



BYLAWS

OF

TENNESSEE WIRELESS ASSOCIATION

(a Tennessee nonprofit corporation)

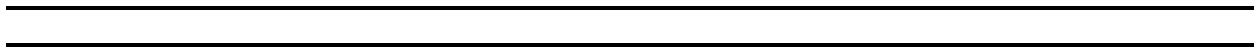


TABLE OF CONTENTS*
to
BYLAWS
of
TENNESSEE WIRELESS ASSOCIATION

Page

ARTICLE I

OFFICES

Section 1.1	Location.	1
Section 1.2	Change of Location	1

ARTICLE II

MEMBERSHIP AND MEETINGS OF MEMBERS

Section 2.1	Members	2
Section 2.2	Admission	2
Section 2.3	Voting Rights	2
Section 2.4	Resignation	2
Section 2.5	Annual Meeting of the Members	2
Section 2.6	Special Meeting of the Members	2
Section 2.7	Quorum	3

ARTICLE III

BOARD OF DIRECTORS

Section 3.1	General Powers.	4
Section 3.2	Number of Directors.	4
Section 3.3	Qualification.	4
Section 3.4	Classes of Directors.	4

*The Table of Contents appears here for convenience only and should not be considered a part of the Bylaws.

Section 3.5	Election.	4
Section 3.6	Term.	5
Section 3.7	Resignation and Removal.	5
Section 3.8	Vacancies.	5
Section 3.9	Quorum and Voting.	5
Section 3.10	Manner of Acting.	6
Section 3.11	Regulations.	6
Section 3.12	Annual Meeting.	7
Section 3.13	Regular Meetings.	7
Section 3.14	Special Meetings.	7
Section 3.15	Notice of Meetings; Waiver of Notice.	8
Section 3.16	Compensation of Directors.	8
Section 3.17	Action Without Meeting.	9

ARTICLE IV

OFFICERS

Section 4.1	Principal Officers.	9
Section 4.2	Election of Principal Officers; Term of Office.	9
Section 4.3	Subordinate Officers, Agents and Employees.	10
Section 4.4	Delegation of Duties of Officers.	10
Section 4.5	Removal of Officers.	10
Section 4.6	Resignations.	11
Section 4.7	President.	11
Section 4.8	Vice President.	11
Section 4.9	Secretary.	12
Section 4.10	Treasurer.	12
Section 4.11	Bond.	13

ARTICLE V

COMMITTEES

Section 5.1	Committees of Directors.	13
Section 5.2	Executive Committee.	14
Section 5.3	Other Committees.	14
Section 5.4	Term of Office.	15
Section 5.5	Chairman.	15
Section 5.6	Vacancies.	15
Section 5.7	Quorum.	15
Section 5.8	Rules.	15

ARTICLE VI
INDEMNIFICATION

Section 6.1	Indemnification.....	16
-------------	----------------------	----

ARTICLE VII
MISCELLANEOUS PROVISIONS

Section 7.1	Corporate Seal.....	16
Section 7.2	Fiscal Year.....	17
Section 7.3	Waiver of Notice.....	17
Section 7.4	Execution of Instruments, Contracts, Etc.	17

ARTICLE VIII
AMENDMENTS

Section 8.1	By Directors.....	18
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BYLAWS
OF
TENNESSEE WIRELESS ASSOCIATION

ARTICLE I
OFFICES

Section 1.1 Location.

The address of the registered office of Tennessee Wireless Association (the "Corporation") in the State of Tennessee and the name of the registered agent at such address shall be as specified in the Articles of Incorporation or, if subsequently changed, as specified in the most recent Articles of Amendment filed pursuant to the Tennessee Nonprofit Corporation Act. The Corporation may also have other offices at such places within or without the State of Tennessee as the Board of Directors may from time to time designate or the business of the Corporation may require.

Section 1.2 Change of Location.

In the manner set forth in the Tennessee Nonprofit Corporation Act, the Board of Directors or the registered agent may change the address of the Corporation's registered office in the State of Tennessee and the Board of Directors may change the designation of the registered agent.

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ARTICLE II

MEMBERSHIP AND MEETINGS OF MEMBERS

Section 2.1 **Members.**

The Corporation shall have members.

Section 2.2 **Admission.**

An applicant will be admitted to membership in the Association only on making application for such membership. Applications for membership will be in such form as shall be prescribed by the Board of Directors of the Corporation.

