, the directors of the first class shall be elected to hold office for the term expiring at the next succeeding annual election; and the directors of the second class shall be elected to hold office for a term expiring at the second succeeding annual election. When the number of directors is changed, any newly created directorships or any decrease in directorships shall be apportioned between the classes so as to make all classes as

nearly equal in number as possible. Subject to the foregoing, at each annual election of directors the successors to the class of directors whose term shall then expire shall be elected to hold office for a term expiring at the second succeeding annual election. Each director shall hold office until the expiration of his or her term or until such director's resignation or removal, as provided herein.

Section 5. Vacancies. In the event of a vacancy in the Corporation Board for any reason, including an increase in the number of directors, the GAPABA Board shall elect a new director(s). A director elected to fill a vacancy shall hold office for the remaining term of the director whose position was filled until his or her successor is elected and shall qualify.

Section 6. Removal. A director of the Corporation may be removed at any meeting of the GAPABA Board, duly called and at which there is a quorum, by a majority of the members of the GAPABA Board present. The notice of the GAPABA Board meeting shall state that the purpose, or one of the purposes, of the meeting is the removal of the director of the Corporation. Before any director may be removed, written charges specifying the alleged sufficient cause that is detrimental to the best interests of the Corporation shall be filed with all members of the GAPABA Board and the Corporation Board. A copy thereof shall be served on the director charged, and he or she shall be given the opportunity, at a meeting of the GAPABA Board, to be heard on the subject of the charges. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 7. Resignation. Any director may resign at any time by giving written notice to the GAPABA Board and the Corporation Board, or their respective Presidents or Secretaries.

Unless otherwise specified in such written notice, the resignation shall be effective upon delivery.

Section 8. Place of Meetings. The Corporation Board may hold annual, regular or special meetings either within or without the State of Georgia.

Section 9. Annual Meeting. The annual meeting of the Corporation Board shall be held during or about the month of December of each year on such date as the Corporation Board shall select. If a quorum of directors be then present, no prior notice of the annual meeting need be given.

Section 10. Regular Meetings. Additional regular meetings of the Corporation Board may be held, at such time and place as may be determined by the Corporation Board.

Section 11. Special Meetings. Special meetings of the Corporation Board may be called by the President or any two (2) directors with notice to all other directors.

Section 12. Notice of Meetings. Notice of all meetings of the Corporation Board, except as herein provided otherwise, shall be given by mail or electronic mail at least seven (7) days or by telephone or telegraph at least forty-eight (48) hours before the meeting, but such notice may be waived in writing by any director.

Section 13. Quorum; Adjournments. The presence of a majority of the number of directors then in office shall constitute a quorum for the transaction of business at all meetings of the Corporation Board, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Corporation Board, except as may be specifically provided by law or the Articles of Incorporation of the Corporation. If a quorum is not present at any meeting of the Corporation Board, the directors present may adjourn the meeting until a quorum shall be present.

Section 14. Action by Unanimous Consent. Any action required or permitted to be taken at any meeting of the Corporation Board may be taken without a meeting if a written consent to such action is signed by all members of the Corporation Board and such written consent is filed with the minutes of the proceedings of the Corporation Board.

Section 15. Meetings by Telephone. The Corporation Board may hold a meeting by means of a conference telephone call or by similar communications equipment, provided that all directors participating in the meeting can hear one another at the same time. Participation by such means shall constitute presence at such meeting.

ARTICLE VIII -OFFICERS

Section 1. Designations. The officers of the Corporation shall be elected by the Corporation Board at its annual meeting and shall be a President, a Secretary, a Treasurer, and any other officers deemed necessary by the Corporation Board; provided, however, that during the period after the Corporation's incorporation and before the first annual meeting of the Corporation, the President, Secretary, and Treasurer of GAPABA shall serve as President, Secretary, and Treasurer, respectively, of the Corporation. Any two (2) or more offices may be held by the same person, except that the person holding the office of President shall not simultaneously hold the office of Secretary or Treasurer. No person shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required by law, the Articles of Incorporation of the Corporation, or these Bylaws to be executed, acknowledged or verified by two (2) or more officers. A director of the Corporation may hold any office of the Corporation, but an officer need not be a director.

Section 2. Powers. The officers of the Corporation shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be determined by the Corporation Board.

Section 3. Term of Office; Removal. The Corporation Board, at its annual meeting, shall elect the officers of the Corporation. An officer of the Corporation shall hold office for a one (1) year term, until his or her successor is chosen and shall qualify, or until his or her earlier resignation or removal. Any officer elected by the Corporation Board may be removed at any time by the Corporation Board when, in its judgment, the best interests of the Corporation will be served thereby. Any vacancy occurring in any office of the Corporation may be filled for the unexpired portion of the term by the Corporation Board.

Section 4. President. The President of the Corporation shall be the chief operating officer of the Corporation, and shall have general charge of the business, affairs and property of the Corporation and general supervision over its other officers and agents. The President shall preside at all meetings of the Corporation Board; in his or her absence, the Corporation Board may designate another director or officer to preside. He or she shall see that all resolutions of the Corporation Board are carried into effect.

