

**BYLAWS
OF
WIRELESS INDUSTRIAL TECHNOLOGY KONSORTIUM INC.**

**ARTICLE 1
OFFICES, CORPORATE SEAL, LANGUAGE, DEFINITIONS**

Section 1.01. Registered Office. The registered office of this Corporation located in Delaware shall be that as set forth in the Certificate of Incorporation, or in the most recent amendment of the Certificate of Incorporation, or in the most recent statement filed with the Secretary of State of Delaware changing the registered office.

Section 1.02. Other Offices. This Corporation may have such other offices, within or without the State of Delaware, as the Board of Directors may from time to time determine.

Section 1.03. Corporate Seal. This Corporation shall have no corporate seal.

Section 1.04. Language. The sole official language for all proceedings, affairs, materials and publications of the Corporation shall be English.

Section 1.05. Technical Definitions. Where terms are capitalized in these Bylaws and not defined herein, they shall have the meanings set forth in Appendix A.

**ARTICLE 2
MEMBERSHIP**

Section 2.01. Members. This Corporation shall have two or more classes of members as set forth below in this Article 2. Unless otherwise indicated herein, any reference to "Members" shall refer to all classes of membership in the Corporation. The initial classes of Members shall be:

- (a) Promoter Members. Promoter Members shall be the only voting members of the Corporation. The initial Promoter Members shall consist of the following founding companies (the "Founders"): (i) Freescale Semiconductor, Inc.; (ii) Emerson Process Management LLLP; (iii) Airsprite Technologies, Inc.; (iv) Software Technologies Group,

Inc.; (v) Siemens AG – Automation and Drives; (vi) Endress+Hauser Process Solutions AG; and (vii) Pepperl+Fuchs GmbH. Each Promoter Member must already have funded or be willing to fund a Stack Development Project. If a Promoter Member ceases funding Stack Development Projects within six (6) months of the Corporation's last Stack Development Project and does not pay its Promoter Member dues in lieu of such funding as set by the Board of Directors pursuant to Section 2.03, then such Promoter Member shall cease to be a Promoter Member and become an Adopter Member upon payment of those dues. If such member fails to pay the Adopter Member dues in such case, then it shall be removed entirely from membership in the Corporation pursuant to Section 2.08. Promoter Members shall fund Stack Development Projects or, in lieu thereof, pay an annual fee whose amount and payment method shall be decided by the Board of Directors.

(b) Adopter Members. Any company who is not eligible to be a Promoter Member shall be eligible to be an Adopter Member, who shall have no voting rights. The Board of Directors shall open membership at the Adopter Member level no later than once the first Stack Development Project has completed such Stack's Alpha Release and Beta Release testing and is deemed ready for deployment by the Board of Directors as a Final Release. Adopter Members shall pay an annual fee whose amount and payment method shall be decided by the Board of Directors.

(c) Other Non-Voting Members. The Board of Directors may establish other classes of non-voting Members from time to time. Such other classes of non-voting Members shall pay annual fees whose amount and payment method shall be decided by the Board of Directors.

Section 2.02. Applications. Applications for membership shall be in writing on forms authorized by the Board of Directors. An applicant shall become a Member upon approval by the Board of Directors (which approval shall not be unreasonably delayed or denied) and

payment of the initiation fee and/or annual dues prescribed from time to time by the Board of Directors.

Section 2.03. Dues and Fees. Membership dues and fees for the various classes of membership shall be determined from time to time upon the affirmative vote of two-thirds (2/3rds) of the Board of Directors.

Section 2.04. Designation of Member Representatives. Each Member that is a Juridical Person shall designate in writing to the Secretary a natural person (a "Member Representative") to whom the Corporation shall direct all correspondence and to represent such Member. In the case of a Promoter Member only, such a Member Representative shall also vote on behalf of such Promoter Member at all meetings and to sign on behalf of such Promoter Member all votes, consents, waivers or proxy appointments . For this purpose, a "Juridical Person" shall mean any entity that is a domestic or foreign corporation, limited liability company, whether domestic or foreign, partnership, limited partnership or other legal entity, whether domestic or foreign. Each Member shall have one Member Representative. The Corporation, if acting in good faith, may accept the vote, consent, waiver, or proxy appointment of the Member Representative of a Promoter Member and give it effect as the act of such Promoter Member. No person other than a Member Representative of a Promoter Member appointed pursuant to this Section 2.04 shall have the right to vote or sign a consent, waiver, or proxy appointment on behalf of such Promoter Member. Any Member may revoke the appointment of its Member Representative pursuant to this Section 2.04 by delivering to the Secretary a writing (i) stating that the appointment of such Member Representative is revoked and (ii) designating a new Member Representative.

