CMS ENERGY CORPORATION

AMENDED AND RESTATED BYLAWS

ARTICLE I: LOCATION OF OFFICES

Section 1 - Registered Office: The registered office of CMS Energy Corporation (the "Corporation") shall be at such place in the City of Jackson, County of Jackson, Michigan, or elsewhere in the State of Michigan, as the Board of Directors (the "Board") may from time to time designate.

Section 2 - Other Offices: The Corporation may have and maintain other offices within or outside the State of Michigan.

ARTICLE II: CORPORATE SEAL

Section 1 - Corporate Seal: The Corporation shall have a corporate seal bearing the name of the Corporation. The form of the corporate seal may be altered by the Board.

ARTICLE III: FISCAL YEAR

Section 1 - Fiscal Year: The fiscal year of the Corporation shall begin with the first day of January and end with the thirty-first day of December of each year.

ARTICLE IV: SHAREHOLDERS' MEETINGS

Section 1 - Annual Meetings: An annual meeting of the shareholders for the election of Directors and for such other business as may properly come before the meeting shall be held at the registered office of the Corporation or at such other place, if any, within or outside the State of Michigan on such day and at the time designated by or under the authority of the Board. The Board may, in its sole discretion, determine that an annual meeting of the shareholders shall not be held at any place, but shall instead be held solely by means of remote communication in accordance with Section 405 of the Michigan Business Corporation Act, as amended (the "MBCA"). The Board may postpone, reschedule or cancel any annual meeting of the shareholders previously scheduled by the Board.

Section 2 - Special Meetings:

(A) Special meetings of the shareholders may be called by (1) the Board, (2) the Chairman of the Board or (3) the Secretary at the written request of one or more shareholders of record who have continuously held for a minimum of one full year prior to the date such request is delivered to the Secretary shares of Common Stock of the Corporation representing in the aggregate at least ten percent (10%) (the "Requisite Percentage") of the outstanding shares of Common Stock of the Corporation entitled to vote at such meeting, on such date and at such time and place as may be designated and for such purpose or purposes as set forth in the notice of meeting that have complied in full with the requirements set forth in this Section 2 and related provisions of these Bylaws. Such meetings shall be held at the registered office of the Corporation or at such other place, if any, within or outside the State of Michigan as the Board may designate. The Board may, in its sole discretion, determine that a special meeting of the shareholders shall not be held at any place, but shall instead be held solely by means of remote communication in accordance with Section 405 of the MBCA. The Board may postpone, reschedule or cancel any special meeting of the shareholders previously scheduled for any reasonable reason.

(B) No business may be transacted at a special meeting of shareholders other than business that is either (x) Proposed Business (as defined below) stated in a valid Special Meeting Request (as defined below), (y) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board or (z)

otherwise properly brought before a special meeting by or at the direction of the Board or the Chair of the meeting.

(C) No shareholder may request that the Secretary call a special meeting of shareholders pursuant to this Section 2 (a "Shareholder Requested Special Meeting") unless a shareholder of record has first submitted a request in writing that the Board fix a record date (a "Requested Record Date") for the purpose of determining shareholders entitled to request that the Secretary call such special meeting, which request shall be in proper form and timely delivered to the Secretary at the principal executive offices of the Corporation. To be in proper form, such request shall: (1) bear the signature(s) and the date of signature(s) by the shareholder(s) of record submitting such request (each, a "Meeting Requesting Person") and set forth the name and address of such Meeting Requesting Person as they appear in the Corporation's books; (2) include a reasonably brief description of the purpose or purposes of the special meeting, the business proposed to be conducted at the special meeting (the "Proposed Business") and the reasons for conducting the Proposed Business at the special meeting, and (3) as to each (i) item of Proposed Business, (ii) nominee that the Meeting Requesting Person proposes for election to the Board at the special meeting, if applicable, and (iii) Meeting Requesting Person and each Shareholder Associated Person (as defined below), include the information required to be set forth in a notice under Section 9 as if the Proposed Business or proposed nominee were to be considered at an annual meeting of shareholders, except that for purposes of paragraph (C) of this Section 2, the term "Meeting Requesting Person" shall be substituted for the references to the Noticing Party (as defined below) in all places such person is referred to in Section 9.

(D) Within ten (10) business days after the Secretary receives a request to fix a Requested Record Date in proper form that is otherwise in compliance with this Section 2 from any shareholder of record, the Board may adopt a resolution fixing a Requested Record Date for the purpose of determining the shareholders entitled to request that the Secretary call a Shareholder Requested Special Meeting, which date shall not precede the date upon which the resolution fixing the Requested Record Date is adopted by the Board.

(E) Without qualification, a Shareholder Requested Special Meeting shall not be called unless one or more shareholders owning the Requisite Percentage as of the Requested Record Date timely provide one or more requests to call such special meeting in proper written form to the Secretary at the principal executive offices of the Corporation (a "Special Meeting Request") and otherwise fully comply with the requirements under this Section 2. To be timely, a shareholder's request to call a special meeting must be delivered to the Secretary at the principal executive offices of the Corporation not later than the sixtieth (60th) day following the Requested Record Date. In no event shall any adjournment, recess, postponement, judicial stay, rescheduling or deferral of any special meeting (including a Shareholder Requested Special Meeting) or the Public Disclosure (as defined below) thereof commence a new time period (or extend any time period) for the giving of a shareholder's notice or the delivering of a shareholder's request hereunder. To be in proper form, a shareholder request to call a special meeting shall include the signature(s) and the date of each signature by the shareholder(s) holding the Requisite Percentage submitting such request and the beneficial owners, if any, on whose behalf the request is being made and set forth (1) for each such shareholder that is a shareholder of record, the name and address of such shareholder as they appear in the Corporation's books and for each such shareholder that is not a shareholder of record, the name and address of such shareholder, (2) include a reasonably brief description of the purpose or purposes of the special meeting, the Proposed Business and the reasons for conducting the Proposed Business at the special meeting, and (3) as to each (i) item of Proposed Business, (ii) nominee that the Calling Person (as defined below) proposes for election to the Board at the special meeting, if applicable, and (iii) Calling Person and each Shareholder Associated Person, include the information required to be set forth in a notice under paragraph (A)(2) of Section 9 and comply with the requirements of paragraph (D) of Section 9 as if the Proposed Business or proposed nominee were to be considered at an annual meeting of shareholders, except that for purposes of this paragraph (E) of this Section 2, the term "Calling Person" shall be substituted for the references to the Noticing Party in all places such person is referred to in Section 9, (iv) documentary evidence that the shares included in such Requisite Percentage are owned by each Calling Person, and (v) an acknowledgment by each shareholder, on whose behalf a Special Meeting Request is being made (or their respective duly authorized agents) that any reduction in the number of shares owned by such persons as of the date of delivery of the Special Meeting Request and through the meeting date below the Requisite Percentage shall constitute a revocation of the Special Meeting Request with respect to such reduction, and a commitment to promptly notify the

Corporation of any such decrease. For purposes hereof: (x) a "Calling Person" means the shareholder of record submitting the request to call a special meeting or if different from the shareholder of record, the beneficial owner or beneficial owners (as defined below) submitting the request to call a special meeting or any Affiliate (as defined below) of such shareholder of record or beneficial owner(s), other than a Solicited Shareholder; and (y) "Solicited Shareholder" means any shareholder that has provided a request to call a special meeting in response to a solicitation made pursuant to, and in accordance with, Section 14 of the Securities Exchange Act of 1934, as amended (such rules and such act, and the rules and regulations promulgated thereunder, the "Exchange Act"), by way of a definitive consent solicitation statement filed with the U.S. Securities and Exchange Commission (the "SEC") under the Exchange Act.

(F) Notwithstanding the foregoing, a Special Meeting Request shall not be valid, and the Secretary shall not be required to call the Shareholder Requested Special Meeting if (1) the request for such special meeting does not comply with this Section 2, (2) the Board or the Chairman of the Board has called or calls an annual or special meeting of shareholders to be held not later than ninety (90) days after the date on which a valid request has been delivered to the Secretary (the "Delivery Date") and the Board determines in good faith that the business of such meeting includes (among any other matters properly brought before the meeting) an identical or substantially similar item of business (a "Similar Item") specified in the shareholder's request, (3) the request is received by the Secretary during the period commencing ninety (90) days prior to the first anniversary of the date of the immediately preceding annual meeting and ending on the date of the next annual meeting, (4) two or more special meetings have been called at the request of shareholders and convened within the 12-month period ending on the Delivery Date, (5) the request contains a Similar Item to an item that was presented at any meeting of shareholders held within one hundred and twenty (120) days prior to the Delivery Date, (6) the request relates to an item of business that is not a proper subject for action by the shareholders of the Corporation under applicable law or (7) the request was made in a manner that involved a violation of Regulation 14A under the Exchange Act or other applicable law. The Board shall determine in good faith whether the requirements set forth in this Section 2 have been satisfied and such determination shall be binding on the Corporation and its shareholders.

(G) If, at any point after sixty (60) days from the first date on which a Special Meeting Request is delivered to the Corporation, the unrevoked Special Meeting Requests (whether by specific written revocation or deemed revocation pursuant to clause (3)(v) of paragraph (E) of this Section 2) represent in the aggregate less than the Requisite Percentage, the Board, in its discretion, may cancel the special meeting.

(H) Subject to paragraph (G) of this Section 2, within ten (10) days following the date on which the Secretary has received valid Special Meeting Requests in accordance with this Section 2, the Secretary shall call the Shareholder Requested Special Meeting and the Board shall fix the record date and the date, time and place, if any, of the Shareholder Requested Special Meeting; provided, however, that the date of any such Shareholder Requested Special Meeting shall not be more than ninety (90) days after the date on which valid Special Meeting Requests from shareholders holding the shares to be included in such Requisite Percentage are delivered to the Secretary (and are not revoked). Notwithstanding anything in these Bylaws to the contrary, the Board may submit its own proposal or proposals for consideration at any Shareholder Requested Special Meeting. Subject to the foregoing provisions of this Section 2, the record date for the Shareholder Requested Special Meeting shall be fixed in accordance with Article XI, Section 5 of these Bylaws, and the Corporation shall provide notice of the Shareholder Requested Special Meeting in accordance with Section 3 below.

(I) In determining whether Special Meeting Requests have met the requirements of this Section 2, multiple Special Meeting Requests will be considered together only if (1) each Special Meeting Request identifies the same or substantially the same purpose or purposes of the Shareholder Requested Special Meeting and the same or substantially the same items of business proposed to be brought before the Shareholder Requested Special Meeting, and (2) such Special Meeting Requests have been dated and delivered to the Secretary within sixty (60) days of the delivery to the Secretary of the earliest dated Special Meeting Request relating to such item(s) of business.