Section 5. Secretary. The Secretary shall give, or cause to be given, notice of all Corporation Board meetings and shall keep the minutes of all Corporation Board meetings. He or she shall submit copies of the minutes of all Corporation Board meetings to the Corporation Board and shall also see that the books, reports, statements and all other documents required by law are properly kept and filed. The Secretary shall perform such other duties as may be assigned to him or her from time to time by the President or the Corporation Board.

Section 6. Treasurer. The Treasurer shall have the custody of the corporate funds and other valuable effects, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Corporation Board. The Treasurer shall disburse the funds of the Corporation Board, taking proper vouchers for such disbursements, and shall render to the Corporation Board, whenever the Corporation Board may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 7. Resignations. Any officer may resign at any time by delivering a written resignation to the President, the Secretary or the Corporation Board. Such resignation shall be effective upon delivery or as of the effective date set forth in the resignation.

ARTICLE IX -ADVISORY BOARD AND COMMITTEES

Section 1. Creation. The Corporation Board may appoint any number of individuals to a committee to advise the Corporation Board on the criteria for awarding scholarships, potential recipients of scholarships or grants, current legal issues, appropriate educational or cultural activities to further the purposes of the Corporation, and other matters within the purposes of the Corporation (the "Advisory Board"). The Corporation Board may also establish such other committees as it deems appropriate. Decisions of the Advisory Board and committees shall not bind or control the Corporation in any way and shall be reported to and subject to the approval of the Corporation Board.

Section 2. Procedures; Meetings. The Advisory Board and committees shall fix their own rules of procedure and shall meet at such times and at such places as may be provided by

such rules. Joint meetings of the Corporation Board, the Advisory Board and committees may occur if the Corporation Board so desires.

ARTICLE X -EXECUTIVE DIRECTOR

Section 1. Executive Director. The Corporation Board may select and employ a competent, experienced Executive Director who shall administer the activities and programs of the corporation pursuant to these by-laws.

Section 2. Duties. The Executive Director shall be responsible for handling the affairs of the Corporation, subject to the guidance of the President and to such policies as may be adopted by the Corporation Board or by any of its committees to which it has delegated powers for such action. The Executive Director shall be responsible for the employment, promotion and discharge of the other personnel of the Corporation subject to personnel policies and other policies adopted by the Corporation Board. He/she shall act as the authorized representative of the Corporation Board in all matters in which the Corporation Board shall not formally designated some other person for the purpose.

Section 3. Salary. The Executive Director shall receive such compensation and salary as may be determined by the Corporation Board.

Section 4. Removal. The Corporation Board shall have sole and final authority regarding termination of employment of the Executive Director.

ARTICLE XI -NOTICES

Section 1. Form; Delivery. Notice required to be given to any party may be given in writing, by mail, addressed to such party at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to be given at the time it is deposited in the United States mail. Except as otherwise provided under the provisions of law, the Articles of

Incorporation of the Corporation, or these Bylaws, notice may also be delivered personally, or by telephone, telecopy, electronic mail, telegram, or overnight courier delivery service.

Section 2. Waiver. Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation of the Corporation or these Bylaws, a written waiver thereof, signed by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent to such notice. In addition, any director who attends a meeting of the Corporation Board, without protesting such lack of notice at the commencement of the meeting, shall be conclusively deemed to have waived notice of such meeting.

ARTICLE XII -CORPORATE FINANCES

Section 1. Deposit of Funds. All funds of the Corporation not otherwise employed shall be deposited in such banks or trust companies as the Corporation Board may from time to time determine.

Section 2. Checks and Other Documents. All checks, drafts, notes and evidence of indebtedness of the Corporation shall be signed by such officer or officers of the Corporation as the Corporation Board from time to time may determine.

ARTICLE XIII -COMPENSATION. CONTRACTS

Section 1. Compensation. No director, officer, Advisory Board member, or committee member of the Corporation shall receive compensation from the Corporation for acting in such capacity. A director, officer, Advisory Board member or committee member may be reimbursed, to the extent authorized by the Corporation Board, for reasonable expenses incurred in representing or furthering the goals of the Corporation.

Section 2. Contracts with Directors and Officers. No director or officer of the Corporation shall be financially involved, directly or indirectly, in any contract relating to the operations conducted by the Corporation, nor in any contract for furnishing services or supplies to the Corporation, unless such contract shall be authorized by the Corporation Board and unless the fact of such involvement shall have been disclosed or known to the Corporation Board at the meeting at which such contract is so authorized.

ARTICLE XIV -LIABILITIES OF DIRECTORS AND OFFICERS

The liability of directors and officers of the Corporation for damages is eliminated with respect to any proceeding brought by or in the right of the Corporation, except that such liability shall not be eliminated if the director or officer engaged in willful misconduct or a knowing violation of the criminal law.

