REGULATIONS

OF

WXYZ Services, Inc.
an Ohio Corporation

ARTICLE I

Shareholders

Section 1.1. Annual Meetings. An annual meeting of shareholders of the Ohio corporation set forth above (the "Corporation") shall be held for the election of directors on a date and at a time and place either within or without the state of Ohio fixed by resolution of the Board of Directors (sometimes referred to as the "Board"). Any other proper business may be transacted at the annual meeting, except as limited by any notice or other requirements under the Ohio Revised Code.

Section 1.2. Special Meetings. Special meetings of the shareholders may be called at any time by the President, Chairperson of the Board, the Board or the holders of not less than 25% of the outstanding shares entitled to vote at the meeting. Such meeting will be held on a date and at a time and place either within or without the state of Ohio as may be stated in the notice of the meeting.

Section 1.3. Notice of Meetings. Whenever shareholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than 7 but not more than 60 days before the date of the meeting to each shareholder entitled to vote thereat. Such notice shall state the time, place, if any, and purposes of the meeting of the shareholders, and the means, if any, by which shareholders can be present and vote at the meeting through the use of communications equipment and shall be given either by personal delivery or by mail, overnight delivery service, or any other means of communication authorized by the shareholder to whom the notice is given. The notice of any meeting at which directors are to be elected shall include a list of the names of the nominees intended at the time of the mailing of the notice to be presented by the Board for election.

Notice of a shareholders' meeting or any report shall be given either personally or by first-class mail or other means of written communication, addressed to the shareholder at the address of such shareholder appearing on the books of the Corporation or given by the shareholder to the Corporation for the purpose of notice. The notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication.

SAMPLE
legalzoom.com®

Section 1.4. Adjournments. When a shareholders' meeting is adjourned to another time or place, except as otherwise provided in this Section 1.4, notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than 45 days, or if after the adjournment a new record date is fixed for the adjourned meeting, then a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

Section 1.5. Validating Meeting of Shareholders; Waiver of Notice. The transactions of any meeting of shareholders, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by law to be included in the notice but not so included, if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of shareholders need be specified in any written waiver of notice, consent to the holding of the meeting or approval of the minutes thereof, except as required by the Ohio Revised Code.

Section 1.6. Quorum. A majority of the shares entitled to vote, represented in person, by proxy, or by the use of communications equipment shall constitute a quorum at a meeting of the shareholders, except as otherwise provided by Ohio law or by the articles of incorporation of the Corporation (the "Articles of Incorporation") or by the regulations of the Corporation (the "Regulations"). The shareholders present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough shareholders to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum. In the absence of a quorum, any meeting of shareholders may be adjourned from time to time by the vote of a majority of the shares represented either in person or by proxy, but no other business may be transacted, except as provided in this Section 1.6.

Section 1.7. Organization. Meetings of shareholders shall be presided over by the Chairperson of the Board, if any, or in the absence of the Chairperson of the Board by the Vice Chairperson of the Board, if any, or in the absence of the Vice Chairperson of the Board by the President, or in the absence of the foregoing persons by a chairperson designated by the Board of Directors, or in the absence of such designation

SAMPLE

by a chairperson chosen at the meeting. The Secretary, or in the absence of the Secretary, an Assistant Secretary, shall act as secretary of the meeting, or in their absence the chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 1.8. Voting. Unless otherwise provided in the Articles of Incorporation, each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote of shareholders.

Any holder of shares entitled to vote on any matter may vote part of the shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal, other than elections to office, but, if the shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote.

At all elections of directors, the candidates receiving the greatest number of votes shall be elected. In all other matters, unless otherwise provided by Ohio law or by the Articles of Incorporation or the Regulations, the affirmative vote of the holders of a majority of the shares entitled to vote on the subject matter at a meeting in which a quorum is present shall be the act of the shareholders. Where a separate vote by class or classes is required, the affirmative vote of the holders of a majority of the shares of such class or classes at a meeting in which a quorum is present shall be the act of such class or classes, except as otherwise provided by Ohio law or by the Articles of Incorporation or the Regulations.