Section 3 - Notices: Except as otherwise provided by law, written notice of any meeting of the shareholders shall be given, either personally, by private carrier, by mail, by electronic transmission (as defined below), if

authorized, or any other means permissible under Michigan law to each shareholder of record entitled to vote at such meeting, not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting, at their last known address as the same appears on the stock records of the Corporation. If mailed, written notice shall be considered given when deposited, with postage thereon prepaid, in the United States mail, addressed to the shareholder at the shareholder's address as it appears on the stock transfer books of the Corporation. If notice is given by means of electronic transmission, such notice shall be deemed to be given when electronically transmitted to the shareholder entitled to such notice in the manner authorized by such shareholder. The notice shall specify the time and place, if any, of holding the meeting, the purpose or purposes for which such meeting is called, and the record date fixed for the determination of shareholders entitled to notice of and to vote at such meeting. Any shareholder may waive notice of any meeting before or after the meeting. The attendance of a shareholder at any meeting shall constitute (A) a waiver of objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and (B) a waiver of objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented. For the purposes of these Bylaws, "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained and retrieved by the recipient and that may be directly reproduced in paper form by the recipient through an automated process. The Board shall fix a record date for determining shareholders entitled to notice of and to vote at a meeting of shareholders. Such record date shall apply to any recess, adjournment or postponement of the meeting unless the Board shall fix a new record date for purposes of the recessed, adjourned or postponed meeting.

No notice of a recessed, adjourned or postponed meeting shall be necessary if the time and place, if any, to which the meeting is recessed, adjourned or postponed are announced at the meeting at which the recess, adjournment or postponement is taken. A shareholder or proxy holder may be present and vote at the adjourned, recessed or postponed meeting by a means of remote communication if such shareholder or proxy holder was permitted to be present and vote by that means of remote communication in the original meeting notice. At the recessed, adjourned or postponed meeting only such business may be transacted as might have been transacted at the original meeting. If, after a recess, adjournment or postponement, the Board shall fix a new record date for the recessed, adjourned or postponed meeting, a notice of the recessed, adjourned or postponed meeting shall be mailed, in conformity with the provisions of the first paragraph of this Section 3, to each shareholder of record on the new record date entitled to vote at the recessed, adjourned or postponed meeting.

Section 4 - Quorum: Except as otherwise provided by law or by the Restated Articles of Incorporation of the Corporation (as amended from time to time in accordance with the terms thereof, the "Articles of Incorporation"), the holders of the shares of stock of the Corporation entitled to cast a majority of the votes at a meeting shall constitute a quorum for the transaction of business at the meeting, but a lesser number may convene any meeting and, by a majority vote of the shares present at the meeting, may adjourn the same from time to time until a quorum shall be present.

Section 5 - Voting; Proxies: Shareholders may vote at all meetings in person or by proxy, but all proxies shall be filed with the Secretary of the meeting before being voted upon. Any shareholder directly or indirectly soliciting proxies from other shareholders shall use a proxy card color other than white, which shall be reserved for the exclusive use by the Board.

Subject to the provisions of the Articles of Incorporation, at all meetings of the shareholders of the Corporation, each holder of the Corporation's Common Stock shall be entitled on all questions to one vote for each share of stock held by such holder, and a majority of the votes cast by the holders of shares entitled to vote thereon shall be sufficient for the adoption of any question presented, unless otherwise provided by law or by the Articles of Incorporation.

Section 6 - Organization and Conduct of Meetings: The Board may designate any director or officer of the Corporation to act as Chair of any meeting in the absence of the Chairman of the Board or the Presiding Director, and only the Board may further provide for determining who shall act as Chair of any meeting of shareholders in the absence of the Chairman of the Board or the Presiding Director and such designee. The

Board may, to the extent not prohibited by applicable law, adopt by resolution such rules, regulations and procedures for the conduct of any meeting of shareholders as it shall deem appropriate. Except to the extent inconsistent with such rules, regulations and procedures as adopted by the Board, the Chair of any meeting of shareholders shall have the right and authority to convene and (for any or no reason) to recess or adjourn the meeting, to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such Chair, are necessary, appropriate or convenient for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the Chair of the meeting, may include the following: (A) the establishment of an agenda or order of business for the meeting; (B) the determination of when the polls shall open and close for any given matter to be voted on at the meeting; (C) rules, regulations and procedures for maintaining order at the meeting and the safety of those present; (D) limitations on attendance at or participation in the meeting to shareholders of record of the Corporation, their duly authorized proxies or such other persons as the Chair of the meeting shall determine; (E) restrictions on entry to the meeting after the time fixed for the commencement of the meeting; (F) limitations on the time allotted to questions or comments by participants; (G) removal of any shareholder or any other individual who refuses to comply with meeting rules, regulations or procedures; (H) the conclusion, recess or adjournment of the meeting, regardless of whether a quorum is present, to a later date and time and at a place, if any, announced at the meeting; (I) restrictions on the use of audio and video recording devices, cell phones and other electronic devices; (J) rules, regulations or procedures for compliance with any state or local laws or regulations including those concerning safety, health and security; (K) procedures (if any) requiring attendees to provide the Corporation advance notice of their intent to attend the meeting and (L) any rules, regulations or procedures as the Chair of the meeting may deem appropriate regarding the participation by means of remote communication of shareholders and proxyholders not physically present at a meeting, whether such meeting is to be held at a designated place or solely by means of remote communication. The Board or the Chair of the meeting, in addition to making any other determinations that may be appropriate regarding the conduct of the meeting, shall determine and declare to the meeting that a matter of business was not properly brought before the meeting, and, if the Chair of the meeting (or the Board) should so determine, the Chair of the meeting (or the Board) shall so declare to the meeting and any such matter of business not properly brought before the meeting shall not be transacted or considered. Except to the extent determined by the Board or the Chair of the meeting, meetings of shareholders shall not be required to be held in accordance with the rules of parliamentary procedure.

Section 7 - Inspectors: In advance of any meeting of shareholders the Board shall appoint one or more inspectors to act at such meeting or any adjournment or postponement thereof. The inspectors shall have such powers and duties as are provided by law. Unless otherwise required by applicable law, inspectors may be officers, employees or agents of the Corporation. Each inspector, before entering upon the discharge of the duties of inspector, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of such inspector's ability. The inspector shall have the duties prescribed by law and shall take charge of the polls and, when the vote is completed, shall make a certificate of the result of the vote taken and of such other facts as may be required by applicable law.

Section 8 - List of Shareholders Entitled to Vote: The officer or agent of the Corporation who has charge of the stock transfer books of the Corporation shall make and certify a complete list of all shareholders entitled to vote at a meeting of shareholders or any adjournment thereof in compliance with Michigan Law.

Section 9 - Notice of Shareholder Business and Director Nominations:

(A) Annual Meetings of Shareholders.

(1) Nominations of persons for election to the Board and the proposal of business other than nominations to be considered by the shareholders at an annual meeting of shareholders may be made only (i) pursuant to the Corporation's notice of meeting (or any supplement thereto) with respect to such annual meeting given by or at the direction of the Board (or any duly authorized committee thereof), (ii) as otherwise properly brought before such annual meeting by or at the direction of the Board (or any duly authorized committee thereof) or (iii) by any shareholder of the Corporation who (x) is a shareholder of record at the time of the giving of the notice provided for in this Section 9 through the time of such annual meeting of shareholders, (y) is entitled to vote at such annual meeting, and (z) complies with the notice procedures set

forth in this Section 9 and otherwise with these Bylaws and applicable law or (iv) by an Eligible Shareholder (as defined in Section 10) with respect to the nomination of a director for election pursuant and subject to Section 10 of these Bylaws. For the avoidance of doubt, subject to Section 10 of these Bylaws, compliance with the foregoing clause (iii) shall be the exclusive means for a shareholder to make nominations, or to propose any other business (other than a proposal included in the Corporation's proxy materials pursuant to and in compliance with Rule 14a-8 under the Exchange Act, at an annual meeting of shareholders.

(2) In addition to any other applicable requirements, for nominations or other business to be properly brought before an annual meeting by a shareholder pursuant to clause (iii) of paragraph (A)(1) of this Section 9, such other business must be a proper subject for shareholder action, and the shareholder must have given timely notice of such nomination or other business in proper written form to the Secretary. To be timely pursuant to this Section 9, a shareholder's notice must be received by the Secretary at the principal executive offices of the Corporation not earlier than the one hundred twentieth (120th) day and not later than the ninetieth (90th) day prior to the first anniversary of the preceding year's annual meeting date; provided, however, that in the event that the date of the annual meeting is more than thirty (30) days prior to, or more than sixty (60) days after, such anniversary date, notice by the shareholder to be timely must be so received not earlier than the one hundred twentieth (120th) day prior to such annual meeting and not later than the later of (x) the ninetieth (90th) day prior to such annual meeting and (y) the tenth (10th) day following the day on which Public Disclosure of the date of such meeting is first made by the Corporation. In no event shall the adjournment, recess, postponement, judicial stay or rescheduling of an annual meeting (or the Public Disclosure thereof) commence a new time period (or extend any time period) for the giving of a shareholder's notice as described above.