Section 2.3 **Voting Rights.**

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 2.4 **Resignation.**

Any member may resign by filing a written resignation with a chapter's secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any accrued and unpaid dues, assessments, or other charges, if applicable.

Section 2.5 **Annual Meeting of the Members.**

The annual meeting of members shall be held on such date and at such time as shall be designated from time to time by the board of directors and stated in the notice of the meeting. At such meeting, the members shall elect directors and transact such other business as may be properly brought before the meeting.

Section 2.6 **Special Meeting of the Members.**

Special meetings of the members may be called from time to time by the Board of Directors of the Corporation, and shall be called by the President or the Secretary of the

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Corporation upon the written request of at least twenty five (25) members of the Corporation. Written notice of any special meeting of the membership, stating the time, place and purpose of such special meeting, shall be given to each member by the Board of Directors of the Corporation.

Section 2.7 Quorum and Voting.

Unless the Articles of Incorporation provide otherwise, at all meetings of the members, at least twenty five (25) members must be present in person or by proxy to constitute a quorum. In the absence of a quorum, a majority of the members present may adjourn the meeting until a quorum shall be present. A member may vote in person or by written proxy. The affirmative vote of a majority of the members present in person or by proxy at a meeting at which a quorum is present shall be the act of the members, except as may otherwise be specifically provided by law, by the Articles of Incorporation, or by these Bylaws.

Section 2.8 Action Without a Meeting.

Any action required or permitted to be taken at a meeting by the members may be taken without a meeting if the members consent in writing to taking such action without a meeting. If the members entitled to vote on the action shall consent in writing to taking such action without a meeting, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the members. The action must be evidenced by one or more written consents describing the action taken, signed by the members entitled to vote on the action, indicating the signing members' vote or abstention on the action taken. All such written consents and actions shall be filed with the minutes of the proceedings of the members. A consent signed under this section shall have the same force and effect as a meeting vote of the members, and may be described as such in any document.

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ARTICLE III

BOARD OF DIRECTORS

Section 3.1 General Powers.

The property, business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors. The Board of Directors may exercise all such powers of the Corporation and have such authority and do all such lawful acts and things as are permitted by law, the Articles of Incorporation or these Bylaws.

Section 3.2 Number of Directors.

The Board of Directors of the Corporation shall consist of four persons. The number of Directors which shall constitute the whole Board of Directors may be changed from time to time by an amendment to the Bylaws adopted by a majority of the whole Board of Directors.

Section 3.3 Qualification.

Directors must be natural persons.

Section 3.4 Classes of Directors.

Directors may be divided into classes by amending these Bylaws.

Section 3.5 Election.

Except as otherwise provided by law or the Articles of Incorporation, Directors of the Corporation shall be elected annually by majority vote of members present at the annual meeting. Directors shall be nominated by the Nominating Committee in accordance with these By-Laws. The voting on Directors at any such meeting shall be by written ballot unless otherwise provided in the Articles of Incorporation.

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Section 3.6 **Term.**

Each Director shall serve until the expiration of his or her term, or until such Director's successor is duly elected and qualified.

Section 3.7 **Resignation and Removal.**

Any Director may resign at any time upon written notice to the Board of Directors, the President or the Secretary. The resignation of any Director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any Director may be removed, with or without cause, by vote of a majority of the entire Board of Directors at any regular meeting or at a special meeting called for that purpose.

Section 3.8 **Vacancies.**

Vacancies or impending vacancies on the Board of Directors, including vacancies arising due to an increase in the number of directors, shall be filled by the sole remaining director or by the affirmative vote of a majority of the Directors voting at a duly called meeting of the Board of Directors at which a quorum is present. A Director may vote in the election of such Director's successor, and a Director may succeed himself or herself in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting called for that purpose.

Section 3.9 **Quorum and Voting.**

Unless the Articles of Incorporation provide otherwise, at all meetings of the Board of Directors, a majority of the total number of Directors fixed by the Bylaws shall be present in person or by proxy to constitute a quorum for the transaction of business but in no event shall a quorum consist of less than one-third of the number of Directors so fixed. A Director interested

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in a contract or transaction may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes the contract or transaction. In the absence of a quorum, a majority of the Directors present may adjourn the meeting until a quorum shall be present.

Unless the Articles of Incorporation provide otherwise, members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting.

Any Director may authorize another person to act for him or her by proxy, provided that no proxy shall be voted or acted upon after eleven months from its date, unless the proxy provides for a longer period.

