

**INDEX TO BYLAWS
OF
NIRSA SERVICES CORPORATION**

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**BYLAWS
OF
NIRSA SERVICES CORPORATION**

ARTICLE I. OFFICES

Section 1. Principal Office. The principal office of the Corporation in the state of Oregon shall be located at 5060 SW Philomath Blvd. #355, Corvallis, Oregon 97333, unless otherwise designated by the Board of Directors. The Corporation may have such other offices, either within or without the state of Oregon, as the Board of Directors may designate or as the business of the Corporation may from time to time require.

Section 2. Registered Office. The registered office of the Corporation required by the Oregon Business Corporation Act to be maintained in the state of Oregon may be, but need not be; identical with the principal office in the state of Oregon, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. SHAREHOLDERS

Section 1. Annual Meeting. The Annual Meeting of the shareholders shall be held on the second week of April of each year, beginning with the year 1999, at the hour of 10:00 AM, or at such other time on such other day within such month as shall be fixed by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the state of Oregon, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

Section 2. Special Meetings. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the board of directors, and shall be called by the president at the request of the holders of not less than one-tenth of all the outstanding shares of any class of stock of the Corporation entitled to vote at the meeting.

Section 3. Place of Meeting. The board of directors may designate any place, either within or without the state of Oregon, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. The sole shareholder may also designate any place, either within or without the state of Oregon, as the place for the holding of such meeting, which designation shall be in writing and communicated to the Corporation's Board of Directors.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of a meeting and, in case of a special meeting of shareholders, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than ten nor more than sixty (60) days before the date of the meeting, , by or at the direction of the president, or the secretary, or other officer or other persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, as evidenced by the postmark, if mailed postpaid and correctly addressed to the shareholder at his address as it appears on the stock transfer books of the Corporation. To the extent allowed by law, notice of either the annual meeting or a special meeting may be fulfilled by electronic mail or such other form of computer communication whereby the Member either directly or indirectly receives notice of the meeting.

Section 5. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the board of directors of the Corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, seventy (70) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the stock transfer books, the board of directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than seventy (70) days and, in case of a meeting of shareholders, not less than ten (10) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the board of directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the board of directors fixes a new record date, which it must do if the meeting is adjourned to a date more than one hundred-twenty (120) days after the date fixed for the original meeting. If court orders a meeting adjourned to a date more than one hundred-twenty (120) days after the date fixed for the original meeting, it may provide that the original record date continues in effect or it may fix a new record date.

Section 6. Voting Record. After fixing a record date for a meeting, the Corporation shall prepare an alphabetical list of the names of all its shareholders who are entitled to notice of a shareholders' meeting. The list must be arranged by voting group and within each voting group by class or series of shares and show the address of and number of shares held by each shareholder.

The shareholders' list must be available for inspection by any shareholder, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A shareholder, the shareholder's agent or attorney, is entitled on written demand to inspect and, subject to the requirements of the Oregon

Business Corporation Act, to copy the list during regular business hours and at the share- holder's expense during the period it is available for inspection.

The Corporation shall make the shareholders' list available at the meeting, and any shareholder, the shareholder's agent or attorney, is entitled to inspect the list at any time during the meeting or any adjournment.

Section 7. Quorum. A majority of the outstanding shares of the Corporation entitled to vote, being present in person or represented by proxy, shall constitute a quorum at the meeting of shareholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

Section 8. Proxies. At all meetings of shareholders, a shareholder may vote in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. 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 eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 9. Voting of Shares. Each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders.

Section 10. Voting of Shares by Certain Holders. Shares outstanding in the name of another Corporation may be voted by such officer, agent or proxy as the Bylaws of such Corporation may prescribe, or in the absence of such provision, as the board of directors of such other Corporation may determine.

Shares held by an administrator, executor, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority to do so be contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Neither treasury shares of its own stock held by the Corporation, nor shares held by another domestic or foreign Corporation if a majority of the shares entitled to vote for the election of directors of such other Corporation are held by the Corporation, shall be voted at any

meeting or counted in determining the total number of outstanding shares at any given time for purposes of any meeting.