2.05. Affiliates. An Affiliate of a Member shall be entitled to all of the rights, privileges or benefits of membership in the Corporation to the same extent as the original Member without need of such Affiliate itself becoming a Member and subject to any standard terms or conditions thereof applicable to Members. The term "Affiliate" shall mean in relation to any Member, any

corporation or entity directly or indirectly controlling, controlled by, or under common control with that Member. For the purposes of this definition, "control" means the ownership of greater than 50% of the voting securities of that entity.

Section 2.06. Resignation. A Member may resign at any time by delivery to the Secretary of such Member's resignation in writing, by email or on the website. The resignation of a Member shall not relieve such Member from any obligations such Member may have to the Corporation for dues, assessments, or fees or charges for goods or services accrued prior to such resignation.

Section 2.07. Termination, Suspension or Downgrading of Membership. The Board of Directors may, upon the affirmative vote of two-thirds (2/3rds) of the Board of Directors, expel, terminate or suspend or change the membership class of any Member who, in the determination of the Board of Directors, has engaged or is engaging in conduct that is not in the best interest of the Corporation, which conduct shall include, without limitation, a material or serious violation of these Bylaws, the Corporation's Certificate of Incorporation, the terms of the Membership Agreement executed by such Member, any duly adopted resolution of the Board of Directors or any other rule of conduct of the Corporation as established by the Board of Directors; provided, however, that the Board of Directors (i) shall deliver to such Member written notice of such proposed expulsion, suspension, termination or change of status not less than thirty (30) days prior to the effective date of such proposed action, which notice shall set forth the reasons for such action and (ii) shall provide an opportunity for such Member to be heard, orally or in writing, not less than ten (10) days before the effective date of such action by the Board of Directors or a committee of the Board of Directors that is authorized to decide that such proposed action not take place. The expulsion, suspension, termination or change of status of a Member shall not relieve the member from obligations the member may have to the Corporation for dues, assessments, or fees or charges for goods or services accrued prior to such change.

Section 2.08. Cancellation of Membership for Nonpayment of Dues Assessments or Fees or Charges. If any Member shall have failed to pay to the Corporation the full amount of dues, assessments, or fees or charges for goods or services authorized by the Board of Directors within thirty (30) days after any such amount shall have become payable, the Corporation shall deliver to such Member written notice thereof. If such Member shall not have cured such failure within thirty (30) days after the date of such written notice, the membership of such Member shall be cancelled immediately, and notice of such cancellation shall be delivered to such Member. Upon payment of all amounts that are due and payable to the Corporation and approval of the Board of Directors, such Member may be reinstated to membership.

ARTICLE 3 MEETINGS OF MEMBERS

Section 3.01. Place of Meetings. Meetings of Members shall be held at such place, either within or without the State of Delaware, as the Board of Directors shall determine. Rather than holding a meeting at any place, the Board of Directors may determine that a meeting shall be held solely by remote communications (including, without limitation, telephone, Internet or other electronic means) if such form of meeting complies with the requirements of the Delaware General Corporation Law.

Section 3.02. Annual Meeting. An annual meeting of the Members for the transaction of business as may properly be brought before the meeting may be held on the date and at the time designated by the Board of Directors. At the discretion of the Board of Directors, the vote on any matters may take place prior to the annual meeting in a manner consistent with these Bylaws (i.e., by special meeting with voting pursuant to Section 3.08), provided, only those Members who have voting rights under Article 2 shall be entitled to vote on such matters.

Section 3.03. Special Meetings. The Board of Directors may call special meetings of the Members for any purpose or purposes. The business to be transacted at any special meeting shall be limited to the purposes stated in the notice. A Promoter Member may call

special meetings of the Members for any purpose or purposes provided that a petition containing signatures of the Member Representatives of not less than thirty percent (30%) of the Promoter Members be submitted to the Board requesting such a special meeting. The business to be transacted at any special meeting called by such Promoter Members shall be limited to the purposes stated in the petition.