Section 3.10 Manner of Acting.

The vote of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the Articles of Incorporation or these Bylaws shall require a vote of a greater number.

Section 3.11 Regulations.

The Board of Directors may adopt such rules and regulations for the conduct of the business and management of the Corporation, not inconsistent with law or the Articles of Incorporation or these Bylaws, as the Board of Directors may deem proper. The Board of Directors may hold its meetings and cause the books and records of the Corporation to be kept at such place or places within or without the State of Tennessee as the Board of Directors may from

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time to time determine. A member of the Board of Directors, or a member of any committee designated by the Board of Directors, shall, in the performance of such Director's duties, be fully protected in relying in good faith upon the books of account or reports made to the Corporation by any of its officers, by an independent certified public accountant, or by an appraiser selected with reasonable care by the Board of Directors or any committee of the Board of Directors or in relying in good faith upon other records of the Corporation.

Section 3.12 Annual Meeting.

An annual meeting of the Board of Directors shall be called and held for the purpose of organization, election of Directors and officers and transaction of any other business. Such annual meeting shall be held at such time and place as may be specified in a notice of the meeting.

Section 3.13 Regular Meetings.

The Board may provide, by resolution, the time and place, within the State of Tennessee, for the holding of regular meetings of the Board of Directors, without notice, other than that provided by such resolution. Except as otherwise provided by law, any business may be transacted at any regular meeting.

Section 3.14 Special Meetings.

Special meetings of the Board of Directors may, unless otherwise prescribed by law, be called from time to time by the President, and shall be called by the President or the Secretary upon the written request of a majority of the whole Board of Directors directed to the President or the Secretary. Except as provided below, notice of any special meeting of the Board of Directors, stating the time, place and purpose of such special meeting, shall be given to each Director.

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Section 3.15 Notice of Meetings; Waiver of Notice.

Notice of any special meeting of the Board shall be given at least five (5) days prior thereto by written or electronic notice delivered personally or sent by mail, electronic mail or telegram to each Director at such Director's address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited with the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by electronic mail, such notice shall be deemed to be delivered when the message is sent to the Director's electronic mail address. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company.

Any Director may waive notice of any meeting. Further, the attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where such Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is neither lawfully called nor convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws. A waiver in writing, whether before or after the time stated therein for the meeting in question, shall be deemed the equivalent to the giving of notice.

Section 3.16 Compensation of Directors.

Directors shall not receive compensation for their services as Directors, although they may be reimbursed for the amount of any actual expenses incurred by them in the performance of their duties.

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Section 3.17 Action Without Meeting.

Unless otherwise restricted by the Articles of Incorporation, 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 a written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors or such committee.

ARTICLE IV

OFFICERS

Section 4.1 Principal Officers.

The principal officers of the Corporation shall be members of the Board of Directors and shall include a President, a Vice President, a Secretary and a Treasurer and may, at the discretion of the Board of Directors, also include additional Vice Presidents and a Controller. Except as otherwise provided in the Articles of Incorporation or these Bylaws, one person may hold the offices and perform the duties of any two or more of said principal offices except the offices and duties of President and Secretary.

Section 4.2 Election of Principal Officers; Term of Office.

The principal officers of the Corporation shall be elected annually by the Board of Directors at such annual meeting of the Board of Directors. Failure to elect any principal officer annually shall not dissolve the Corporation.

If the Board of Directors shall fail to fill any principal office at an annual meeting, or if any vacancy in any principal office shall occur, or if any principal office shall be newly created, such principal office may be filled at any regular or special meeting of the Board of Directors.

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Each principal officer shall hold office for a term of one (1) year expiring immediately following the annual meeting of the Corporation, or until a successor is duly elected and qualified, or until his or her earlier death, resignation or removal.

Section 4.3 Subordinate Officers, Agents and Employees.

In addition to the principal officers, the Corporation may have such Assistant Secretaries, Assistant Treasurers and other subordinate officers, agents and employees as the Board of Directors may deem advisable, each of whom shall hold office for such period and have such authority and perform such duties as the Board of Directors, the President, or any officer designated by the Board of Directors, may from time to time determine. The Board of Directors at any time may appoint and remove, or may delegate to any principal officer the power to appoint and to remove, any subordinate officer, agent or employee of the Corporation.

Section 4.4 Delegation of Duties of Officers.