Section 11. Informal Action by Shareholders. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed (including electronic signatures) by all the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its board of directors.

Section 2. Number, Tenure and Qualifications.

2.1 Number

The board of directors of this Corporation shall consist of seven (7) members. The number of directors of the Corporation shall be fixed by this section of the Bylaws except as to the number constituting the initial board of directors, which number shall be fixed by the Articles of Incorporation. The number of directors may be increased or decreased from time to time by an amendment to this section of the Bylaws pursuant to Article XI. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

2.2 Tenure

All seven (7) directors shall be elected for a term of three (3) years. Terms shall be staggered such that no more than three (3) director terms expire in a given year. Terms commence on May 1 and end on April 30 of the years defined below.

Two (2) directors shall be elected for a term of three (3) years, commencing with the election of the directors at the annual meeting of shareholders in April of 2008 and ending at the election of their successors at the annual meeting of the shareholders in 2011 and for each three years thereafter.

Two (2) of the directors shall be elected for a term of three (3) years commencing with the election of the directors at the annual meeting of shareholders in 2009 and ending at the election of their successors at the annual meeting of the shareholders in 2012 and for each three years thereafter.

Three (3) directors shall be elected for a term of three (3) years commencing with the election of the directors at the annual meeting of shareholders in 2010 and ending at the election of their successors at the annual meeting of the shareholders in 2013 and for each three years thereafter.

2.2.4 Duration

Directors shall serve for the period of time and term set forth in this Section, and shall continue until their successors shall have been elected and qualified.

2.3 Qualifications

Directors need not be residents of the state of Oregon or shareholders of the Corporation.

Section 3. Regular Meetings. A regular meeting of the board of directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of the shareholders. The board of directors may provide by resolution, the time and place, either within or without the state of Oregon, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board of directors may fix any place, either within or without the state of Oregon as the place for holding any such special meeting called by them.

Section 5. Notice. Notice of date, time and place of any special meetings shall be given to each director at his/her business address at least two (2) days previously thereto by written notice delivered personally or send by mail or email to each director at his/her address as shown by the records of the Corporation. To the extent allowed by law, notice of a special meeting of the Board of Directors may be fulfilled by electronic mail or such other form of computer communication whereby Directors either directly or indirectly receive notice of the meeting. If sent via electronic mail or other form of computer communication, such notice shall be deemed to be delivered on the day following the sending of such computer communication. If mailed, such notice shall be deemed to be delivered at the earlier of the date received or five (5) days after its deposit in the United States Mail, as evidenced by the postmark, if mailed postpaid and correctly addressed to the director at his place of business. . Any director may waive notice of any meeting. Except where a director attends a meeting, the waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which notice is waived and must be filed with the minutes or corporate records. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the number of directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of any business at any meeting of the board of directors, but if less than such majority shall attend a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 8. Action Without a Meeting. Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed (including electronic signatures) by all of the directors and included in the minutes or filed with the corporate records reflecting the action taken. Such action taken is effective when the last director signs the consent unless the consent specifies an earlier or later date.

Section 9. Telephone Meetings/Online Meetings. Members of the board of directors, or any committee designated by the board of directors, may participate in a meeting of the board of directors or any committee by means of conference telephone, online conferencing (e.g., Zoom, Google Meet, Microsoft Teams, etc.) or similar communications equipment so that all persons in the meeting can simultaneously hear each other's communications. A director or committee member participating in a meeting by this means shall be deemed to be present in person at the meeting. Directors shall be notified of the forum in which the meeting will be conducted.