To be in proper form, the notice of any shareholder of record giving notice under this Section 9 of these Bylaws (each, a "Noticing Party") must set forth:

(i) as to each person whom such Noticing Party proposes to nominate for election or reelection as a director (each, a "Proposed Nominee"), if any:

(a) the name, age, and business and residential addresses of such Proposed Nominee;

(b) the principal occupation or employment of such Proposed Nominee;

(c) a written questionnaire with respect to the background and qualifications of such Proposed Nominee, completed by such Proposed Nominee in the form required by the Corporation (in the form to be provided by the Secretary within ten (10) days after receiving a written request therefor from any shareholder of record identified by name);

(d) a written representation and agreement completed by such Proposed Nominee in the form required by the Corporation (in the form to be provided by the Secretary within ten (10) days after receiving a written request therefor from any shareholder of record identified by name) providing that such Proposed Nominee: (I) is not and will not become a party to any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such Proposed Nominee, if elected as a director of the Corporation, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to the Corporation or any Voting Commitment that could limit or interfere with such Proposed Nominee's ability to comply, if elected as a director of the Corporation, with such Proposed Nominee's fiduciary duties under applicable law; (II) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director or nominee with respect to the Corporation that has not been disclosed to the Corporation; (III) will, if elected as a director of the Corporation, comply with all applicable rules of any securities exchanges upon which the Corporation's securities are listed, the Articles of Incorporation, these Bylaws, all applicable publicly disclosed corporate governance, ethics, conflict of interest, confidentiality, stock ownership and trading policies and all other guidelines and policies of the Corporation generally applicable to directors (which other guidelines and policies will be

provided to such Proposed Nominee within five (5) business days after the Secretary receives any written request therefor from such Proposed Nominee), and all applicable fiduciary duties under state law; (IV) consents to being named as a nominee in the Corporation's proxy statement and form of proxy for the meeting and consents to the public disclosure of information regarding or relating to such Proposed Nominee provided to the Corporation by such Proposed Nominee or otherwise pursuant to these Bylaws; (V) intends to serve a full term as a director of the Corporation, if elected; and (VI) will provide facts, statements and other information in all communications with the Corporation and its shareholders that are or will be true and correct in all material respects and that do not and will not omit to state any fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading in any material respect;

(e) a description of all direct and indirect compensation and other material monetary agreements, arrangements or understandings, written or oral, during the past three (3) years, and any other material relationships, between or among such Proposed Nominee, on the one hand, and any Noticing Party or any Shareholder Associated Person (other than such Proposed Nominee), on the other hand, or that such Proposed Nominee knows any of such Proposed Nominee's Associates (as defined below) has with any Noticing Party or any Shareholder Associated Person, including all information that would be required to be disclosed pursuant to Item 404 promulgated under Regulation S-K as if such Noticing Party and any Shareholder Associated Person (other than the Proposed Nominee) were the "registrant" for purposes of such rule and the Proposed Nominee were a director or executive officer of such registrant;

(f) a description of any business or personal interests that would reasonably be expected to place such Proposed Nominee in a potential conflict of interest with the Corporation or any of its subsidiaries;

(g) the date(s) of first contact between the Noticing Party or any Shareholder Associated Person, on the one hand, and the Proposed Nominee, on the other hand, with respect to any proposed nomination(s) of any person(s) (including the Proposed Nominee) for election as a director of the Corporation; and

(h) all other information relating to such Proposed Nominee or such Proposed Nominee's Associates that would be required to be disclosed in a proxy statement in connection with the solicitation of proxies by such Noticing Party or any Shareholder Associated Person for the election of directors in a contested election pursuant to the Proxy Rules (as defined below);

(ii) as to any other business that such Noticing Party proposes to bring before the meeting:

(a) a description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting;

(b) the text of the proposal or business (including the complete text of any resolutions proposed for consideration and, in the event that such business includes a proposal to amend the Articles of Incorporation or these Bylaws, the text of the proposed amendment); and

(c) all other information relating to such business that would be required to be disclosed in a proxy statement in connection with the solicitation of proxies by such Noticing Party or any Shareholder Associated Person in support of such proposed business pursuant to the Proxy Rules; and

(iii) as to such Noticing Party and each Shareholder Associated Person:

(a) the name and address of such Noticing Party and each Shareholder Associated Person (including, as applicable, as they appear on the Corporation's books and records);

(b) the class, series and number of shares of each class or series of capital stock (if any) of the Corporation that are, directly or indirectly, owned beneficially or of record (specifying the type of ownership) by such Noticing Party or any Shareholder Associated Person (including any right to acquire beneficial ownership at any time in the future, whether such right is exercisable immediately or only after the passage of time or the fulfillment of a condition) and the date or dates on which such shares were acquired;

(c) the name of each nominee holder for, and number of, any securities of the Corporation owned beneficially but not of record by such Noticing Party or any Shareholder Associated Person and any pledge by such Noticing Party or any Shareholder Associated Person with respect to any of such securities;

(d) (I) a description of all agreements, arrangements or understandings, written or oral, (including any derivative or short positions, profit interests, options, forwards, futures, swaps, warrants, convertible securities, stock appreciation or similar rights, hedging transactions, repurchase agreements or arrangements, borrowed or loaned shares and so-called "stock borrowing" agreements or arrangements) that have been entered into by, or on behalf of, such Noticing Party or any Shareholder Associated Person, the effect or intent of which is to mitigate loss, manage risk or benefit from changes in the price of any securities of the Corporation, or maintain, increase or decrease the voting power of such Noticing Party or any Shareholder Associated Person with respect to securities of the Corporation, whether or not such instrument or right shall be subject to settlement in underlying shares of capital stock of the Corporation (any of the foregoing, a "Derivative Instrument") and (II) all other information relating to Derivative Instruments that would be required to be disclosed in a proxy statement in connection with the solicitation of proxies by such Noticing Party or any Shareholder Associated Person in support of the business proposed by such Noticing Party, if any, or for the election of any Proposed Nominee in a contested election pursuant to the Proxy Rules if the creation, termination or modification of Derivative Instruments were treated the same as trading in the securities of the Corporation under the Proxy Rules;

(e) any substantial interest, direct or indirect (including any existing or prospective commercial, business or contractual relationship with the Corporation), of such Noticing Party or, to the knowledge of such Noticing Party (or the beneficial owner(s) on whose behalf such Noticing Party is submitting a notice to the Corporation), any Shareholder Associated Person in the Corporation or any Affiliate thereof or in the proposed business or nomination(s) to be brought before the meeting by such Noticing Party, other than an interest arising from the ownership of Corporation securities where such Noticing Party or such Shareholder Associated Person receives no extra or special benefit not shared on a *pro rata* basis by all other holders of the same class or series;

(f) a description of all agreements, arrangements or understandings, written or oral, (I) between or among such Noticing Party and any Shareholder Associated Person or (II) between or among such Noticing Party or, to the knowledge of such Noticing Party (or the beneficial owner(s) on whose behalf such Noticing Party is submitting a notice to the Corporation), any Shareholder Associated Person and any other person or entity (naming each such person or entity), in each case, relating to acquiring, holding, voting or disposing of any securities of the Corporation, including any proxy (other than any revocable proxy given in response to a solicitation made pursuant to, and in accordance with, the Proxy Rules by way of a solicitation statement filed on Schedule 14A);

(g) any rights to dividends on the shares of the Corporation owned beneficially by such Noticing Party or any Shareholder Associated Person that are separated or separable from the underlying shares of the Corporation;

(h) any proportionate interest in shares of the Corporation or Derivative Instruments held, directly or indirectly, by a general or limited partnership, limited liability company or similar entity in which such Noticing Party or any Shareholder Associated Person (I) is a general partner

or, directly or indirectly, beneficially owns an interest in a general partner of such general or limited partnership or (II) is the manager, managing member or, directly or indirectly, beneficially owns an interest in the manager or managing member of such limited liability company or similar entity;

(i) any direct or indirect interest (other than solely as a result of security ownership) of such Noticing Party or, to the knowledge of such Noticing Party (or the beneficial owner(s) on whose behalf such Noticing Party is submitting a notice to the Corporation) any Shareholder Associated Person in any agreement with the Corporation, any Affiliate of the Corporation (including any employment agreement, collective bargaining agreement or consulting agreement);

(j) a representation that (I) neither such Noticing Party nor any Shareholder Associated Person has breached any agreement, arrangement or understanding with the Corporation except as disclosed to the Corporation pursuant hereto and (II) such Noticing Party and each Shareholder Associated Person has complied, and will comply, with all applicable requirements of state law and federal law, including the Exchange Act, with respect to the matters set forth in this Section 9;

(k) a description of the investment strategy or objective, if any, of such Noticing Party (or the beneficial owner(s) on whose behalf such Noticing Party is submitting a notice to the Corporation);

(l) all information that would be required to be set forth in a Schedule 13D filed pursuant to Rule 13d-1(a) under the Exchange Act or an amendment pursuant to Rule 13d-2(a) under the Exchange Act if such a statement were required to be filed under the Exchange Act by such Noticing Party or any Shareholder Associated Person with respect to the Corporation (regardless of whether such person or entity is actually required to file a Schedule 13D), including a description of any agreement, arrangement or understanding that would be required to be disclosed by such Noticing Party or any Shareholder Associated Person pursuant to Item 5 or Item 6 of Schedule 13D;

(m) a certification that such Noticing Party and each Shareholder Associated Person has complied with all applicable federal, state and other legal requirements in connection with such Noticing Party's or Shareholder Associated Person's acquisition of shares of capital stock or other securities of the Corporation and such Noticing Party's or Shareholder Associated Person's acts or omissions as a shareholder of the Corporation, if such Shareholder Associated Person is a shareholder of the Corporation; and

(n) all other information relating to such Noticing Party or any Shareholder Associated Person that would be required to be disclosed in a proxy statement in connection with the solicitation of proxies by such Noticing Party or any Shareholder Associated Person in support of the business proposed by such Noticing Party, if any, or for the election of any Proposed Nominee in a contested election pursuant to the Proxy Rules;

provided, however, that the disclosures described in the foregoing subclauses (a) through (n) shall not include any such disclosures with respect to the ordinary course business activities of any depositary or any broker, dealer, commercial bank, trust company or other nominee who is a Noticing Party solely as a result of being the shareholder directed to prepare and submit the notice required by these Bylaws on behalf of a beneficial owner (any such entity, an "Exempt Party").

(iv) a representation that such Noticing Party intends to appear or cause a Qualified Representative (as defined below) of such Noticing Party to appear at the meeting to bring such business before the meeting or nominate any Proposed Nominees, as applicable, and an acknowledgment that, if such Noticing Party (or a Qualified Representative of such Noticing Party) does not appear to present such business or Proposed Nominees, as applicable, at such meeting, the Corporation need not present such business or Proposed Nominees for a vote at such meeting, notwithstanding that proxies in respect of such vote may have been received by the Corporation;

(v) a description of any pending or, to the knowledge of such Noticing Party (or the beneficial owner(s) on whose behalf such Noticing Party is submitting a notice to the Corporation), threatened legal proceeding or investigation in which such Noticing Party or any Shareholder Associated Person is a party or participant directly involving or directly relating to the Corporation or, to the knowledge of such Noticing Party (or the beneficial owner(s) on whose behalf such Noticing Party is submitting a notice to the Corporation), any current or former officer, director or Affiliate of the Corporation;

(vi) identification of the names and addresses of other shareholders (including beneficial owners) known by such Noticing Party (or the beneficial owner(s) on whose behalf such Noticing Party is submitting a notice to the Corporation) to provide financial support of the nomination(s) or other business proposal(s) submitted by such Noticing Party and, to the extent known, the class and number of shares of the Corporation's capital stock owned beneficially or of record by such other shareholder(s) or other beneficial owner(s); and

(vii) a representation from such Noticing Party as to whether such Noticing Party or any Shareholder Associated Person intends or is part of a group (as such term is used in Rule 13d-5 under the Exchange Act) that intends to (a) solicit proxies in support of the election of any Proposed Nominee in accordance with Rule 14a-19 under the Exchange Act or (b) engage in a solicitation (within the meaning of Exchange Act Rule 14a-1(l)) with respect to the nomination of any Proposed Nominee or proposed business to be considered at the meeting, as applicable, and if so, the name of each participant (as defined in Instruction 3 to Item 4 of Schedule 14A under the Exchange Act) in such solicitation.