The Board of Directors may delegate the duties and powers of any officer of the Corporation to any other officer or to any Director for a specified period of time for any reason that the Board of Directors may deem sufficient.

Section 4.5 Removal of Officers.

Any officer of the Corporation may be removed, with or without cause, by resolution adopted by a majority of the Directors then in office at any regular or special meeting of the Board of Directors or by a written consent signed by all of the Directors then in office, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment to an office shall not of itself create contract rights.

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Section 4.6 **Resignations.**

Any officer may resign at any time by giving written notice of resignation to the Board of Directors, to the President or to the Secretary. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make the resignation effective.

Section 4.7 **President.**

The President shall preside at all meetings of the Board of Directors at which he or she is present. The President shall be the chief executive officer of the Corporation and shall have general supervision over the business and affairs of the Corporation and shall be responsible for carrying out the policies and objectives established by the Board of Directors. The President shall have all powers and duties usually incident to the office of the President, except as specifically limited by a resolution of the Board of Directors. The President shall have such other powers and perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 4.8 **Vice President.**

In the absence or disability of the President or if the office of President be vacant, the Vice President shall perform the duties and exercise the powers of the President, subject to the right of the Board of Directors at any time to extend or confine such powers and duties or to assign them to others. The Vice President may have such additional designation in his or her title as the Board of Directors may determine. The Vice President shall generally assist the President in such manner as the President shall direct. The Vice President shall have such other powers and perform such other duties as may be assigned to him or her from time to time by the Board of Directors or the President.

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Section 4.9 Secretary.

The Secretary shall act as Secretary of all meetings of the Board of Directors at which he or she is present, shall record all the proceedings of all such meetings in a book to be kept for that purpose, shall have supervision over the giving and service of notices of the Corporation, and shall have supervision over the care and custody of the records and seal of the Corporation. The Secretary shall be empowered to affix the corporate seal to documents, the execution of which on behalf of the Corporation under its seal is duly authorized, and when so affixed may attest the same. The Secretary shall have all powers and duties usually incident to the office of Secretary, except as specifically limited by a resolution of the Board of Directors. The Secretary shall have such other powers and perform such other duties as may be assigned to him or her from time to time by the Board of Directors or the President.

Section 4.10 Treasurer.

The Treasurer shall have general supervision over the care and custody of the funds and over the receipts and disbursements of the Corporation and shall cause the funds of the Corporation to be deposited in the name of the Corporation in such banks or other depositories as the Board of Directors may designate. The Treasurer shall have supervision over the care and safekeeping of the securities of the Corporation. The Treasurer shall be the chief accounting officer of the Corporation and shall have supervision over the maintenance and custody of the accounting operations of the Corporation, including the keeping of accurate accounts of all receipts and disbursements and all other financial transactions. The Treasurer shall have all powers and duties usually incident to the office of Treasurer, except as specifically limited by a resolution of the Board of Directors. The Treasurer shall have such other powers and perform

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such other duties as may be assigned to him or her from time to time by the Board of Directors or the President.

Section 4.11 Bond.

The Board of Directors shall have power, to the extent permitted by law, to require any officer, agent or employee of the Corporation to give bond for the faithful discharge of such officer's duties in such form and with such surety or sureties as the Board of Directors may determine.

**ARTICLE V
COMMITTEES**

Section 5.1 Committees of Directors.

The Board, by resolution adopted by a majority of the Directors at the time in office, may designate and establish one or more committees (in addition to the Executive Committee hereinafter provided for), each of which may consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the business and affairs of the Corporation, except that no committee, other than the Executive Committee, shall have the authority of the Board in reference to (a) amending, altering or repealing these Bylaws, (b) electing, appointing or removing any member of any such committee or any Director or officer of the Corporation, (c) amending or restating the Articles of Incorporation of the Corporation, (d) adopting a plan of merger or consolidation with one or more other corporations, (e) authorizing the sale, lease, exchange or mortgage of all or substantially all the property and assets of the Corporation, (f) authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor, (g) adopting a plan for the distribution of the assets of the Corporation, or (h) amending, altering or

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repealing any resolution of the Board unless by its terms it may be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual member thereof, of any responsibility imposed upon it, him or her by law. Each committee of the Board shall keep minutes of its meetings and shall cause such minutes to be recorded in a book maintained for that purpose.

Section 5.2 Executive Committee.