Section 1.9. Cumulative Voting for Directors. Each shareholder has the right to vote cumulatively if notice in writing is given by any shareholder to the President, a Vice President, or the Secretary of the Corporation, not less than 48 hours before the time fixed for holding a meeting of the shareholders for the purpose of electing directors if notice of the meeting has been given at least 10 days before the meeting, and, if the 10 days' notice has not been given, not less than 24 hours before such meeting time, that a shareholder desires that the voting at such election shall be cumulative, provided that an announcement of the giving of such notice is made upon the convening of the meeting by the Chairperson of the Board or Secretary or by or on behalf of the shareholder giving such notice. Unless the Articles of Incorporation provide that no shareholder of the Corporation may cumulate the shareholders voting power, each shareholder has the right, subject to the notice requirements contained above, to cumulate his or her voting power and to give 1 candidate as many votes as the number of directors to be elected multiplied by the number of his or her votes, or to distribute his or her votes on the same principle among 2 or more candidates.

Section 1.10. Shareholder's Proxies. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his or her duly authorized attorney-in-fact. Any transmission that creates a record capable of authentication, including, but not limited to, a telegram, a cablegram, electronic mail, or

legalzoom.com SAMPLE

an electronic, telephonic, or other transmission, that appears to have been transmitted by a shareholder, and that appoints a proxy is a sufficient verifiable communication to appoint a proxy. A photographic, photostatic, facsimile transmission, or equivalent reproduction of a writing that is signed by a shareholder and that appoints a proxy is a sufficient writing to appoint a proxy. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto, except as otherwise provided in this Section 1.10. Such revocation may be effected by a writing delivered to the Corporation stating that the proxy is revoked or by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or as to any meeting by attendance at such meeting and voting in person by the person executing the proxy.

Section 1.11. Inspectors. In advance of any meeting of shareholders the Board may appoint inspectors of election to act at the meeting and any adjournment thereof. If inspectors of election are not so appointed, the chairperson of any such meeting may and, on the request of any shareholder or his or her proxy, shall make such appointment at the meeting. The inspectors of election shall do all such acts as may be proper to conduct the election or vote with fairness to all shareholders, and shall make a written report of any matter determined by them and execute a certificate of any fact found by them, if requested by the chairperson of the meeting or any shareholder or his or her proxy.

Section 1.12. Fixing Date for Determination of Shareholders of Record. In order that the Corporation may determine the shareholders entitled to notice of any meeting or to vote or to express consent to corporate action in writing without a meeting or entitled to receive payment of any dividend or other distribution or allotment of any rights or entitled to exercise any rights in respect of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than 60 nor less than 10 days prior to the date of such meeting nor more than 60 days prior to any other action.

If no record date is fixed: (1) the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held; (2) the record date for determining shareholders entitled to give consent to corporate action in writing without a meeting, when no prior action by the Board has been taken, shall be the day on which the first written consent is given; and (3) the record date for determining shareholders for any other purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto or the 60th day prior to the date of such other action, whichever is later. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

legalzoom.com SAMPLE

Section 1.13. List of Shareholders. The officer or agent having charge of the transfer books for shares of the Corporation shall make, at least five days before each meeting of shareholders, a complete list of the shareholders entitled to vote at the meeting (being shareholders of record on the date fixed as a record date, or if no record date be fixed, then of record 10 days next preceding the date of the meeting), arranged in alphabetical order, with the address of and the number of shares held by each, which list shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting.

Section 1.14. Consent of Shareholders in Lieu of Meeting. Except as otherwise provided in the Articles of Incorporation or under the Ohio Revised Code, any action which may be taken at any annual or special meeting of the shareholders may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, shall be signed by the holders of all outstanding shares entitled to vote thereon.

legalzoom.com SAMPLE

ARTICLE II

Board of Directors

Section 2.1. Powers; Number; Qualifications. The business and affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by or under, the direction of the Board of Directors, except as otherwise provided in the Regulations or in the Articles of Incorporation. The number of directors shall be not less than three, provided that where all shares of a Corporation are owned of record by one or two shareholders, the number of directors may be less than three but not less than the number of shareholders. The number of directors comprising the Board of Directors shall be **one.** Directors shall be natural persons of full age and need not be shareholders in the Corporation.

