

**SECOND AMENDED AND RESTATED
BYLAWS
OF
INTERNATIONAL IMAGE SENSOR SOCIETY, INC.,
a California nonprofit public benefit corporation**

Dated as of _____, 2021

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International Image Sensor Society, Inc, a California nonprofit public benefit corporation (the “*Company*”), was incorporated in California on February 8, 2007 (the “*Incorporation Date*”), as “ImageSensors Incorporated” and subsequently changed its name to “International Image Sensor Society, Inc.” pursuant to a Certificate of Amendment filed with the California Secretary of State’s office on May 25, 2011. The Company’s Board of Directors adopted Bylaws, effective as of the Incorporation Date, which Bylaws were amended and restated as reflected in Amended and Restated Bylaws, dated as of June 1, 2011. Effective as of the date set forth on the cover page to these Bylaws, the Company’s Board of Directors has adopted Second Amended and Restated Bylaws, which read in their entirety as follows, as the bylaws of the Company:

ARTICLE I

OFFICES; NONPROFIT PUBLIC BENEFIT STATUS

Section 1.01 Principal Offices. The members of the Company’s Board of Directors (each, a “*Director*” and, collectively, the “*Directors*”) shall fix the location of the principal executive office of the Company at any place within or outside the State of California. If the principal executive office is located outside this state, and the Company has one or more business offices in this state, the Directors shall fix and designate a principal business office in the State of California.

Section 1.02 Other Offices. The officers or the Directors may at any time establish branch or subordinate offices at any place or places where the Company is qualified to do business and may change the location of any office of the Company.

Section 1.03 Nonpartisan Activities. The Company has been formed under the California Nonprofit Public Benefit Corporation Law (the “*Act*”) for the purposes described in the Company’s Articles of Incorporation, as amended (the “*Articles of Incorporation*”) and below in Section 1.04 below. The Company is a nonprofit public benefit corporation and is not organized for the private gain of any person. No substantial part of the activities of the Company shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Company shall not participate in or intervene in (including, without limitation, the publication or distribution of statements) any political campaign on behalf of any candidate for public office. The Company shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the Company’s purposes described in Section 1.04 below. The Company may not carry on any activity for the profit of its officers, directors or other private persons or distribute any gains, profits or dividends to its officers, directors or other persons as such. Nothing in Section 1.03 shall be construed as allowing the Company to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “*Code*”) or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

Section 1.04 Objectives and Purposes. The specific purposes of the Company are to:

- (i) manage and conduct scientific research, scientific seminars, scientific training and scientific educational activities;
- (ii) advance, promote, support, encourage and facilitate scientific research and knowledge;
- (iii) engage in all other activities in furtherance of the purposes listed above that may be advisable; and
- (iv) conduct its affairs, carry on its operations, hold property and exercise the powers granted pursuant to the Act.

Section 1.05 Dedication of Assets. The property of the Company is irrevocably dedicated to scientific and education purposes. No part of the net earnings or assets of the Company shall ever inure to the benefit to any director, officer or member of the Company or to the benefit of any private individual whatsoever (except that reasonable compensation may be paid for services rendered to or for the Company affecting one or more of its purposes). Upon the dissolution or winding up of the Company, after paying or adequately providing for the debts and obligations thereof, any remaining assets shall be distributed for use in furtherance of the purposes of the Company as set forth in the articles of incorporation and these bylaws, to one or more nonprofit funds, foundations or corporations, which are then in existence, which are organized and operated exclusively for charitable, scientific, literary and/or educational purposes and which are exempt from taxation under Section 501(c)(3) of the Code.

ARTICLE II

NO MEMBERS

The Company shall be governed exclusively by the Company's Board of Directors (the "**Board**"). The Company shall no members within the meaning of Section 5056 of the Act, including, without limitation, any voting members who have any legal rights in the Company, including, without limitation, any right to elect or approve Directors, approve any corporate actions of the Company, right to inspect corporate records, etc.

ARTICLE III

DIRECTORS

Section 3.01 Number and Qualification of Directors.

- (a) The authorized number of Directors shall be twelve (12).
- (b) The Company's Board of Directors (the "**Board**") shall be comprised of the following number of Directors from the following geographical regions (each, a "**Region**"):
 - (i) four (4) Directors who reside in the Americas;
 - (ii) four (4) Directors who reside on the European (which for these purposes shall include Israel) or African continents; and

(iii) four (4) Directors who reside on the Asian continent (which includes, without limitation, the countries in the Middle East, other than Israel, which for these purposes will be considered part of Europe, and Egypt, which is on the African continent), Australia, Oceania or Antarctica.

(c) Unless specifically approved by the Board, only one (1) person associated with a company or its affiliated entities (an “*Affiliated Group*”) may serve on the Board at a time. In no event shall there be more than one (1) person from an Affiliated Group from the same Region.