(B) Additional Information.

In addition to the information required pursuant to the foregoing provisions of this Section 9, the Corporation may require any Noticing Party to furnish such other information that would reasonably be expected to be material to a reasonable shareholder's understanding of (i) any item of business proposed by such Noticing Party under this Section 9, (ii) the solicitation of proxies from the Corporation's shareholders by such Noticing Party (or any Shareholder Associated Person) or (iii) the eligibility, suitability or qualifications of a Proposed Nominee to serve as a director of the Corporation or the independence, or lack thereof, of such Proposed Nominee, under the listing standards of each securities exchange upon which the Corporation's securities are listed, any applicable rules of the SEC, any publicly disclosed standards used by the Board in selecting nominees for election as a director and for determining and disclosing the independence of the Corporation's directors, including those applicable to a director's service on any of the committees of the Board, or the requirements of any other laws or regulations applicable to the Corporation. If requested by the Corporation, any supplemental information required under this paragraph shall be provided by a Noticing Party within ten (10) days after it has been requested by the Corporation.

(C) Special Meetings of Shareholders.

Only such business shall be conducted at a special meeting of shareholders as shall have been brought before the meeting of shareholders pursuant to the Corporation's notice of meeting (or any supplement thereto). Nominations of persons for election to the Board may be made at a special meeting of shareholders at which directors are to be elected pursuant to the Corporation's notice of meeting (or any supplement thereto) (i) by or at the direction of the Board (or any duly authorized committee thereof) or (ii) provided that one or more directors are to be elected at such meeting pursuant to the Corporation's notice of meeting, by any shareholder of the Corporation, who (x) is a shareholder of record on the date of the giving of the notice provided for in this Section 9 through the date of such special meeting, (y) is entitled to vote at such special meeting and upon such election, and (z) complies with the notice procedures set forth in this Section 9 and otherwise with these Bylaws and applicable law. Clause (ii) of this paragraph and, in the case of a Shareholder Requested Special Meeting, a Special Meeting Request that complies with Section 2 of this Article IV, shall be the exclusive means for a shareholder to make nominations before a special meeting of shareholders.

In addition to any other applicable requirements, for nominations to be properly brought before a special meeting by a shareholder pursuant to clause (ii) of the preceding paragraph, the shareholder must

have given timely notice thereof in proper written form to the Secretary. To be timely, such notice must be received by the Secretary at the principal executive offices of the Corporation not earlier than the one hundred twentieth (120th) day prior to such special meeting date and not later than the later of (x) the ninetieth (90th) day prior to such special meeting and (y) the tenth (10th) day following the day on which Public Disclosure of the date of the special meeting is first made by the Corporation. In no event shall an adjournment, recess, postponement, judicial stay or rescheduling of a special meeting (or the Public Disclosure thereof) commence a new time period (or extend any time period) for the giving of a shareholder's notice pursuant to the preceding sentence. To be in proper written form, such notice shall include all information required pursuant to paragraph (A)(2) of this Section 9, and such shareholder and any Proposed Nominee shall comply with paragraph (B) of this Section 9, in each case, as if such notice were being submitted in connection with an annual meeting of shareholders.

(D) General.

(1) No person shall be eligible for election as a director of the Corporation unless the person is qualified under Article X of the Articles of Incorporation and Article V, Section 2 of these Bylaws and nominated by a shareholder in accordance with the procedures set forth in these Bylaws or by the Board, and no business shall be conducted at a meeting of shareholders except pursuant to Rule 14a-8 of the Exchange Act and business brought by a shareholder in accordance with the procedures set forth in this Section 9 or by the Board. The Corporation shall disregard the nomination of any Proposed Nominee who is not eligible to serve as a director of the Corporation. The number of Proposed Nominees a shareholder may include in a notice under this Section 9 may not exceed the number of directors to be elected at such meeting (based on public disclosure by the Corporation prior to the date of such notice), and for the avoidance of doubt, no shareholder shall be entitled to identify any additional or substitute persons as Proposed Nominees following the expiration of the time periods set forth in paragraph (A)(2) of this Section 9 or paragraph (C) of this Section 9, as applicable. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, the Board or the Chair of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in these Bylaws and, if the Board or the Chair of the meeting determines that any proposed nomination or business is not in compliance with these Bylaws, the Chair of the meeting (or the Board) shall declare to the meeting that such nomination shall be disregarded or such business shall not be transacted, and no vote shall be taken with respect to such proposed nomination or proposed business, in each case, notwithstanding that proxies with respect to such vote may have been received by the Corporation. Notwithstanding the foregoing provisions of this Section 9, unless otherwise required by law, if the Noticing Party (or a Qualified Representative of the Noticing Party) proposing a nominee for director or business to be conducted at a meeting does not appear at the meeting of shareholders of the Corporation to present such nomination or propose such business, the Board may determine that such proposed nomination shall be disregarded or such proposed business shall not be transacted, as applicable, and no vote shall be taken with respect to such nomination or proposed business, notwithstanding that proxies with respect to such vote may have been received by the Corporation.

(2) A Noticing Party shall update such Noticing Party's notice provided under the foregoing provisions of this Section 9, if necessary, such that the information provided or required to be provided in such notice shall be true and correct in all material respects as of (i) the record date for determining the shareholders entitled to receive notice of the meeting and (ii) the date that is ten (10) business days prior to the meeting (or any postponement, rescheduling or adjournment thereof), and such update shall (a) be received by the Secretary at the principal executive offices of the Corporation (x) not later than the Close of Business (as defined below) five (5) business days after the record date for determining the shareholders entitled to receive notice of such meeting (in the case of an update required to be made under clause (i)) and (y) not later than the Close of Business seven (7) business days prior to the date of the meeting or, if practicable, any postponement, rescheduling or adjournment thereof (and, if not practicable, on the first practicable date prior to the date to which the meeting has been postponed, rescheduled or adjourned) (in the case of an update required to be made pursuant to clause (ii)), (b) be made only to the extent that information has changed since such Noticing Party's prior submission and (c) clearly identify the information that has changed in any material respect since such Noticing Party's prior submission. For the avoidance of doubt, any information provided pursuant to paragraph (D)(2) of this Section 9 shall not be deemed to cure any

deficiencies or inaccuracies in a notice previously delivered pursuant to this Section 9 and shall not extend the time period for the delivery of notice pursuant to this Section 9. If a Noticing Party fails to provide any update in accordance with the foregoing provisions of paragraph (D)(2) of this Section 9, the information as to which such written update relates may be deemed not to have been provided in accordance with this Section 9.

(3) If any information submitted pursuant to this Section 9 by any Noticing Party nominating individuals for election or reelection as a director or proposing business for consideration at a shareholder meeting shall be inaccurate in any material respect (as determined by the Board or a committee thereof), such information may be deemed not to have been provided in accordance with this Section 9. Any such Noticing Party shall notify the Secretary in writing at the principal executive offices of the Corporation of any material inaccuracy or change in any information submitted pursuant to this Section 9 (including if any Noticing Party or any Shareholder Associated Person no longer intends to solicit proxies in accordance with the representation made pursuant to paragraph (A)(2)(vii)(a) of this Section 9) within two (2) business days after becoming aware of such material inaccuracy or change, and any such notification shall clearly identify the inaccuracy or change, it being understood that no such notification may cure any deficiencies or inaccuracies with respect to any prior submission by such Noticing Party. Upon written request of the Secretary on behalf of the Board (or a duly authorized committee thereof), any such Noticing Party shall provide, within seven (7) business days after delivery of such request (or such other period as may reasonably be specified in such request), (i) written verification, reasonably satisfactory to the Board, any committee thereof or any authorized officer of the Corporation, to demonstrate the accuracy of any information submitted by such Noticing Party pursuant to this Section 9 and (ii) a written affirmation of any information submitted by such Noticing Party pursuant to this Section 9 as of an earlier date. If a Noticing Party fails to provide such written verification or affirmation within such period, the information as to which written verification or affirmation was requested may be deemed not to have been provided in accordance with this Section 9.

(4) Notwithstanding anything herein to the contrary, if (i) any Noticing Party or any Shareholder Associated Person provides notice pursuant to Rule 14a-19(b) under the Exchange Act with respect to any Proposed Nominee(s) and (ii) (a) such Noticing Party or Shareholder Associated Person subsequently either (x) notifies the Corporation that such Noticing Party or Shareholder Associated Person no longer intends to solicit proxies in support of the election or reelection of such Proposed Nominee(s) in accordance with Rule 14a-19(b) under the Exchange Act or (y) fails to comply with the requirements of Rule 14a-19(a)(2) or Rule 14a-19(a)(3) under the Exchange Act (or fails to timely provide reasonable evidence sufficient to satisfy the Corporation that such Noticing Party or Shareholder Associated Person has met the requirements of Rule 14a-19(a)(3) under the Exchange Act in accordance with the following sentence) and (b) no other Noticing Party or Shareholder Associated Person that has provided notice pursuant to Rule 14a-19(b) under the Exchange Act with respect to such Proposed Nominee(s) (x) to the Corporation's knowledge based on information provided pursuant to Rule 14a-19 under the Exchange Act or these Bylaws, still intends to solicit proxies in support of the election or reelection of such Proposed Nominee(s) in accordance with Rule 14a-19(b) under the Exchange Act and (y) has complied with the requirements of Rule 14a-19(a)(2) and Rule 14a-19(a)(3) under the Exchange Act and the requirements set forth in the following sentence, then the Corporation shall disregard any proxies or votes solicited for such Proposed Nominee(s) regardless of the person or entity who solicited such proxies (notwithstanding that proxies may have been received by the Corporation). Upon request by the Corporation, if any Noticing Party or any Shareholder Associated Person provides notice pursuant to Rule 14a-19(b) under the Exchange Act, such Noticing Party shall deliver to the Secretary, no later than five (5) business days prior to the applicable meeting date, reasonable evidence that the requirements of Rule 14a-19(a)(3) under the Exchange Act have been satisfied.