The Executive Committee shall be composed of persons who are also members of the Board of Directors which shall be appointed by the majority of the Board of Directors to serve for terms of one (1) year. The Executive Committee shall act with full power and authority of the Board of Directors during intervals between meetings of the Board of Directors. During such intervals, the Executive Committee shall have and may exercise all of the authority and powers of the Board of Directors in the management of the affairs of the Corporation, provided such action is approved by not less than a majority of the Executive Committee membership and subject to such other limitations as these Bylaws may impose from time to time.

Section 5.3 Nominating Committee. The President shall appoint a Nominating Committee which shall have the duty of submitting candidates for the Board of Directors for election by the members in attendance at the annual meeting. The Nominating Committee shall recommend the candidates for officers of the Board of Directors to be elected in any given year.

Section 5.4 Other Committees.

Other committees, including standing committees not having and exercising the authority of the Board in the management of the business and affairs of the Corporation, may be

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established in such a manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

Section 5.5 Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the Board and until his or her successor is appointed, unless the committee shall be sooner terminated.

Section 5.6 Chairman.

Except as otherwise provided herein, the chairman of each committee shall be appointed by the majority of the Board of Directors.

Section 5.7 Vacancies.

Vacancies in the membership of any committee may be filled by the majority of the Board of Directors.

Section 5.8 Quorum.

Unless otherwise provided in the resolution of the Board establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present (which term shall include by proxy, telephone or similar means) at a meeting at which a quorum is present shall be the act of the committee.

Section 5.9 Rules.

Each committee may adopt rules for its own government not inconsistent with the Articles of Incorporation of the Corporation, these Bylaws or rules adopted by the Board.

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ARTICLE VI

INDEMNIFICATION

Section 6.1 Indemnification.

The Corporation shall, to the full extent permitted by applicable law, indemnify any Director or officer or former Director or officer of the Corporation, or any person who may have served at its request as a Director or officer of another corporation, whether for profit or not for profit, in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceedings, civil or criminal, in which he is made a party by reason of being or having been such Director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. The Corporation shall make any other indemnification that shall be authorized by the Articles of Incorporation or these Bylaws, vote of the Board of Directors, or resolution adopted by the Board of Directors.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 7.1 Corporate Seal.

The seal of the Corporation, if any, shall be circular in form with the name of the Corporation, the year of its organization and the words "Corporate Seal -- Tennessee" inscribed thereon. The seal may be used by causing it to be affixed or impressed, or a facsimile thereof may be reproduced or otherwise used in such manner as the Board of Directors may determine.

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Section 7.2 Fiscal Year.

The fiscal year of the Corporation shall be from January 1 to December 31, inclusive, in each year, or such other twelve consecutive months as the Board of Directors may designate.

Section 7.3 Waiver of Notice.

Whenever any notice is required to be given under any provision of law, the Articles of Incorporation, or these Bylaws, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Directors, or members of a committee of Directors, need be specified in any written waiver of notice unless so required by the Articles of Incorporation.

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.

Section 7.4 Execution of Instruments, Contracts, Etc.

(a) All checks, drafts, bills of exchange, notes or other obligations or orders for the payment of money shall be signed in the name of the Corporation by the President or the Vice President, and by the Treasurer, or by such other officer or officers or person or persons, as the Board of Directors may from time to time designate.

(b) Except as otherwise provided by law, the Board of Directors, any committee given specific authority in the premises by the Board of Directors, or any committee given authority to exercise generally the powers of the Board of Directors during the intervals between meetings of the Board of Directors, may authorize any officer, employee or agent, in the name of

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and on behalf of the Corporation, to enter into or execute and deliver deeds, bonds, mortgages, contracts and other obligations or instruments, and such authority may be general or confined to specific instances.

(c) All applications, written instruments and papers required by or filed with any department of the United States Government or any state, county, municipal or other governmental official or authority, may, if permitted by applicable law, be executed in the name of the Corporation by any principal officer or subordinate officer of the Corporation, or, to the extent designated for such purpose from time to time by the Board of Directors, by an employee or agent of the Corporation. Such designation may contain the power to substitute, in the discretion of the person named, one or more other persons.

ARTICLE VIII

AMENDMENTS

Section 8.1 By Directors.

These Bylaws may be amended, altered or repealed, or new Bylaws may be adopted, at any regular or special meeting of the Board of Directors by the affirmative vote of a majority of the whole Board.

These Bylaws are adopted and shall be effective this ____ day of _____, 2004.

James L. Murphy III, Incorporator

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