Section 2.2. Election; Term of Office; Resignation; Vacancies. At each annual meeting of shareholders, directors shall be elected to hold office until the next annual meeting. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. Any director may resign effective upon giving written notice to the Chairperson of the Board, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Subject to the provisions of the Ohio Revised Code, any director may be removed with or without cause at any time by the shareholders of the Corporation at a special meeting called for such purpose. In addition, any director may be removed for cause by action of the Board.

Unless otherwise provided in the Articles of Incorporation or the Regulations and except for a vacancy caused by the removal of a director, vacancies on the Board may be filled by appointment by the Board. The shareholders may elect a director at any time to fill a vacancy not filled by the Board of Directors.

Section 2.3. Regular Meetings. Meetings of the Board may be called by the Chairperson of the Board or the President on at least two days' written notice to each director, either personally or by mail, email or by telegram. Meetings of the Board also shall be called by the President or Secretary in like manner and on like notice on the written request of any two directors if there are three or more directors holding a position on the Board or, on the written request of any single director if there are less than three directors holding a position on the Board. Meetings may be held at such times and places as may be designated in the notices of their call, or they may be held at any time or place, without notice, by the presence of all directors.

Section 2.4. Special Meetings; Notice of Meetings; Waiver of Notice. Special meetings of the Board of Directors may be held at any time or place within or without the state of Ohio whenever called by the Chairperson of the Board, by the Vice Chairperson of the Board, if any, or by any two directors. Subject to any greater notice requirements set forth in the Ohio Revised Code, special meetings shall be held on at least two days' notice by mail, email or notice delivered personally or by telephone, telegraph or any other means of communication authorized by the Ohio Revised Code. Notice delivered personally or by telephone may be transmitted to a person at the director's office who can reasonably be expected to deliver such notice promptly to the director.

Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board.

Section 2.5. Participation in Meetings by Conference Telephone Permitted. Members of the Board, or any committee designated by the Board, may participate in a meeting of the Board or of such committee, as the case may be, through the use of conference telephone or similar communications equipment permitted by the Ohio Revised Code, so long as all members participating in such meeting can hear one

SAMPLE
legalzoom.com®

another, and participation in a meeting pursuant to this Section 2.5 shall constitute presence in person at such meeting.

Section 2.6. Quorum; Adjournment; Vote Required for Action. At all meetings of the Board of Directors a majority of the authorized number of directors shall constitute a quorum for the transaction of business. Subject to the provisions of the Ohio Revised Code, every act or decision done or made by a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board unless the Articles of Incorporation or the Regulations shall require a vote of a greater number.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 2.7. Organization. Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or in the absence of the Chairperson of the Board by the Vice Chairperson of the Board, if any, or in their absence by a chairperson chosen at the meeting. The Secretary, or in the absence of the Secretary an Assistant Secretary, shall act as secretary of the meeting, but in the absence of the Secretary and any Assistant Secretary, the chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 2.8. Action by Directors Without a Meeting. Any action required or permitted to be taken by the Board of Directors, or any committee thereof, may be taken without a meeting if all members of the Board or of such committee, as the case may be, shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall be as valid a corporate action as though it had been authorized at a meeting of the Board.

Section 2.9. Compensation of Directors. The Board of Directors shall have the authority to fix the compensation of directors for services in any capacity.

ARTICLE III

Executive and Other Committees

Section 3.1. Executive and Other Committees of Directors. The Board of Directors, by resolution adopted by a majority of the authorized number of directors, may designate an executive committee and other committees, each consisting of two or more directors, to serve at the pleasure of the Board, and each of which, to the extent provided

legalzoom.com®
SAMPLE

in the resolution but subject to the Ohio Revised Code, shall have all the authority of the Board.

The Board of Directors may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Unless the Board of Directors otherwise provides, each committee designated by the Board may adopt, amend and repeal rules for the conduct of its business. In the absence of a provision by the Board of Directors or a provision in the rules of such committee to the contrary, each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article II of the Regulations. Each committee shall keep regular minutes of its proceedings and report the same to the Board when required.