(5) In addition to complying with the foregoing provisions of this Section 9, a shareholder shall also comply with all applicable requirements of state law and federal law, including the Exchange Act, with respect to the matters set forth in this Section 9. Nothing in this Section 9 shall be deemed to affect any rights of (i) shareholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act, (ii) shareholders to request inclusion of nominees in the Corporation's proxy statement pursuant to the Proxy Rules or (iii) the holders of any series of preferred stock to elect directors if and to the extent provided for under law, the Articles of Incorporation or these Bylaws.

(6) Any written notice, supplement, update or other information required to be delivered by a shareholder to the Corporation pursuant to this Section 9 must be given by personal delivery, by overnight courier or by registered or certified mail, postage prepaid, to the Secretary at the Corporation's principal executive offices and shall be deemed not to have been delivered unless so given.

(7) For purposes of Sections 2 and 9 of this Article IV:

(i) "Affiliate" and "Associate" each shall have the respective meanings set forth in Rule 12b-2 under the Exchange Act;

(ii) "beneficial owner" or "beneficially owned" shall have the meaning set forth for such terms in Section 13(d) of the Exchange Act;

(iii) "Close of Business" shall mean 5:00 p.m. Eastern Time on any calendar day, whether or not the day is a business day;

(iv) "Proxy Rules" shall mean Section 14 of the Exchange Act and the rules promulgated thereunder;

(v) "Public Disclosure" shall mean disclosure in a press release reported by a national news service or in a document publicly filed by the Corporation with the SEC pursuant to Section 13, 14 or 15(d) of the Exchange Act;

(vi) a "Qualified Representative" of a Noticing Party means (I) a duly authorized officer, manager or partner of such Noticing Party or (II) a person authorized by a writing executed by such Noticing Party (or a reliable reproduction or electronic transmission of the writing) delivered by such Noticing Party to the Corporation prior to the making of any nomination or proposal at a shareholder meeting stating that such person is authorized to act for such Noticing Party as proxy at the meeting of shareholders, which writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, must be produced at the meeting of shareholders; and

(vii) "Shareholder Associated Person" shall mean, with respect to a Noticing Party and if different from such Noticing Party, any beneficial owner of shares of stock of the Corporation on whose behalf such Noticing Party is providing notice of any nomination or other business proposed: (I) any person or entity who is a member of a group (as such term is used in Rule 13d-5 under the Exchange Act) with such Noticing Party or such beneficial owner(s) with respect to acquiring, holding, voting or disposing of any securities of the Corporation, (II) any Affiliate or Associate of such Noticing Party (other than any Noticing Party that is an Exempt Party) or such beneficial owner(s), (III) any participant (as defined in Instruction 3 to Item 4 of Schedule 14A) with such Noticing Party or such beneficial owner(s) with respect to any proposed business or nomination, as applicable, under these Bylaws, (IV) any beneficial owner of shares of stock of the Corporation owned of record by such Noticing Party (other than a Noticing Party that is an Exempt Party) and (V) any Proposed Nominee.

Section 10 - <u>Proxy Access for Director Nominations:</u>

(A) Inclusion of Shareholder Nominee in Proxy Statement.

Subject to the provisions of this Section 10, the Corporation shall include in its proxy statement for any annual meeting of shareholders (but not any special meeting of shareholders) the name (which shall also be included on the Corporation's form of proxy and ballot), together with the Required Information (as defined below), of any person nominated for election as a director ("Shareholder Nominee") identified in a Nomination Notice (as defined below) delivered by an Eligible Shareholder (as defined below) or group of up to twenty (20) Eligible Shareholders who at the time the request is delivered satisfy (individually and collectively, in the case of a group), as determined by the Board or its designee, the ownership and other requirements of this Section 10 (such Eligible Shareholder or group of Eligible Shareholders, a "Nominating

Shareholder"), and who expressly elects at the time of providing the notice required by this Section 10 to have its Shareholder Nominee included in the Corporation's proxy materials pursuant to this Section 10. For purposes of this Section 10, "Required Information" means (i) the information concerning the Shareholder Nominee and the Nominating Shareholder that, as determined by the Corporation, is required to be disclosed in a proxy statement filed pursuant to the proxy rules of the SEC, and (ii) if the Eligible Shareholder so elects, a Statement (as defined below).

(B) Maximum Number of Shareholder Nominees.

The number of Shareholder Nominees appearing in the Corporation's proxy materials with respect to an annual meeting of shareholders (including incumbent directors who had been Shareholder Nominees at any of the two preceding annual meetings and whose reelection at such annual meeting is being recommended by the Board and any Shareholder Nominees who were submitted by a Nominating Shareholder for inclusion in the Corporation's proxy materials pursuant to this Section 10 and either are subsequently withdrawn or who the Board itself decides to nominate for election at such annual meeting (a "Board Nominee")) shall not exceed the greater of (i) two (2) or (ii) 20% of the number of directors in office (rounded down to the nearest whole number, the "Maximum Number") as of the last day on which notice of a nomination may be delivered pursuant to this Section 10 (the "Final Proxy Access Nomination Date"). In the event that one or more vacancies for any reason occurs after the Final Proxy Access Nomination Date but before the date of the annual meeting and the Board resolves to reduce the size of the Board in connection therewith, the Maximum Number shall be calculated based on the number of directors in office as so reduced. In the event that the number of Shareholder Nominees submitted by Nominating Shareholders pursuant to this Section 10 exceeds the Maximum Number, each Nominating Shareholder shall select one Shareholder Nominee for inclusion in the Corporation's proxy materials until the Maximum Number is reached, going in the order of the amount (largest to smallest) of shares of the Corporation's Common Stock each Nominating Shareholder disclosed as owned in the Nomination Notice submitted to the Corporation. If the Maximum Number is not reached after each Nominating Shareholder has selected one Shareholder Nominee, this selection process shall continue as many times as necessary, following the same order each time, until the Maximum Number is reached. If after the deadline for submitting a Nomination Notice as set forth in paragraph (d) of this Section 10, a Nominating Shareholder becomes ineligible or withdraws its nomination or a Shareholder Nominee becomes ineligible or unwilling to serve on the Board, whether before or after the mailing of the definitive proxy statement, then the Corporation (1) shall not be required to include in its proxy statement or on any ballot or form of proxy the Shareholder Nominee or any successor or replacement nominee proposed by the Nominating Shareholder or by any other Nominating Shareholder and (2) may otherwise communicate to its shareholders, including without limitation by amending or supplementing its proxy statement or ballot or form of proxy, that the Shareholder Nominee will not be included as a Shareholder Nominee in the proxy statement or on any ballot or form of proxy and will not be voted on at the annual meeting.

(C) Eligibility of Nominating Shareholder.

An "Eligible Shareholder" is a person who has either (1) been a record holder of the shares of Common Stock of the Corporation used to satisfy the eligibility requirement in this Section 10 continuously for the three-year period specified in this paragraph (C) or (2) provides to the Secretary, within the time period referred to in paragraph (D) of this Section 10, evidence of continuous ownership of such shares for such three-year period from one or more securities intermediaries in a form that the Board or its designee determines acceptable. An Eligible Shareholder or group of up to 20 Eligible Shareholders may submit a nomination in accordance with this Section 10 only if the person or group (in the aggregate) has owned (as defined below) continuously for at least three (3) years the Required Shares (as defined below) as of the date the Nomination Notice is delivered to or mailed and received by the Corporation in accordance with this Section 10 and continues to own the Required Shares through the meeting date. The following shall be treated as one Eligible Shareholder if such Eligible Shareholder shall provide together with the Nomination Notice documentation satisfactory to the Board or its designee that demonstrates compliance with the following criteria: funds that are (1) under common management and investment control, (2) under common management and funded primarily by a single employer or (3) a "group of investment companies" or "family of investment companies" as such terms are defined in the Investment Company Act of 1940, as amended. For the avoidance of doubt, in the event of a nomination by a Nominating Shareholder that includes more

than one Eligible Shareholder, any and all requirements and obligations for a given Eligible Shareholder or, except as the context otherwise makes clear, the Nominating Shareholder that are set forth in this Section 10, including the minimum holding period, shall apply to each member of such group; provided, however, that the Required Shares shall include the aggregate ownership of the group of Eligible Shareholders constituting the Nominating Shareholder. Should any Eligible Shareholder withdraw from a group of Eligible Shareholders constituting a Nominating Shareholder at any time prior to the annual meeting, the Nominating Shareholder shall be deemed to own only the shares held by the remaining Eligible Shareholders. No person may be a member of more than one group of persons constituting a Nominating Shareholder under this Section 10. If any Eligible Shareholder appears as a member of more than one group, such Eligible Shareholder shall be deemed to be a member of only the group that has the largest ownership position as reflected in the Nomination Notice. As used in this Section 10, (1) any reference to a "group" or "group of Eligible Shareholders" refers to any Nominating Shareholder that consists of more than one Eligible Shareholder and to all the Eligible Shareholders that make up such Nominating Shareholder; (2) "Required Shares" means 3% of the number of outstanding shares of Common Stock of the Corporation as of the most recent date for which such number is disclosed in any filing by the Corporation with the SEC prior to the submission of the Nomination Notice; and (3) an Eligible Shareholder shall be deemed to "own" only those outstanding shares of the Corporation's Common Stock as to which the shareholder possesses both (i) the full voting and investment rights pertaining to the shares and (ii) the full economic interest in (including the opportunity for profit and risk of loss on) such shares; provided that the number of shares calculated in accordance with clauses (i) and (ii) shall not include any shares (x) sold by such shareholder or any affiliate of such shareholder in any transaction that has not been settled or closed, (y) borrowed by such shareholder or any affiliate of such shareholder for any purposes or purchased by such shareholder or any affiliate of such shareholder pursuant to an agreement to resell by the shareholder or any affiliate of such shareholder or (z) subject to any option, warrant, forward contract, swap, contract of sale, other derivative or similar agreement entered into by such shareholder or any affiliate of such shareholder, whether any such instrument or agreement is to be settled with shares or with cash based on the notional amount or value of outstanding shares of the Corporation's Common Stock, in any such case which instrument or agreement has, or is intended to have, the purpose or effect of (1) reducing in any manner, to any extent or at any time in the future, such shareholder's full right to vote or direct the voting of any such shares, and/or (2) hedging, offsetting or altering to any degree gain or loss arising from the full economic ownership of such shares by such shareholder. A person shall "own" shares held in the name of a nominee or other intermediary so long as the person retains the right to instruct how the shares are voted with respect to the election of directors and possesses the full economic interest in the shares. A person's ownership of shares shall be deemed to continue during any period in which the shareholder has delegated any voting power by means of a proxy, power of attorney or other instrument or arrangement that is revocable at any time by the shareholder. A person's ownership of shares shall be deemed to continue during any period in which the person has loaned such shares, provided that the person has the power to recall such loaned shares on not more than five business days' notice. Whether outstanding shares of the Corporation's Common Stock are "owned" for these purposes shall be determined by the Board, which determination shall be conclusive and binding on the Corporation and its shareholders. "Affiliate" shall have the meaning ascribed to such term under the Exchange Act.