(d) In addition, the following terms, conditions and qualifications shall apply with respect to candidates for election to the Board who are not currently on the Board or who have not previously served as a Director of the Company:

(i) All candidates must have attended IISW at least two (2) times.

(ii) All candidates must have served as a member of the IISW technical program committee or as a member of the technical program committee (or similar committee) for other high-profile technical conferences.

(iii) The Chairperson of the Board shall solicit candidate recommendations from the Directors and members of the Governance Advisory Committee (see Section 4.03 below).

(iv) The list of candidates shall be confidential and disclosed only to the Governance Advisory Committee.

(v) The Governance Advisory Committee shall nominate candidates to serve on the Board of Directors.

(vi) The Board shall vote for the candidate or candidates for Director(s).

(vii) A candidate for Director shall be approved by the Board to serve as a Director if he or she received the affirmative vote of at least two-thirds (2/3) of the Directors present at a duly called meeting of Directors or if unanimously approved by the Board by written action in lieu of a meeting.

(viii) If a candidate for Director is not approved by the Board, the Chairperson of the Board, the Governance Advisory Committee may nominate another candidate(s) to be voted on by the Board.

Section 3.02 All Corporate Powers Exercised by the Board. All of the business and affairs of the Company shall be managed and all corporate powers shall be exercised by or under the direction of the Board, including, without limitation, the appointment of Directors. The Board may delegate the management of the activities of the Company to any person or persons, management company or committee, however comprised, provided, however, that all activities and affairs of the Company shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 3.03 Election and Term of Office of Directors. When required under these Bylaws, Directors shall be elected at the applicable annual meeting of the Board for terms of approximately four (4) years (see Section 3.06 below regarding the timing of annual meetings). Each Director, including, without limitation, a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director’s earlier resignation or removal in accordance with these Bylaw and the Act. No Director shall serve on the Board for more than three (3) terms or approximately twelve (12) years. Notwithstanding the foregoing provisions of this Section 3.03, the term of a Director who is

appointed President of the Company shall be co-terminus with the Director's term as President of the Company.

Section 3.04 Vacancies on the Board.

(a) If there is a vacancy on the Board, including a vacancy created by the removal of a Director, the Board may fill such vacancy by electing an additional Director as soon as practicable after the vacancy occurs. If the number of Directors then in office is less than a quorum, additional Directors may be elected to fill such vacancies by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held according to notice or waivers complying with section 5211 of the Act, or (iii) a sole remaining Director.

(b) A vacancy or vacancies in the Board shall be deemed to exist in the case of the death, resignation or removal of any Director, if the Directors by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony, or if found by final order or judgment of any court to have breached a duty under the Act, or if the authorized number of Directors is increased by the Directors, or if the less than the full authorized number of Directors are elected at any meeting for that purpose.

(c) Any Director may resign upon giving written notice to the Chairperson of the Board, the Company's President or Secretary or the Board. A resignation shall be effective upon the giving of the notice unless the notice specifies a later time for its effectiveness. If the resignation of a Director is effective at a future time, the Directors may elect a successor to take office when the resignation becomes effective. No Director may resign if the Company would then be left without a duly elected Director in charge of its affairs, except upon written notice to the California Attorney General.

(d) No reduction of the authorized number of either class of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

Section 3.05 Place of Meetings and Telephonic Meetings. Regular meetings of the Directors may be held without notice, at any time and at any place within or outside the State of California that may be designated by these Bylaws, or from time to time by resolution of the Directors or by the President. In the absence of the designation of a place, regular meetings shall be held at the principal executive office of the Company. Special meetings of the Directors shall be held at any place that has been designated in the notice of the meeting or, if not stated in the notice, at the principal executive office of the Company. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

Section 3.06 Annual Meetings. The Directors shall hold a regular annual meeting for purposes of organization, any desired election of officers and the transaction of other business. Notice of such meeting shall not be required. In those years when the International Image Sensor Workshop ("IISW") is held, which is sponsored by the Company, the annual meeting shall occur promptly following that year's IISW. In those years when IISW is not held (currently, IISW is held bi-annually), the annual meeting shall be held approximately one (1) year following the previous year's annual meeting.

Section 3.07 Other Regular Meetings. Other regular meetings of the Directors may be held without call at such time as shall from time to time be fixed by the Directors. Such regular meetings may be held without notice. In addition to the annual meeting of Directors, the Board of Director shall hold at least one (1) additional meeting per calendar year, which can be either a regular meeting or a special meeting.

Section 3.08 Special Meetings.

(a) Special meetings of the Directors for any purpose or purposes may be called at any time by the Chairperson of the Board, if any, the President or the Board of Directors

(b) Notice of the time and place of special meetings shall be delivered to each Director entitled to attend such meeting in person, by telephone, by e-mail or by a national or international courier, as the case may be, charges pre-paid, addressed to each such Director at his or her address as it is shown upon the records of the Company. Notice shall be given such that it is received by each Director entitled to attend the meeting at least forty-eight (48) hours prior to the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated to either the Director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of the meeting nor the place if the meeting is to be held at the principal executive office of the Company.