ARTICLE IV

Officers

Section 4.1. Officers; Election. As soon as practicable after the annual meeting of shareholders in each year, the Board of Directors shall elect a President, a Treasurer and a Secretary. The Board may also elect one or more Vice Presidents, one or more Assistant Secretaries, and such other officers as the Board may deem desirable or appropriate from time to time and may give any of them such further designations or alternate titles as it considers desirable. Any number of offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

Section 4.2. Term of Office; Resignation; Removal; Vacancies. Except as otherwise provided in the resolution of the Board of Directors electing any officer, each officer shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any officer may resign at any time upon written notice to the Board or to the Chairperson of the Board or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. The Board may remove any officer with or without cause at any time. Any such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation, but the election of an officer shall not of itself create contractual rights. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board.

Section 4.3. Powers and Duties. The officers of the Corporation shall have such powers and duties in the management of the Corporation as shall be stated in the Regulations or in a resolution of the Board of Directors which is not inconsistent with

legalzoom.com SAMPLE

the Regulations and, to the extent not so stated, as generally pertain to their respective offices, subject to the control of the Board. The Secretary shall have the duty to record the proceedings of the meetings of the shareholders, the Board of Directors and any committees in a book to be kept for that purpose.

Section 4.4. Salaries. The salaries, compensation and other benefits, if any, of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the Corporation.

ARTICLE V

Forms of Certificates; Loss and Transfer of Shares

Section 5.1. Forms of Certificates. Every holder of shares in the Corporation shall be entitled to have a certificate in the name of the registered holder, signed in the name of the Corporation by (1) the President, any Vice President, Chairperson of the Board or Vice Chairperson, and (2) by the Chief Financial Officer, Treasurer, Assistant Treasurer, Secretary or Assistant Secretary, of the Corporation, certifying the number of shares and the class or series of shares owned by such shareholder. The certificates for shares of the Corporation shall be numbered and registered in a share register as they are issued. If such certificate is manually signed by one officer or manually countersigned by a transfer agent or by a registrar, any other signature on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue.

Section 5.2. Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates. The Corporation may issue a new share certificate or a new certificate for any other security in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it (including any expense or liability) on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

Section 5.3 Transfers of Shares. The Board may from time to time appoint such transfer agents or registrars of shares as it may deem advisable, and may define their powers and duties. Upon surrender to the Corporation, or its transfer agent, of a share certificate duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, a new certificate or certificates shall be issued in

legalzoom.com® SAMPLE

accordance with the directions therein contained and the old certificate shall be cancelled and the transaction shall be recorded upon the books of the Corporation.

Section 5.4 Registered Shareholders. The Corporation shall be entitled to treat any person in whose name any share or shares stand of record on its books as the absolute owner thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, and shall not be liable for any registration or transfer of shares which are registered or to be registered in the name of a fiduciary, or the nominee of a fiduciary, unless made with actual knowledge that a fiduciary or nominee of a fiduciary is committing a breach of trust in requesting such registration or transfer, or with knowledge of such facts that its participation therein amounts to bad faith.

ARTICLE VI

Records and Reports

Section 6.1. Shareholder Records. The Corporation shall keep at its principal executive office or at the office of its transfer agent or registrar a record of the names and addresses of all shareholders and the number and class of shares held by each shareholder.

Section 6.2. Corporate Documents and the Regulations. The Corporation shall keep at its principal executive office the original or a copy of the Articles of Incorporation and the Regulations as amended to date, which shall be open to inspection by the shareholders at all reasonable times during office hours. The Corporation shall, upon the written request of any shareholder, furnish to that shareholder a copy of the Articles of Incorporation or the Regulations as amended to date.

Section 6.3. Minutes and Accounting Records. The minutes of proceedings of the shareholders, the Board of Directors, and committees of the Board, and the accounting books and records shall be kept at the principal executive office of the Corporation, or at such other place or places as designated by the Board of Directors. The minutes shall be kept in written form, and the accounting books and records shall be kept either in written form or in a form capable of being converted into written form.