(D) Nomination Notice.

To nominate a Shareholder Nominee pursuant to this Section 10, the Nominating Shareholder must submit to the Secretary all of the following information and documents (in addition to the information required to be provided by paragraph (A)(2) clauses (i) and (iii) of Section 9) in a form that the Board or its designee determines acceptable (collectively, the "Nomination Notice") not less than 120 days nor more than 150 days prior to the anniversary of the date that the Corporation mailed its proxy statement for the prior year's annual meeting; provided, however, that if (and only if) the annual meeting is not scheduled to be held within a period that commences 30 days before the first anniversary date of the preceding year's annual meeting and ends 30 days after the first anniversary date of the preceding year's annual meeting, the following information shall be given in the manner provided herein by the later of the close of business on the date that is 180 days prior to an annual meeting date outside such period just previously described and the tenth (10th) day following the date on which a public announcement of the date of such meeting is first made by the Corporation (and in no event shall the adjournment or postponement of an annual meeting, or the

announcement thereof, commence a new time period (or extend any time period) for giving the following information in writing):

(1) one or more statements from the record holder(s) of the shares (and from each intermediary through which the shares are or have been held during the requisite three-year holding period) verifying that, as of a date within seven calendar days prior to the date the Nomination Notice is delivered to or mailed and received by the Corporation, the Nominating Shareholder owns, and has owned continuously for the preceding three (3) years, the Required Shares, and the Nominating Shareholder's agreement to provide, within five business days after the record date for the annual meeting, statements from the record holder(s) and intermediaries verifying the Nominating Shareholder's continuous ownership of the Required Shares through the record date, a representation and warranty from the Nominating Shareholder that it will continue to satisfy the eligibility requirements described in paragraph (C) of this Section 10 through the date of the annual meeting and a representation as to the Nominating Shareholder's intentions with respect to continuing to hold its shares of the Corporation's Common Stock for at least one year following the annual meeting;

(2) a copy of the Schedule 14N (or any successor form) relating to the Shareholder Nominee that has been filed with the SEC;

(3) a representation and warranty from the Nominating Shareholder that (1) such Nominating Shareholder (v) acquired the Required Shares in the ordinary course of business and not with the intent to change or influence control at the Corporation, and does not presently have such intent, (w) has not nominated and will not nominate for election to the Board at the annual meeting any person other than the Shareholder Nominee(s) being nominated pursuant to this Section 10, (x) has not engaged and will not engage in, and has not and will not be, a "participant" in another person's "solicitation" within the meaning of Rule 14a-1(l) under the Exchange Act in support of the election of any individual as a director at the meeting other than its Shareholder Nominee or a Board Nominee, (y) will not distribute any form of proxy for the meeting other than the form distributed by the Corporation, and (z) will provide facts, statements and other information in all communications with the Corporation and its shareholders that are or will be true and correct in all material respects and do not and will not omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading and (2)(y) the Shareholder Nominee's candidacy and, if elected, board membership does not, and would not, violate these Bylaws, the Articles of Incorporation, the listing standards of the principal exchange upon which the Corporation's Common Stock is traded (the "Listing Standards"), or any applicable state or federal law, rule or regulation and (z) the Shareholder Nominee does not have any direct or indirect relationship with the Corporation that will cause the Shareholder Nominee to be deemed not independent under the Corporation's independence standards, meets the applicable audit committee and compensation committee independence requirements under the Listing Standards, is a "non-employee director" for the purposes of Rule 16b-3 under the Exchange Act (or any successor rule), is an "outside director" for the purposes of Section 162(m) of the Internal Revenue Code (or any successor provision), is not and has not been a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses) or been convicted in such a criminal proceeding within the past ten (10) years or is subject to any order of the type specified in Rule 506(d) of Regulation D promulgated under the Securities Act of 1933, as amended (or any successor rule, "Rule 506(d)"), or Item 401(f) of Regulation S-K (or any successor item, "Item 401(f)") without reference to whether the event is material to an evaluation of the ability or integrity of the Shareholder Nominee, meets the director qualifications set forth in the Corporation's corporate governance guidelines, and is not and has not been, within the three (3) years prior to the date that the Nomination Notice delivered to or mailed and received by the Corporation, an officer or director of a competitor, as defined in Section 8 of the Clayton Antitrust Act of 1914, as amended;

(4) the following additional information from the Nominating Shareholder: the details of any relationship that existed within the past three (3) years and that would have been described pursuant to Item 6(e) of Schedule 14N (or any successor item) if it were to exist on the date of the submission of the Schedule 14N;

(5) in the case of a nomination by a Nominating Shareholder comprised of more than one Eligible Shareholder, the designation by all Eligible Shareholders comprising the Nominating Shareholder

of one Eligible Shareholder that is authorized to act on behalf of the Nominating Shareholder with respect to matters relating to the nomination, including withdrawal of the nomination;

(6) a representation and warranty and agreement from the Shareholder Nominee that he or she (1) is not and will not become a party to any agreement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the Corporation, will act or vote on any issue or question and (2) will not become a party to any compensatory, payment or other financial agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed to the Corporation;

(7) an undertaking that the Nominating Shareholder (including in the case of a group, each Eligible Shareholder in that group) agrees to (u) in the event that any information included in the Nomination Notice or any other communication by the Nominating shareholder (including with respect to any Eligible Shareholder included in a group) with the Corporation, its shareholders or any other person in connection with the nomination or election ceases to be true and accurate in all material respects (or omits a material fact necessary to make the statements made not misleading), promptly (and in any event within 48 hours of discovering such misstatement or omission) notify the Corporation and any other recipient of such communication of the misstatement or omission in such previously provided information and of the information required to correct the misstatement or omission, (v) provide immediate notice to the Corporation if the Nominating Shareholder ceases to own the Required Shares at any time prior to the date of the annual meeting or otherwise has failed to continue to satisfy the eligibility requirements of this Section 10 (including any Eligible Shareholder included in a group), (w) assume all liability stemming from an action, suit or proceeding concerning any actual or alleged legal or regulatory violation arising out of the Nominating Shareholder's or the Shareholder Nominee's communications with the Corporation, the Corporation's shareholders or any other person in connection with the nomination or election of directors, including, without limitation, the Nomination Notice and any other information that the Nominating Shareholder provided to the Corporation, (x) indemnify and hold harmless (jointly and severally with all other Eligible Shareholders, in the case of a group of Eligible Shareholders) the Corporation and each of its directors, officers and employees individually against any liability, loss or damages, expenses or other costs (including attorneys' fees) in connection with any threatened or pending action, suit or proceeding, whether legal, administrative or investigative, against the Corporation or any of its directors, officers or employees arising out of or relating to any nomination submitted by the Nominating Shareholder (including with respect to any Eligible Shareholder included in a group) or a failure or alleged failure of the Nominating Shareholder or Shareholder Nominee to comply with, or any breach or alleged breach of, its or his or her, as applicable, obligations, agreements or representations under this Section 10, (y) file with the SEC all soliciting and other materials or communications with the Corporation's shareholders relating to one or more of the Corporation's directors or Board Nominees or any Shareholder Nominee, regardless of whether any such filing is required under any rule or regulation or whether any exemption from filing is available for such materials under any rule or regulation, and (z) comply with all other applicable laws, rules, regulations and listing standards with respect to the nomination, any solicitation in connection with the meeting and the election. The inspector of elections shall not give effect to the Eligible Shareholder's votes with respect to the election of directors if the Eligible Shareholder does not comply with each of the representations obligations in this paragraph (D); and

(8) if the Nominating Shareholder so elects, a statement for inclusion in the Corporation's proxy statement for the annual meeting, not to exceed 500 words, in support of the Shareholder Nominee's candidacy (the "Statement").

The information and documents required by paragraph (D) of this Section 10 shall be (i) provided with respect to and executed by each Eligible Shareholder in the group in the case of a Nominating Shareholder comprised of a group of Eligible Shareholders; and (ii) provided with respect to the persons specified in Instructions 1 and 2 to Items 6(c) and (d) of Schedule 14N (or any successor item) (y) in the case of a Nominating Shareholder that is an entity and (z) in the case of a Nominating Shareholder that is a group that includes one or more Eligible Shareholders that are entities. The Nomination Notice shall be deemed submitted on the date on which all of the information and documents referred to in paragraph (D) of this

Section 10 (other than such information and documents contemplated to be provided after the date the Nomination Notice is provided) have been delivered to, or if sent by mail, received by the Secretary.

(E) Exceptions.