Section 3.04. Remote Communications. The Board of Directors may permit the Members to participate in meetings of the Members (whether such meetings are held at a designated place or solely by means of remote communication) using one or more methods of remote communication provided that the Corporation

- (a) implements reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a Member;
- (b) implements reasonable measures to provide such Members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, consistent with Delaware General Corporation Law; and
- (c) if any Promoter Member votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation. The Board of Directors may adopt such guidelines and procedures applicable to participation in Members' meetings by means of remote communication, as it deems appropriate. Participation in a Members' meeting by means of a method of remote communication permitted by the Board of Directors shall constitute presence in person at the meeting.

Section 3.05. Notice of Meetings. Notice of the place, if any, date and hour of any Members' meeting shall be given to each Member. The notice shall state the means of remote communications, if any, by which Members may be deemed present in person and vote at the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting has been called. Unless otherwise provided in the Delaware General Corporation Law,

notice shall be given at least ten (10) days but not more than sixty (60) days before the date of the meeting. Without limiting the manner by which notice may otherwise be given, notice may be given by a form of electronic transmission that satisfies the requirements of the Delaware General Corporation Law. If mailed, notice shall be deemed given when deposited in the U.S. mail, postage prepaid, directed to the Member's address as it appears in the Corporation's records. Notice shall be deemed given at the times specified with respect to the giving of notice by electronic transmission in the Delaware General Corporation Law. An affidavit of the Corporation's Secretary, an Assistant Secretary or an agent of the Corporation that notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated in the affidavit.

Section 3.06. Quorum. Except as otherwise required by statute or by these Bylaws, two-thirds (2/3rds) of the Promoter Members on the day of the meeting represented in person or by proxy shall be required to constitute a quorum for the transaction of business at any meeting of the Members, and the act of a majority of the Promoter Members present in person or by proxy at any duly held meeting of the Members at which a quorum is present shall be the act of the Members. In the absence of a quorum, a majority of the Promoter Members present in person or by proxy may adjourn a meeting from time to time until a quorum is present in person or by proxy. If a quorum is present when a duly called or held meeting is convened, the Promoter Members present in person or by proxy may continue to transact business until adjournment, even though the withdrawal of any Promoter Members originally present in person or by proxy leaves less than the number otherwise required for a quorum; provided, however, that the affirmative vote of a majority of the required quorum is required to take any action other than adjournment. A quorum, once established at a meeting, shall not be broken by the withdrawal of the holders of enough voting power to leave less than a quorum. If a quorum is present at an original meeting, a quorum need not be present at an adjourned session of that meeting.

Section 3.07. Adjournment of Meetings. The chairperson of a meeting of the Members may adjourn such meeting from time to time. At any adjourned meeting, the Members may transact any business that they might have transacted at the original meeting. Notice of an adjourned meeting need not be given if the time and place, if any, or the means of remote communications to be used rather than holding the meeting at any place are announced at the meeting so adjourned, except that notice of the adjourned meeting shall be required if the adjournment is for more than thirty (30) days or if after the adjournment a new record date is fixed for the adjourned meeting.

Section 3.08. Voting by Proxy. Each Promoter Member entitled to vote at a meeting of the Members or to express consent to a written action without a meeting may authorize another person or persons to act for such Promoter Member by proxy. To validly grant authority to another person to act as a Promoter Member's proxy, a Promoter Member may either:

(a) execute and deliver to the Corporation a writing that authorizes another person or persons to act for such Promoter Member as proxy, such writing to include the Promoter Member's Member Representative's signature, which may include a facsimile signature, or

(b) transmit a statement by an electronic transmission to the Corporation that authorizes another person or persons to act for such Promoter Member or as proxy, provided that such electronic transmission must either set forth or be submitted with information from which it can be determined that the transmission was authorized by the Promoter Member.

Section 3.09. Chairperson; Secretary. The following individuals shall preside over any meeting of the Members, in order of availability at such meeting: (a) the President and Chairman of the Board of Directors, if any; (b) in such individual's absence, a Vice President, if any; (c) in the absence of all of the foregoing individuals, a chairperson designated by the Board of Directors; or (d) in the absence of a chairperson designated by the Board of Directors, a

chairperson chosen by the Members present in person at the meeting. In the absence of the Secretary and any Assistant Secretary, the chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 3.10. Rules of Conduct. The Board of Directors may adopt such rules, regulations and procedures for the conduct of any meeting of the Members as it deems appropriate including rules, regulations and procedures regarding participation in the meeting by means of remote communication. Except to the extent inconsistent with any applicable rules, regulations or procedures adopted by the Board of Directors, the chairperson of any meeting may adopt such rules, regulations and procedures for the meeting, and take such actions with respect to the conduct of the meeting, as the chairperson of the meeting deems appropriate. The rules, regulations and procedures adopted may include, without limitation, ones that

- (a) establish an agenda or order of business,
- (b) are intended to maintain order and safety at the meeting,
- (c) restrict entry to the meeting after the time fixed for its commencement and
- (d) limit the time allotted to Member questions or comments.

