

SECTION 5. The Board of Directors may, in its discretion, appoint other committees which shall have and may exercise such powers as shall be respectively conferred or authorized by the resolutions appointing them. A majority of any such committee, composed of more than two members, may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board of Directors shall have power at any time to change the members of such committee, to fill vacancies therein, and to dissolve the same.

SECTION 6. Each Director shall be paid such compensation, if any, and such sum for expenses of attendance, if any, as shall be fixed by the Board of Directors for his services as a director or as a member of a committee or both.

SECTION 7. Notwithstanding anything to the contrary contained in the By-Laws of the Corporation, any one or more or all of the Directors may be removed either with or without cause at any time by the affirmative vote of a majority of issued and outstanding shares of stock of the Corporation at any special meeting which may be called by the President at the request of the holder or holders of 20% of the outstanding shares entitled to vote for the election of Directors, at such time and at such place within or without the State of Delaware as may be fixed in the notice of said meeting and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, which vacancy or vacancies shall be filled by the election of a new Director or Directors at the same special meeting, which new Director or Directors shall serve until his successor or their successors shall be elected and shall qualify.

SECTION 8. Notwithstanding anything to the contrary contained in the By-Laws of the Corporation, a Director may also be removed from office at any time during his or her term with or without cause by written demand therefor by the holder or holders of more than 50% of the outstanding stock entitled to vote for the election of Directors filed with or sent to the Secretary of the Corporation, or in his absence any other officer of the Corporation.

ARTICLE III

INDEMNIFICATION

SECTION 1. Any 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 business enterprise which he serves or served as such at the request of the Corporation, shall, in accordance with Section 2 of this Article, be indemnified by the Corporation against any and all liability and reasonable expense (including, but not limited to, counsel fees and disbursements and amounts paid in settlement or in satisfaction of judgments or as fines or penalties) paid or incurred by him in connection with or resulting from any action, suit or proceeding (whether brought by or in the right of the Corporation or such other corporation, partnership, joint venture, trust or other enterprise or otherwise, and whether civil, criminal, administrative or investigative), including any appeal related thereto, in which he may be involved or threatened to be involved, as a party or otherwise, by reason of his being or having been a Director, officer, employee or agent, of the Corporation or of such other corporation, partnership, joint venture, trust or other enterprise or by reason of any action taken or not taken in the course of his employment as such Director, officer, employee or agent, provided that there shall be no such indemnification unless such Director, officer, employee or agent, acted in good faith for a purpose which he reasonably believed to be in or not opposed to the best interests of the Corporation or such other corporation, partnership, joint venture, trust or other enterprise and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, and provided, further, that, in the case of an action, suit or proceeding brought by or in the right of the Corporation or of such other corporation, partnership, joint venture, trust or other enterprise, to procure a judgment in its favor, if such officer, Director, employee or agent has been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation or to such other corpora-