Section 6.4. Inspection by Directors. Subject to applicable Ohio law, every director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations for purposes relating to his or her status as director. This inspection by a director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

legalzoom.com SAMPLE

Section 6.5. Annual Report to Shareholders. Subject to the Ohio Revised Code, at the annual meeting of shareholders, or the meeting held in lieu thereof, the Corporation shall lay before the shareholders a financial statement consisting of:

(a) A balance sheet containing a summary of the assets, liabilities, stated capital, if any, and surplus (showing separately any capital surplus arising from unrealized appreciation of assets, other capital surplus, and earned surplus) of the Corporation as of the end of the Corporation's most recent fiscal year, except that, if consolidated financial statements are laid before the shareholders, the consolidated balance sheet shall show separately or disclose by a note the amount of the consolidated surplus that does not constitute earned surplus of the Corporation or any of its subsidiaries and that is not classified as stated capital or capital surplus on the consolidated balance sheet; and

(b) A statement of profit and loss and surplus, including a summary of profits, dividends or distributions paid, and other changes in the surplus accounts of the Corporation for the period commencing with the date marking the end of the period for which the last preceding statement of profit and loss required under this Section was made and ending with the date of said balance sheet, or in the case of the first statement of profit and loss, from the incorporation of the Corporation to the date of said balance sheet.

The financial statement shall have appended thereto an opinion signed by the President or a Vice President or the Treasurer or an Assistant Treasurer of the Corporation, or by a public accountant or firm of public accountants, to the effect that the financial statement fairly presents the position of the Corporation and the results of its operations in conformity with generally accepted accounting principles applied on a consistent basis with that of the preceding period or to the effect that the financial statements have been prepared on the basis of accounting practices and principles that are reasonable under the circumstances.

Section 6.6. Financial Statements. The Corporation shall keep a copy of each annual financial statement, quarterly or other periodic income statement, and accompanying balance sheets prepared by the Corporation on file in the Corporation's principal office for 12 months; these documents shall be exhibited at all reasonable times, or copies provided, to any shareholder within five days after receipt of written demand or as otherwise required by the Ohio Revised Code.

Section 6.7. Form of Records. Any records maintained by the Corporation in the regular course of its business, with the exception of minutes of the proceedings of the shareholders, and of the Board and its committees, but including the Corporation's stock ledger and books of account, may be kept on, or be in the form of magnetic tape, photographs, microphotographs or any other information storage device, provided that the records so kept can be converted into clearly legible form within a

SAMPLE
legalzoom.com

reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

ARTICLE VII

Miscellaneous

Section 7.1. Principal Executive or Business Offices. The Board of Directors shall fix the location of the principal executive office of the Corporation at any place either within or without the state of Ohio.

Section 7.2. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 7.3. Seal. The Corporation may have a corporate seal which shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board. The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 7.4. Indemnification. The Corporation shall have the power to indemnify, to the maximum extent and in the manner permitted by the Ohio Revised Code, each of its directors, officers, employees and agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any actual or threatened proceeding arising, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that such person is or was an agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise.

Section 7.5. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.6. Dividends. The Board of Directors may from time to time declare, and the Corporation may pay dividends on its outstanding shares in the manner and upon the terms and conditions provided by Ohio law and its Articles of Incorporation.

Section 7.7. Amendment of Regulations. The Corporation may amend, change or add to the Regulations for any lawful purpose (i) to the extent permitted by Chapter 1701 of the Ohio Revised Code, by the directors or (ii) by the vote or written consent of the holders of record of shares entitling them to exercise a majority of the

legalzoom.com SAMPLE

voting power of the Corporation in respect of any such amendment, change or addition; provided, however, that if any such amendment, change or addition is adopted by written consent without a meeting of the shareholders, the Secretary shall enter any such amendment, change or addition in the records of the Corporation and provide a copy thereof to each shareholder of record who would have been entitled to vote thereon and did not participate in the adoption thereof in any manner provided for under Ohio law.

Section 7.8 Notices. Whenever, under the provisions of the statutes or of the Articles of Incorporation, or of the Regulations, notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof through the mail or by telegram or similar method, charges prepaid, to his or her address appearing on the books of the Corporation or supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail or by telegram, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person.

Section 7.9 Waiver of Notice. Any notice required to be given to any person may be waived in writing signed by the person entitled to such notice whether before or after the holding of the meeting, the notice of which is thereby waived. Attendance of any person entitled to notice, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting by such person except where such person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 7.10 Emergency Regulations. The directors may, without further shareholder approval, adopt such emergency regulations as they may deem necessary or proper, to be operative only during any emergency for corporations, when and as proclaimed by the Governor of Ohio or any other person lawfully exercising the power and discharging the duties of the office of governor.

[Remainder Intentionally Left Blank.]

SAMPLE
legalzoom.com