Section 3.11. Parliamentary Procedure. Unless otherwise determined by an affirmative vote by two-thirds (2/3rds) of the Members present in person at the meeting, the meeting shall be run in accordance with the rules of parliamentary procedure.

Section 3.12. Written Consent. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting, without prior notice and without a vote if the number of affirmative written consents from the Promoter Members obtained in writing or by electronic transmission is not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Promoter Members eligible to vote thereon were present and voted. Prompt notice of the taking of action without a meeting by less than a unanimous written consent shall be given to those Promoter Members who have not consented, as required by the Delaware General Corporation Law. A Promoter Member

may consent to a written action via electronic transmission provided that such electronic transmission sets forth information from which the Corporation can determine (a) that the electronic transmission was transmitted by the Member, and (b) the date on which the Member transmitted the communication. By resolution, the Board of Directors may establish that such communications are "delivered" for purposes of Delaware General Corporation Law Section 228(d)(1) upon the Secretary's, or the Secretary's designee's, printing of a paper version of the electronic transmission for inclusion in the book in which proceedings of meetings of Corporation's Members are recorded.

ARTICLE 4 BOARD OF DIRECTORS

Section 4.01. General Powers. The property, business and affairs of this Corporation shall be managed by or under the direction of the Board of Directors.

Section 4.02. Number, Qualifications, Term of Office and Appointment. The initial Board of Directors shall be comprised of the Member Representatives appointed by each Founder. If there are more than two (2) Promoter Members, then the minimum size of the Board of Directors shall be three (3) Directors. The maximum size of the Board of Directors shall be nine (9) Directors. Unless otherwise provided in these bylaws or in the Certificate of Incorporation of the Corporation, the Directors of the Corporation shall be elected by the Promoter Members at an annual meeting of the Members, provided, each candidate for such election shall be a Member Representative of a Promoter Member. The Board of Directors shall be divided into two classes: Class I and Class II. Membership in each class shall be as nearly equal as reasonably possible. Any changes in the number of directors shall be apportioned by the Board of Directors between the two classes to maintain the number of Directors in each class as nearly equal as is reasonably possible. Any additional Director of a class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide

with the remaining term of that class. The term of office of the initial Class I Directors shall expire at the second succeeding annual meeting of Members after their election, and the term of office of the initial Class II Directors shall expire at the third succeeding annual meeting after their election. At each annual meeting after such initial classification of Directors, the Directors elected to succeed those whose terms then expire shall belong to the same class as the Directors they succeed and shall hold office for three (3) years until the third succeeding annual meeting. Each Director of the Corporation shall serve until such Director's successor shall have been elected and shall qualify, or until the earlier of the death, resignation, removal or disqualification of such director.

Section 4.03. Resignation and Expiration of Term. An individual who ceases to be a Member Representative of a Promoter Member shall automatically cease to be a Director of this Corporation. A Director may also resign at any time by giving notice in writing or by electronic transmission to the Corporation addressed to the Board of Directors, the President and Chairman of the Board or the Secretary. A resignation shall be effective upon its receipt by the Corporation unless the resignation specifies, and the remaining Directors agree, that it is to be effective at some later time or upon the occurrence of some specified later event.

Section 4.04. Removal of Directors. A Director may be removed as a director upon the unanimous approval of all the other Directors.

Section 4.05. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, removal, expiration of term, or any other cause of such person as a Member Representative of a Promoter Member shall be filled by the Promoter Member who had the right to appoint the vacating Director.

Section 4.06. Annual Meeting. The annual meeting of the Board of Directors shall be held each year, at such time, place and in such manner as it may determine, for the purpose of electing officers and for the transaction of such other business as shall come before the meeting.