(1) Notwithstanding anything to the contrary contained in this Article IV, the Corporation may omit from its proxy materials any information or Statement concerning a Shareholder Nominee or the Board or the Chair of the meeting shall declare a nomination by a Nominating Shareholder to be invalid, and in such case no vote on such Shareholder Nominee will occur (notwithstanding that proxies in respect of such vote may have been received by the Corporation), and the Shareholder Nominee may not, after the last day on which a notice would be timely, cure in any way any defect preventing the nomination of the Shareholder Nominee, if: (1) for any meeting for which the Secretary receives a notice that the Nominating Shareholder or any other shareholder intends to nominate a candidate for election to the Board pursuant to the advance notice requirements of Section 9 and does not expressly elect at the time of providing the notice to have its nominee included in the Corporation's proxy materials pursuant to this Section 10, (2) the Nominating Shareholder (or any Eligible Shareholder within a group comprising a Nominating Shareholder) who has nominated such Shareholder Nominee has engaged in or is currently engaged in, or has been or is a "participant" in another person's, "solicitation" within the meaning of Rule 14a-1(l) under the Exchange Act in support of the election of any individual as a director at the meeting other than its Shareholder Nominee(s) or a Board Nominee, (3) the Shareholder Nominee is not independent under the Corporation's independence standards, as determined by the Board, (4) the election as a member of the Board would cause the Corporation to be in violation of these Bylaws, the Articles of Incorporation, the Listing Standards, or any applicable state or federal law, rule or regulation, (5) the Shareholder Nominee is or has been, within the past three (3) years, an officer or director of a competitor, as defined in Section 8 of the Clayton Antitrust Act of 1914, as amended, (6) the Shareholder Nominee is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses) or has been convicted in such a criminal proceeding within the past ten (10) years, (7) the Shareholder Nominee is or has been subject to any order of the type specified in Rule 506(d) or Item 401(f), (8) such Shareholder Nominee or the applicable Eligible Shareholder shall have provided information to the Corporation in respect of such nomination that was untrue in any material respect or omitted to state a material fact necessary in order to make the statement made, in light of the circumstances under which they were made, not misleading, as determined by the Board, (9) the Nominating Shareholder (or any Eligible Shareholder if the Nominating Shareholder is comprised of a group) or applicable Shareholder Nominee otherwise contravenes any of the agreements or representations made by such Nominating Shareholder or Shareholder Nominee or fails to comply with its obligations pursuant to this Article, as determined by the Board or the Chair of the meeting, (10) the Nominating Shareholder (or in the case of a Nominating Shareholder consisting of a group of Eligible Shareholders, the Eligible Shareholder that is authorized to act on behalf of the Nominating Shareholder) (or a qualified representative thereof) does not appear at the annual meeting to present any nomination submitted pursuant to this Section 10 or the Nominating Shareholder withdraws its nomination, (11) the Shareholder Nominee was nominated for election to the Board pursuant to this Section 10 at one of the Corporation's two preceding annual meetings and either withdrew from or became ineligible or unavailable for election at such annual meeting or received a vote of less than 25% of the shares of the Corporation's Common Stock entitled to vote for such Shareholder Nominee, or (12) the Corporation is notified or the Board or its designee determines that a Nominating Shareholder has failed to continue to satisfy the eligibility requirements described in this Section 10, any of the representations and warranties made in the Nomination Notice ceases to be true and accurate in all material respects (or omits a material fact necessary to make the statement not misleading), the Shareholder Nominee becomes unwilling or unable to serve on the Board or any material violation or breach occurs of any of the obligations, agreements, representations or warranties of the Nominating Shareholder (or any Eligible Shareholder if the Nominating Shareholder is comprised of a group) or the Shareholder Nominee under this Section 10. For the purposes of this Section 10, to be considered a qualified representative, a person must be a duly authorized officer, manager or partner of such shareholder or must be authorized by a writing executed by such shareholder or an electronic transmission delivered by such shareholder to act for such shareholder as proxy at the annual meeting and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the annual meeting.

(2) Notwithstanding anything to the contrary contained in this Section 10, the Corporation may omit from its proxy statement, or may supplement or correct, any information, including all or any portion of the Statement included in the Nomination Notice, if the Board or its designee determines that: (A) such information is not true in all material respects or omits a material statement necessary to make the statements made not misleading; (B) such information directly or indirectly impugns the character, integrity or personal reputation of, or directly or indirectly makes charges concerning improper, illegal or immoral conduct or associations, without factual foundation, with respect to, any individual, corporation, association or other entity, organization or governmental authority; (C) the inclusion of such information in the proxy statement would otherwise violate the proxy rules of the SEC or any other applicable law, rule or regulation, or (D) the inclusion of such information in the proxy statement would impose a material risk of liability upon the Corporation. The Corporation may solicit against, and include in the proxy statement its own statement relating to, any Shareholder Nominee.

(F) Further Information.

In addition to the information required to be provided by the Eligible Shareholder by Sections 9 and 10 of this Article IV each Shareholder Nominee and each Board Nominee shall provide to the Secretary, within two weeks of receipt of the Secretary's written request therefore, the following information: (i) a completed copy of the Corporation's form of director's questionnaire and any other information as the Board or its designee may in good faith request, (ii) the consent of the Shareholder Nominee to the Corporation engaging in a background investigation of the Shareholder Nominee, including the possible use of one or more third parties to assist with the investigation and (iii) if not previously disclosed, disclosure of compensatory payments from or other financial agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director of the Corporation.

(G) Board of Director's Authority.

The Board (and any designee of the Board) shall have the power and authority to interpret this Section 10 and to make any and all determinations necessary or advisable to apply this section to any persons, facts or circumstances, including the power to determine whether one or more shareholders qualifies as an Eligible Shareholder, whether a Nomination Notice complies with this section and has otherwise met the requirements of this section, whether a Shareholder Nominee satisfies the qualifications and requirements of this section and whether any and all requirements of this section have been satisfied. Any such interpretation or determination adopted in good faith by the Board (or any designee of the Board) shall be binding on all persons, including the Corporation and its shareholders (including any beneficial owners). This Section 10 shall provide the exclusive method for shareholders to include nominees for the Board in the Corporation's proxy materials.

ARTICLE V: DIRECTORS

Section 1 - Number: The Board shall consist of not less than seven (7) nor more than seventeen (17) members, as fixed from time to time by resolution of the Board.

Section 2 - Election; Eligibility: The Directors shall be elected annually at the annual meeting of the shareholders or at any adjournment or postponement thereof. Subject to the rights of the holders of any series of Preferred Stock to elect directors, no person shall be eligible for election or appointment as a director unless such person has, within ten (10) days following any reasonable request therefor from the Board or any committee thereof, made himself or herself available to be interviewed by the Board (or any committee or other subset thereof) with respect to such person's qualifications to serve as a director or any other matter reasonably related to such person's candidacy or service as a director of the Corporation.

Section 3 - Term of Office: Subject to the provisions of the Articles of Incorporation and unless otherwise provided by law, the Directors shall hold office from the date of their election until the next succeeding annual meeting and until their successors are elected and shall qualify or until his or her resignation or removal.

Section 4 - Vacancies: Any vacancy or vacancies in the Board arising from any cause may be filled by the affirmative vote of a majority of the Directors then in office although less than a quorum. An increase in the number of members shall be construed as creating a vacancy.

Section 5 - Chairman of the Board/Presiding Director: The Board shall have a Chairman who shall be chosen from among the Board. If the Board elects a Presiding Director, the Presiding Director shall be elected from among the independent Directors.

ARTICLE VI: DIRECTORS' MEETINGS

Section 1 - Organization Meeting: As soon as possible after their election, the Board shall meet and organize and may also transact other business.

Section 2 - Other Meetings: Meetings of the Board may be held at any time upon call of the Secretary or an Assistant Secretary made at the direction of the Chairman of the Board, the Presiding Director, a majority of the Board or the President.

Section 3 - Place of Meeting: All meetings of Directors shall be held at such place as may be designated in the call therefore.

Section 4 - Notice: A reasonable notice of all meetings, in writing or otherwise, shall be given to each Director or sent to the Director's residence or place of business; provided, however, that no notice shall be required for an organization meeting if held on the same day as the shareholders' meeting at which Directors were elected.

No notice of the holding of an adjourned or postponed meeting shall be necessary.

Notice of all meetings shall specify the time and place of holding the meeting and unless otherwise stated any and all business may be transacted at any such meeting.

Notice of the time, place and purpose of any meeting may be waived in writing either before or after the holding thereof.

Section 5 - Quorum: At all meetings of the Board, a majority of the Board then in office shall constitute a quorum but a majority of the Directors present may convene and adjourn or postpone any such meeting from time to time until a quorum shall be present.

Section 6 - Voting: All questions coming before any meeting of the Board for action shall be decided by a majority vote of the Directors present at such meeting, unless otherwise provided by law, the Articles of Incorporation or by these Bylaws.

Section 7 - Participation by Communications Equipment: A Director or a member of a Committee designated by the Board may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 8 - Action Without Meeting: Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board or a Committee thereof, may be taken without a meeting if, before or after the action, all members of the Board or of the Committee consent thereto in writing or by electronic transmission. The written and/or electronic consents shall be filed with the minutes of the proceedings of the Board or Committee, and the consents shall have the same effect as a vote of the Board or Committee for all purposes.

ARTICLE VII: EXECUTIVE AND OTHER COMMITTEES

Section 1 - Number and Qualifications: By resolution passed by a majority of the whole Board, the Board may from time to time designate one or more of their number to constitute an Executive or any other Committee of the Board, as the Board may from time to time determine to be desirable, and may fix the number of members and designate the Chair of each such Committee, except that the Audit Committee shall consist of not less than three and the Compensation and Human Resources Committee shall consist of not less than two independent members of the Board. Except as provided by law, the powers of each such Committee shall be as defined in the resolution or resolutions of the Board relating to the authorization of such Committee, and may include, if such resolution or resolutions so provide, the power and authority to declare a dividend or to authorize the issuance of shares of stock of the Corporation.

Section 2 - Appointment: The appointment of members of each such Committee, or other action respecting any Committee, may take place at any meeting of the Directors.

Section 3 - Term of Office: The members of each Committee shall hold office at the pleasure of the Board.

Section 4 - Vacancies: Any vacancy or vacancies in any such Committee arising from any cause shall be filled by resolution passed by a majority of the whole Board. By like vote the Board may designate one or more Directors to serve as alternate members of a Committee, who may replace an absent or disqualified member at a meeting of a Committee; provided, however, in the absence or disqualification of a member of a Committee, the members of the Committee present at a meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another member of the Board to act in the place of the absent or disqualified member.

Section 5 - Minutes: Except as provided in Section 2 of Article X hereof or as otherwise determined by the Board, each such Committee shall make a written report or recommendation following its meetings or keep minutes of all its meetings.

Section 6 - Quorum: At all meetings of any duly authorized Committee of the Board, a majority of the members of such Committee shall constitute a quorum but a majority of the members present may convene and adjourn or postpone any such meeting from time to time until a quorum shall be present; provided, that with respect to any Committee of the Board other than the Executive Committee, if the membership of such Committee is four (4) or less, then two (2) members of such Committee shall constitute a quorum and one member may convene and adjourn or postpone any such meeting from time to time until a quorum shall be present.

ARTICLE VIII: OFFICERS

Section 1 - Election: The officers shall be chosen by the Board. The Corporation shall have a President, a Secretary and a Treasurer, and such other officers as the Board may from time to time determine, who shall have respectively such duties and authority as may be provided by these Bylaws or as may be provided by resolution of the Board not inconsistent herewith. Any two (2) or more of such offices may be held by the same person but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law, by the Articles of Incorporation or by these Bylaws to be executed, acknowledged or verified by two (2) or more officers.