ARTICLE XV -INDEMNIFICATION

Section 1. Indemnification in Actions Other than by or in the Right of the Corporation. The Corporation shall indemnify each director and each officer who is made or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving as the director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a

manner he or she 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 his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she 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 reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification in Actions by or in the Right of the Corporation. The Corporation shall indemnify each director and each officer who is made a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, except that no indemnification shall be made in respect of any claim, issue or matter as to which such director or officer shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite that adjudication of liability but in view of all the circumstances of the case, such director

or officer is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Indemnification in Actions by or in the Right of the Corporation as a Fiduciary. The Corporation shall indemnify each director and each officer or employee who is held to be a fiduciary under any employee pension or welfare plan or trust of the Corporation or any of its divisions and 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 (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was such a fiduciary and was serving as such at the request of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding for any breach of any of the responsibilities, obligations or duties imposed upon fiduciaries by the Employee Retirement Income Security Act of 1974 and any amendments thereto, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of such plan or trust, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of such plan or trust, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The provisions of all the following paragraphs of this Article relating to directors, officers, employees or agents shall apply also to directors, officers or employees held to be fiduciaries under this

Section 3, specifically including the power of the Corporation (under Section 7) to purchase and maintain insurance on behalf of such fiduciaries.

Section 4. Right to Payment of Expenses. To the extent that a person who is or was a director, officer, employee or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise with which such person is or was serving in such capacity at the request of the Corporation, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1, 2 or 3 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 5. Determination of Conduct. Any indemnification under Sections 1, 2 and 3 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 1, 2 and 3. Such determination shall be made (a) by the Corporation Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable but a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 6. Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a director or officer seeking indemnification may be entitled under any statute, provision in the Corporation's articles of incorporation, by-laws, agreement, vote of disinterested directors or otherwise, both as to action

in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

Section 8. References to Corporation. For purposes of this Article, references to “the Corporation” shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, director, officer, employee or agent of such merging corporation or is or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

Section 9. Severability. The invalidity or enforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

ARTICLE XVI -DISSOLUTION

Upon the dissolution of the Corporation, the Corporation Board shall, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation, distribute all assets of the Corporation exclusively to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at such time qualify as an exempt organization or organizations under Sections 501(c)(1) or 501(c)(3) of the Code as the Corporation Board shall determine, pursuant to a plan of distribution.

ARTICLE XVII -CORPORATE SEAL

The corporate seal of the Corporation shall be circular in form and shall bear the words "GAPABA LAW FOUNDATION, INC.". The form of such seal shall be subject to alteration by the Corporation Board.

ARTICLE XVIII -FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

ARTICLE XIX -AMENDMENTS

These Bylaws may be adopted, altered, or repealed, and new Bylaws may be adopted, by the affirmative vote of at least two thirds of the Corporation Board present at a regular or special meeting for which written notice of the purpose shall be given, provided that the proposed amendment has been mailed to every member of the Corporation Board ten (10) days before the meeting at which it is to be considered. Amendments to the Articles of Incorporation of the Corporation shall be made in like manner. Notwithstanding the foregoing, However, any amendment to the Articles of Incorporation or to these Bylaws with regard to the election of Directors, their number or their terms of office shall be made by the GAPABA Board.

ARTICLE XX - MISCELLANEOUS PROVISIONS

Section 1. Nonprofit Corporation. The Corporation shall have all of the general powers set forth in the provisions of the Georgia Nonprofit Corporation Code, O.C.G.A. §14-3-101 et. seq., together with the power to solicit and receive grants, contributions and bequests for any corporate purpose and the power to maintain a fund or funds of real or personal property for any corporate purposes, provided, however, that the Corporation shall not have the power to engage in any activities which are not in furtherance of its purposes as set forth in Article II. The Corporation shall have the right to exercise such other powers as now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof.

Section 2. Business and Affairs of Corporation. Provisions for the regulation of the internal affairs of the Corporation, except as provided in the articles of incorporation, shall be determined and fixed by the Bylaws as adopted by the Corporation Board. The Corporation Board may, by resolution or resolutions passed by a majority of the whole board, designate 3 or more of the directors to serve as a committee, which, to the extent provided in such resolution or resolutions and to the extent consistent with law, shall have and may exercise the powers of the Corporation Board in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation, if any, to be affixed to all papers which may require it.

Section 3. Private Foundation. If for any period the Corporation is a private foundation as defined in Section 509 of the Code, then during such period, the Corporation shall be subject to the following restrictions and prohibitions:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent Federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Section 4. Effect. The provisions of this Article shall be effective at all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation, voluntarily or involuntarily, or by operation of law or any other provision hereof.

Section 5. Severability. If any provision of these Bylaws, or any section, sentence, clause, phrase, or word, or the application thereof in any circumstances, is held invalid, void or unenforceable, the validity of the remainder of these Bylaws shall not be affected thereby, and to this end the provisions hereof are declared to be severable.

Section 6. Captions. The captions contained in these Bylaws are for reference only, are not a part of these Bylaws and are not intended in any way to limit or enlarge the terms and provisions of these Bylaws.

Section 7. Number and Gender. Whenever in these Bylaws the context so requires, the singular number shall include the plural and the plural shall include the singular, and the use of a word denoting one gender shall be deemed to include the other gender.

January ____, 2005