Section 4.07. Regular Meetings. Regular meetings of the Board of Directors shall be held from time to time, at such times and places and in such manner as it may determine at its annual meeting. If a schedule of regular meetings is established at an annual meeting of the Board of Directors, further written notice of any such regular meeting shall not be necessary.

Section 4.08. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President and Chairman of the Board Directors or by any one of the Directors, and shall be held at such times and places and in such manner as the Board may determine.

Section 4.09. Notice. Prior notice of any special meeting of the Board of Directors shall be given:

- (a) by delivering an electronic transmission (including, without limitation, via facsimile or electronic mail) of written notice thereof to a Director's last known number or address for receiving electronic transmissions of that type at least five (5) business days in advance of the meeting; or
- (b) by depositing written notice thereof through a reputable delivery service or overnight carrier addressed to a Director's last known business or home address for delivery to that address at least five (5) business days in advance of the meeting.

Notice of a meeting need not be given to any Director who attends a meeting without objecting prior to such meeting or at its commencement to the lack of notice to such Director. A notice of meeting need not specify the purposes of the meeting.

Section 4.10. Quorum. Except as otherwise provided by statute or by these Bylaws, one-half (1/2) of the Directors currently holding office (except that any Director who is temporarily incapacitated from acting as a Director shall not be counted for such purposes) shall be required to constitute a quorum for the transaction of business at any meeting. The act of a majority of the Directors present at any duly held 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 a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the number otherwise required for a quorum; provided, however, that the affirmative vote of a majority of the required quorum is required to take any action other than adjournment.

Section 4.11. Voting. Each Director shall have one vote. Unless explicitly set forth otherwise in these Bylaws, or as otherwise required by Delaware General Corporation Law, all votes, resolutions and other actions of the Board of Directors shall be by a majority vote of the Directors present at a meeting at which there is a quorum except for the following decisions which require the affirmative vote of two-thirds (2/3rd) of the Board of Directors: (a) dissolution of the Corporation; (b) addition or termination of Licensing Agents; and (c) approval of new Stack Development Projects.

Section 4.12. Proxy Voting Not Permitted. Proxy voting on the Board of Directors shall not be permitted.

Section 4.13. Use of Communications Equipment. Directors may participate in meetings of the Board of Directors by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 4.14. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all of the Directors consent to the action in writing or by electronic transmission. The writing or writings or electronic transmission or transmissions shall be filed with the minutes of the proceedings of the Board of Directors or of the relevant committee.

Section 4.15. Conflicts of Interest. Except as permitted by law, with respect to any contract or other transaction between this Corporation and any Director (or an organization in which a director is an officer or legal representative or has a material financial interest): (a) the material facts as to such contract or transaction and as to the Director's interest must be fully disclosed or known to the Board of Directors prior to approval of such contract or transaction; (b) such approval shall require the affirmative vote of a majority of the Directors, not counting any vote that the interested Director otherwise might have; and (c) the interested Director shall not be counted in determining the presence of a quorum.

Section 4.16. Electronic Transmissions. For purposes of these bylaws, "electronic transmission" shall mean a form of communication not directly involving the physical transmission of paper that satisfies the requirements with respect to such communications contained in the Delaware General Corporation Law

ARTICLE 5 OFFICERS

Section 5.01. Number and Qualifications. The officers of this Corporation shall be a President and Chairman of the Board; one or more Vice Presidents; a Treasurer, and a Secretary; and such other officers as may be elected by the Board of Directors. No two offices may be held by the same person. Officers shall be natural persons.

Section 5.02. Election and Term of Office. Except as otherwise provided, officers shall be elected annually by the Board of Directors, and, except in the case of officers appointed in accordance with the provisions of Section 5.10, each shall hold office until the next annual election of officers and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the officer.

Section 5.03. Resignations. Except as otherwise provided in an employment contract, if any, an officer may resign by giving written notice to this Corporation. The resignation is effective without acceptance when the notice is given to this Corporation, unless a later effective

date is named in the notice. Notice provided in writing or by an electronic transmission that meets the requirements of Section 4.16 may satisfy the notice requirement.

Section 5.04. Removal. An officer may be removed, with or without cause, by a resolution adopted by the Board of Directors.

Section 5.05. Vacancies. A vacancy in an office because of death, resignation, removal, or any other cause shall be filled for the unexpired part of the term in the manner prescribed in these Bylaws for election to such office.