Section 10. Vacancies and Removal

a. A vacancy on the board of directors shall exist upon the death, resignation or removal of any director.

b. All or any number of directors may be removed, with or without cause, at a meeting called expressly for that purpose by a majority vote of the shareholders present. The meeting notice must state that the purpose or one of the purposes, of the meeting is removal of the director(s).

c. Any director may resign at any time by giving written notice (including notice by email or other electronic means) to the board of directors, the president or the secretary of the corporation. Except as otherwise provided by law, any such resignation shall take effect upon the receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. In the event the resignation of a director is tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

d. Vacancies on the board of directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the shareholders or by a majority of the remaining directors though less than a quorum, or by a sole remaining director. Each director so elected shall hold office for the balance of the unexpired term of his/her predecessor and until his/her qualified successor is elected and accepts office. In the event that the action described in the preceding sentence is by a majority of the remaining directors though less than a quorum or by a sole relating director, then the appointment of directors to fill vacancies shall be ratified by an affirmative vote of a majority of all the directors remaining in office.

Section 11. Compensation. By resolution of the board of directors, the directors may be paid their expenses, if any, of attendance at each meeting of the board of directors, and may be paid a stated salary as director or a fixed sum for attendance at each meeting of the board of directors or both. No such payment shall preclude any director from serving the Corporation in

any other capacity and receiving compensation therefore.

Section 12. Presumption of Assent. A director who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

- a. The director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting;
- b. The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or,
- c. The director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting.

The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 13. Conflicts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction. The interested Director or Directors shall be counted in determining whether a quorum is present and shall be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE IV. OFFICERS

Section 1. Number. The officers of the Corporation shall be a president, vice president, and secretary, each of whom shall be elected by the board of directors. Such other officers may be elected or appointed by the board of directors as may be deemed necessary. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the Corporation to be elected by the board of directors shall be elected annually by the board of directors at the first meeting of the board of directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly

elected and shall have qualified or until his death or until he shall resign or shall be removed in the manner hereinafter provided.

Section 3. Removal or Resignation. Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is effective under Article III, Section 5 of the Bylaws unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

Section 4. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the Corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the shareholders and of the board of directors. He may sign, with the secretary or any other proper officer of the Corporation thereunto authorized by the board of directors, certificates for shares of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 6. Vice President(s). In the event of the appointment of a vice president, the vice president(s) shall have the following duties. In the absence of the president, or in the event of his death, inability or refusal to act, the vice president (or in the event there shall be more than one vice president, the vice president in the order designated at the time of their election, or in the absence of any designation then in the order of their election) shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the president. Any vice president may sign, with the secretary or an assistant secretary, certificates for shares of the Corporation; and shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 7. Secretary. The secretary shall: (a) keep the minutes of the proceedings of the shareholders and board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the

Corporation under its seal is duly authorized; (d) keep a register of the post office address of each shareholder which shall be furnished to the secretary by such shareholder; (e) sign with the president, or a vice president, certificates for shares of the Corporation, the issuance of which shall have been authorized by resolution of the board of directors; (f) have general charge of the stock transfer books of the Corporation; and (g) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 8. Treasurer. In the event of the appointment of a treasurer, the treasurer shall have the following duties: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for money due and payable to the Corporation from any source whatsoever and deposit all such money in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and (c) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine.

Section 9. Salaries. The salaries 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 is also a director of the Corporation.

ARTICLE V. CONTRACTS, LOANS, CHECKS, DEPOSITS

Section 1. 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 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the board of directors may select.

ARTICLE VI. CERTIFICATES FOR SHARES AND THEIR TRANSFER

Section 1. Certificates for Shares. Certificates representing shares of the Corporation shall be in such form as shall be determined by the board of directors. Such certificates shall be signed; either manually or in facsimile, by two officers designated in the Bylaws or by the board of directors and may be sealed with the corporate seal or a facsimile thereof. At a minimum, each share certificate shall state on its face: the name of the issuing Corporation and that it is organized under the laws of this state; the name of the person to whom the share is issued; and the number and class of shares and the designation of the series, if any, the certificate represents. Each certificate for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Corporation. All certificates surrendered to the Corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefore upon such terms and indemnity to the Corporation as the board of directors may prescribe.

Section 2. Transfer of Shares. Transfer of shares of the Corporation shall be made only on the stock transfer books of the Corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the secretary of the Corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the Corporation shall be deemed by the Corporation to be the owner thereof for all purposes.