Section 2 - Vacancies: Any vacancy or vacancies among the officers arising from any cause shall be filled by the Board. In case of the absence of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, the powers or duties, or any of them, of any officer to any other officer or to any Director.

Section 3 - Term of Office: Each officer of the Corporation shall hold office until a successor is chosen and qualified, or until the officer's resignation or removal. Any officer appointed by the Board may be removed at any time by the Board with or without cause.

Section 4 - Compensation: The compensation of the officers shall be fixed by a committee of the Board composed of independent directors as defined by applicable law and regulation.

ARTICLE IX: AGENTS

Section 1 - Resident Agent: The Corporation shall have and continuously maintain a resident agent, which may be either an individual resident in the State of Michigan whose business office is identical with the Corporation's registered office or a Michigan corporation or a foreign corporation authorized to transact business in Michigan and having a business office identical with the Corporation's registered office. The Board shall appoint the resident agent.

Section 2 - Other Agents: The Board may appoint such other agents as may in their judgment be necessary for the proper conduct of the business of the Corporation.

ARTICLE X: POWERS AND DUTIES

Section 1 - Directors: The business and affairs of the Corporation shall be managed by the Board which shall have and exercise all of the powers and authority of the Corporation except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws.

Section 2 - Executive Committee: In the interim between meetings of the Board, the Executive Committee shall have and exercise all the powers and authority of the Board except as otherwise provided by law. The Executive Committee shall meet from time to time on the call of the Chairman of the Board, the Chair of the Committee or a majority of the Committee members. The Secretary shall keep minutes in sufficient detail to advise fully the Board of the actions taken by the Committee and shall submit copies of such minutes to the Board for its approval or other action at its next meeting.

Section 3 - Chairman of the Board: The Chairman of the Board shall preside at all meetings of Directors and shareholders; and shall perform and do all acts and things incident to the position of Chairman of the Board and such other duties as may be assigned from time to time by the Board or the Executive Committee of the Board.

Section 4 - Presiding Director: The authority, duties and responsibilities of the Presiding Director are as follows: (1) convene and chair meetings of the independent directors in executive session no less than once each year; (2) preside at meetings of the Board and of the shareholders at which the Chairman of the Board is not present, including executive sessions of the independent directors; (3) solicit independent directors for advice on agenda items for meetings of the Board; (4) serve as a liaison between the Chairman of the Board, the President and the independent directors; and (5) perform such other duties as may be assigned by the Board from time to time.

Section 5 - President: The President shall be the chief executive officer of the Corporation as determined by the Board and, subject to the supervision of the Board and of the Executive Committee, shall have general charge of the business and affairs of the Corporation; shall perform and do all acts and things incident to such position and such other duties as may be assigned from time to time by the Board or the Executive Committee. Unless otherwise provided by the Board or the Executive Committee, the President shall have full power and authority on behalf of the Corporation to execute any shareholder, member or partnership consents and to attend and act and to vote in person or by proxy at any meetings of shareholders, members or partners of any entity in which the Corporation may own stock or an interest and at any such meeting shall possess and may exercise any and all the rights and powers incident to the ownership of such stock or interest and which, as the owner thereof, the Corporation might have possessed and exercised if present. If the President shall not exercise such powers, or in the absence or inability to act of the President, any Vice President may exercise such powers. The Board or Executive Committee by resolution from time to time may confer like powers upon any other person or persons. In the absence of the Chairman of the Board and the Presiding Director, the President shall preside at meetings of Directors.

Section 6 - Vice Presidents: Vice Presidents, if any, shall perform such of the duties of the Chairman of the Board or the President on behalf of the Corporation as may be respectively assigned to them from time to time by the Board, the Executive Committee, or the President. The Board or Executive Committee may designate one or more of the Vice Presidents as Executive Vice President or Senior Vice President.

Section 7 - Controller: Subject to the control of the Board, the Executive Committee, the Chairman of the Board, the President and the Vice President having general charge of accounting, the Controller, if any, shall have charge of the supervision of the accounting system of the Corporation, including the preparation and filing of all tax returns and financial reports required by law to be made to any and all public authorities and officials; and shall perform such other duties as may be assigned, from time to time, by the Board, the Executive Committee, the President, or Vice President having general charge of accounting.

Section 8 - Treasurer: It shall be the duty of the Treasurer to have the care and custody of all the funds and securities, including the investment thereof, of the Corporation which may come into the Treasurer's hands, and to endorse checks, drafts and other instruments for the payment of money for deposit or collection when necessary or proper and to deposit the same to the credit of the Corporation in such bank or banks or depository as may be designated, may endorse all commercial documents requiring endorsements for or on behalf of the Corporation, may sign all receipts and vouchers for the payments made to the Corporation, shall render an account of transactions to the Board or the Executive Committee as often as the Board or the Committee shall require, and shall perform all acts incident to the position of Treasurer, subject to the control of the Board, the Executive Committee, the Chairman of the Board or the President.

Section 9 - Secretary: The Secretary shall act as custodian of and record the minutes of all meetings of the Board, of the Executive Committee, of the shareholders and of any Committees of the Board which keep formal minutes; shall attend to the giving and serving of all notices of the Corporation; shall prepare or cause to be prepared the list of shareholders required to be produced at any meeting; shall attest the seal of the Corporation upon all contracts and instruments executed under such seal, shall affix or cause to be affixed the seal of the Corporation thereto and to all certificates of shares of the capital stock, shall have charge of the stock records of the Corporation, and shall, in general, perform all the duties of Secretary, subject to the control of the Board, the Executive Committee, the Chairman of the Board, or the President.

Section 10 - General Counsel: The General Counsel, if any, shall have charge of all matters of a legal nature involving the Corporation.

Section 11 - Assistant Controllers, Assistant Secretaries and Assistant Treasurers: An Assistant Controller, an Assistant Secretary or an Assistant Treasurer, if any, shall, in the absence or inability to act or at the request of the Controller, Secretary or Treasurer, respectively, perform the duties of the Controller or Secretary or Treasurer, respectively, and shall perform such other duties as may from time to time be assigned by the Board, the Executive Committee, or the President. The performance of any such duty shall be conclusive evidence of right to act.

Section 12 - Chief Financial Officer and Chief Accounting Officer: The Board or the Executive Committee may from time to time designate officers of the Corporation to be the Chief Financial Officer and the Chief Accounting Officer of the Corporation.

ARTICLE XI: STOCK

Section 1 - Certificated and Uncertificated Shares: The shares of stock of the Corporation may be either certificated shares or uncertificated shares or a combination thereof. A resolution approved by a majority of the directors may provide that some or all of any or all classes and series of the shares of the Corporation will be uncertificated shares. Every owner of certificated shares of the Corporation shall be entitled to a certificate, to be in such form as shall be prescribed by law, the Articles of Incorporation or by these Bylaws. Each certificate shall be numbered and shall be entered on the stock records of the Corporation and registered as they are issued, and shall be signed, in the name of the Corporation, by the President or one of the Vice Presidents and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary; and shall

be sealed with the seal of the Corporation or a facsimile thereof, or by such officers as the Board may designate.

Section 2 - Facsimile Signatures: When a certificate is countersigned (1) by a transfer agent, or (2) by a transfer clerk acting on behalf of the Corporation and a registrar, the signatures of any such President, Vice President, Treasurer, Assistant Treasurer, Secretary or Assistant Secretary may be facsimile. In case any officer or officers who have signed, or whose facsimile signature or signatures have been used on any such certificate or certificates shall cease to be such officer or officers of the Corporation before such certificate or certificates have been delivered by the Corporation, such certificate or certificates may nevertheless be adopted by the Corporation and be issued and delivered as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures have been used thereon had not ceased to be such officer or officers of the Corporation.

Section 3 - Stock - Preferred and Common: The designations, relative rights, preferences, limitations and voting powers, or restrictions, or qualifications of the shares of Preferred Stock and Common Stock of the Corporation shall be as set forth in the Articles of Incorporation.

Section 4 - Replacing Certificates: In case of the alleged loss, theft or destruction of any certificate of shares of stock and the submission of proper proof thereof, a new certificate may be issued in lieu thereof upon delivery to the Corporation by the owner or legal representative of a bond of indemnity against any claim that may be made against the Corporation on account of such alleged lost, stolen or destroyed certificate or such issuance of a new certificate.

Section 5 - Stock Records and Transfers of Stock: Transfers of shares of stock of the Corporation shall be made by the transfer agent and registrar on the books of the Corporation after receipt of a request with proper evidence of succession, assignment, or authority to transfer by the record holder of such stock, or by an attorney lawfully constituted in writing, and, in the case of stock represented by a certificate, upon surrender of the certificate duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer. Subject to the foregoing, the Board shall have power and authority to adopt resolutions as it shall deem necessary or appropriate concerning the issue, transfer, and registration of shares of stock of the Corporation, and to appoint and remove transfer agents and registrars of transfers.

The Board may fix a date preceding the date fixed for any meeting of the shareholders or any dividend payment date or the date for the allotment of rights or the date when any change, conversion or exchange of stock shall go into effect or the date for any other action, as the record date for the determination of the shareholders entitled to notice of and to vote at such meeting or to receive payment of such dividend or to receive such allotment of rights or to exercise such rights in respect of any such change, conversion or exchange of stock or to take such other action, as the case may be, notwithstanding any transfer of shares on the records of the Corporation or otherwise after any such record date fixed as aforesaid. The record date so fixed by the Board shall not be more than sixty (60) nor less than ten (10) days before the date of the meeting of the shareholders, nor more than sixty (60) days before any other action. If the Board does not fix a date of record, as aforesaid, the record date shall be as provided by law.

Section 6 - Registered Shareholders: The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and shall be entitled to hold liable for calls and assessments a person so registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by applicable statute.

ARTICLE XII: AUTHORIZED SIGNATURES

Section 1 - Authorized Signatures: All checks, drafts and other negotiable instruments issued by the Corporation shall be made in the name of the Corporation and shall be signed manually or signed by facsimile signature by such one of the officers of the Corporation or such other person as the President, any Executive or Senior Vice President, the Controller, the Treasurer or the Secretary may from time to time designate.

ARTICLE XIII: INSURANCE

Section 1 - Insurance: The Corporation may purchase and maintain liability insurance, to the full extent permitted by law, 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.

ARTICLE XIV: AMENDMENTS OF BYLAWS

Section 1 - Amendments, How Effected: These Bylaws may be amended or repealed, or new Bylaws may be adopted, either by the majority vote of the votes cast by the shareholders entitled to vote thereon or by the majority vote of the Directors then in office at any meeting of the Directors.

Amended and Restated November 13, 2026