Section 5.06. President and Chairman of the Board. The President and Chairman of the Board shall: (a) have general active management of the business of this Corporation; (b) when present, preside at meetings of the Board of Directors and the Members; (c) see that orders and resolutions of the Board of Directors are carried into effect; (d) sign and deliver in the name of this Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Certificate of Incorporation or these Bylaws or by the Board of Directors to another officer or agent of this Corporation; and (e) perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 5.07. Vice President. In the event of absence or disability of the President and Chairman of the Board, the Vice President shall succeed to the powers and duties of the President and Chairman of the Board until such time as the Board of Directors shall elect a new President and Chairman of the Board. The Vice President shall have such other powers and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President and Chairman of the Board.

Section 5.08. Treasurer. The Treasurer shall: (a) keep accurate financial records for this Corporation; (b) deposit money, drafts, and checks in the name of and to the credit of this Corporation in the banks and depositories designated by the Board of Directors; (c) endorse for

deposit notes, checks, and drafts received by this Corporation as ordered by the Board of Directors, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of this Corporation, as ordered by the Board of Directors; (e) upon request, provide the President and Chairman of the Board and the Board of Directors an account of transactions by the Treasurer and of the financial condition of this Corporation; and (f) perform such other duties as may from time to time be prescribed by the Board of Directors or by the President and Chairman of the Board.

Section 5.09. Secretary. The Secretary shall: (a) maintain records of and, when necessary, certify proceedings of the Board of Directors and the Members; (b) when directed to do so, give proper notice of meetings of the Board of Directors and the Members; and (c) perform such other duties as may from time to time be prescribed by the Board of Directors or by the President and Chairman of the Board.

Section 5.10. Other Officers and Agents. This Corporation may have such other officers and agents as the Board of Directors considers necessary for the operation and management of this Corporation, each of whom has the powers, rights, duties, responsibilities, and terms in office as may be determined by resolution of the Board of Directors.

Section 5.11. Delegation. Unless prohibited by a resolution adopted by the Board of Directors, an officer may, with the approval of the Board of Directors, delegate some or all the duties and powers of an office to other persons.

ARTICLE 6 COMMITTEES

Section 6.01. Committees. The Board of Directors may act by and through such committees as may be specified in resolutions approved by a majority of the Board of Directors. Committees are subject at all times to the direction and control of the Board of Directors.

Section 6.02. Procedures. The general procedures specified within Article 3 shall apply to committees and members of committees to the same extent as those sections apply to the

Board of Directors. Each committee shall prepare minutes of its meetings and shall furnish such minutes to the Board of Directors and to members of the committee.

**ARTICLE 7
BOOKS OF RECORD**

This Corporation shall keep, at its principal place of business, correct and complete

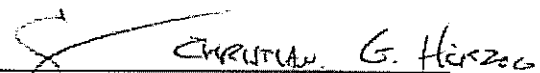
**ARTICLE 8
INDEMNIFICATION**

This Corporation shall indemnify persons to the extent required by Delaware Law, and shall otherwise indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

**ARTICLE 9
AMENDMENTS**

Amendments to the Articles of Incorporation and these Bylaws must be approved by an affirmative vote of two-thirds (2/3rds) of the Board of Directors and by an affirmative vote of two-thirds (2/3rds) of the Promoter Members.

These Bylaws have been approved and adopted by the Board of Directors of this Corporation by written action dated May 16, 2008.


Secretary

APPENDIX A

DEFINITIONS

Unless otherwise defined herein, the capitalized terms used in these Bylaws shall have the definitions assigned to them in this Appendix A and include the singular as well as the plural.

1. "Alpha Release" means a preliminary work release that may not be feature complete or completely tested and is made available for the purposes of demonstrating progress and giving Members early access to the Corporation's work products.
2. "Beta Release" means a work release that is considered to be feature complete but may not be completely tested and is made available for the purposes of demonstrating progress and giving Members early access to the Corporation's work products. The intent is to review a Beta Release in preparation for a Final Release.
3. "Final Release" means a Stack that has been approved the Board of Directors as being ready for licensing through a Licensing Agent for commercial adoption and use.
4. "Licensing Agent" means a legal entity chosen by the Board of Directors to distribute licenses for Final Releases of the Stacks developed by the Corporation.
5. "Stack" means a software stack following the Open Systems Interconnection (OSI) model.
6. "Stack Development Project" means a new Stack or modified Stack project under the Corporation's auspices that is budgeted to cost over US\$100,000.00.