ARTICLE VII. FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and end on December 31.

ARTICLE VIII. 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 law and its Articles of Incorporation. If the board of directors does not fix the record date for determining shareholders entitled to a distribution, other than a date involving a repurchase or reacquisition of shares, it is the date the board of directors authorizes the distribution.

ARTICLE IX. CORPORATE SEAL

The board of directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words, "Corporate Seal."

ARTICLE X. WAIVER OF NOTICE

A shareholder may at any time waive any notice required by the Articles of Incorporation or Bylaws. The waiver must be in writing, be signed by the shareholder entitled to the notice, and be delivered to the Corporation for inclusion in the minutes for filing with the corporate records. A shareholder's attendance at a meeting waives objection to (1) 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 (2) 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.

A director may at any time waive any notice required by the Articles of Incorporation or Bylaws. Except where a director attends or participates in a meeting, the waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which notice is waived, and must be filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not there- after vote for or assent to action taken at the meeting.

ARTICLE XI. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by the board of directors or by the shareholders at any regular or special meeting. The Corporation's board of directors may amend or repeal the Corporation's bylaws unless the articles of incorporation or the Oregon Business Corporation Act reserve the power exclusively to the shareholders or the shareholders, in amending or repealing a particular bylaw, provide expressly that the board of directors may not amend or repeal that bylaw.

ARTICLE XII. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENT

Section 1. Right to Indemnification. Each person who was or is made a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent, or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified, defended and held harmless by the Corporation to the fullest extent authorized by the Oregon Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said Act permitted the Corporation to provide prior to such amendment), against all expenses, liability, and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection with a proceeding. The Corporation may

indemnify a person seeking indemnity in connection with an action, suit or proceeding (or part thereof) initiated by such person only if such action, suit or proceeding (or part thereof) was authorized by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors not at the time parties to the proceeding or, if such a quorum cannot be obtained, by a majority vote of a committee duly designated by the board of directors consisting solely of two or more directors [when the number of members on the Board is three or more] not at the time parties to the proceeding. However, directors who are parties to the proceeding may participate in designation of the committee, or, by special legal counsel selected by the board of directors or its committee in the manner just described, or, if a quorum as described of the board of directors cannot be obtained and a committee as described cannot be designated, the special legal counsel shall be selected by majority vote of the full board of directors, including directors who are parties to the proceeding or by the shareholders. The right to indemnification shall be a contract right and shall include the right to be paid by the Corporation for expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a director, officer or employee, in his or her capacity as a director, officer or employee (and not in any other capacity in which service was or is rendered by such person while a director, officer or employee, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon delivery to the Corporation of written affirmation of the director, officer or employee's good faith belief that the conduct in question was in the best interests of the Corporation or at least not opposed to its best interests and, in the case of any criminal proceeding, that there were no reasonable cause to believe the conduct unlawful and a written undertaking, by or on behalf of such director, officer or employee, to repay all amounts so advanced if it should be determined ultimately that such director, officer or employee is not entitled to be indemnified under this Section or otherwise is furnished to the Corporation.

Section 2. Right of Claimant to Bring Suit. If a claim under Section 1 is not paid in full by the Corporation within 90 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Oregon Business Corporation Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. An actual determination by the Corporation (including its board of directors, independent legal counsel or its stockholders) that the claimant had not met such applicable standard of conduct, or the failure of the Corporation, prior to the commencement of such action, to have made a determination of whether he or she has or has not met the applicable standard of conduct set forth in the Oregon Business Corporation Act, shall not be a defense to the action or create a presumption that claimant had not met the applicable standard of conduct.

Section 3. Non-exclusivity of Rights. The rights conferred on any person by Sections 1 and 2 shall not be exclusive of any other right which such person may have or hereafter acquire

under any statute, provision of the Certificate of Incorporation, bylaw, agreement, vote of shareholders or disinterested directors or otherwise.

Section 4. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any such director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under the Oregon Business Corporation Act.