Section 3.09 Quorum; Approval by Directors. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of Section 310 of the Code (regarding approval of contracts or transactions in which a Director has a direct or indirect material financial interest), Section 311 (regarding appointment of committees), and Section 317(e) (regarding indemnification of Directors). A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 3.10 Waiver of Notice. The transactions of any meeting of the Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director.

Section 3.11 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 3.12 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of such time and 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 3.13 Action Without Meeting. Any action required or permitted to be taken by the Directors may be taken without a meeting, if all Directors shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Directors.

Section 3.14 Fees and Compensation of Directors. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of

expenses, as may be fixed or determined by resolution of the Directors. Nothing herein contained shall be construed to preclude any Director from serving the Company in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation for such services.

Section 3.15 Board Observers. The following persons shall be invited to attend all Board of Director meetings as observers and advisors to the Board of Directors, but without any voting rights:

- (a) Members of the Governance Advisory Committee; and
- (b) General chairs and Technical Program Chairs of the next IISW.

ARTICLE IV

COMMITTEES

Section 4.01 Committees of Directors. In addition to any committees authorized in these Bylaws, the Directors may, by resolution adopted by a majority of the authorized number of Directors, designate one or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Directors. The Directors may designate one or more Directors as alternate members of any committee who may replace any absent member or members at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the authorized number of Directors. Any such committee, to the extent provided in the resolution of the Directors, shall have all the authority of the Directors, except with respect to:

- (a) the filling of vacancies on the Board or in any committee;
- (b) the fixing of compensation of the Directors for serving on the Board or on any committee;
- (d) the amendment or repeal of bylaws or the adoption of new bylaws;
- (e) the amendment or repeal of any resolution of the Directors, which by its express terms is not so amendable or repeal-able;
- (f) the appointment of committees of the Directors or the members thereof;
- (g) the expending of Company funds to support a nominee for Director after more persons have been nominated than can be elected;
- (h) the approval of any transaction (i) between the Company and one or more Directors, or (ii) between the Company and any entity in which one or more Directors has a material financial interest; or
- (i) the approval of any action for which the approval of member is also required or approval of a majority of all members is required, regardless of whether the Company has any members.

Section 4.02 Meetings and Actions of Committees. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article III of these Bylaws, Section 3.05 (place of meetings and telephonic meetings), Section 3.07 (regular meetings), Section 3.08 (special meetings and notice), Section 3.09 (quorum), Section 3.10 (waiver of notice), Section 3.11 (adjournment), Section 3.12 (notice of adjournment) and Section 3.13 (action without meeting), with such

changes in the context of those sections as are necessary to substitute the committee and its members for the Directors and their members, except that the time of regular meetings of committees may be determined by resolution of the Directors as well as the committee, special meetings of committees may also be called by resolution of the Directors and notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. The Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

Section 4.03 Governance Advisory Committee. There shall be a Governance Advisory Committee of the Board of Directors, which shall be comprised of Directors who have previously served as President of the Company. The then-current President shall not be a member of the Governance Advisory Committee. The purpose of the Governance Advisory Committee shall be to provide advice and counsel to the Board of Directors, and to nominate candidates for Director and President for appointment or election by the Board of Directors. The members of the Governance Advisory Committee shall be invited to all meetings of the Board of Directors as observers, with no voting rights, and shall be entitled to receive all materials provided to the Board of Directors in connection with Board meetings, including, without limitation, notices of meetings, agendas, copies of minutes, Board presentations, etc. Unless and until specifically agreed to by the Board of Directors, members of the Governance Advisory Committee shall not be entitled to any compensation for their membership in and participation on the Governance Advisory Committee.

ARTICLE V

OFFICERS

Section 5.01 Officers. The officers of the Company shall be a Chairperson of the Board or a President, or both, a Secretary, and a Chief Financial Officer. The Company may also have, at the discretion of the Directors, one or more Vice Presidents, a Treasurer, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 5.03 of this Article V. Any number of offices may be held by the same person.

Section 5.02 Election of Officers. The officers of the Company, except such officers as may be appointed in accordance with the provisions of Section 5.03 or Section 5.05 of this Article V, shall be chosen by the Directors, and each shall serve at the pleasure of the Directors, subject to the rights, if any, of an officer under any contract of employment.

Section 5.03 Subordinate Officers, Etc. The Directors may appoint, and may empower the President to appoint, such other officers as the business of the Company may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Directors may from time to time determine.

Section 5.04 Removal and Resignation of Officers.

(a) Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the Directors, at any regular or special meeting thereof, or, except in case of an officer chosen by the Directors, by any officer upon whom such power of removal may be conferred by the Directors.

(b) Any officer may resign at any time by giving written notice to the Company. Any such resignation shall take effect upon the giving of such notice or at any later time specified therein;

and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any such resignation is without prejudice to the rights, if any, of the Company under any contract to which the officer is a party.

Section 5.05 Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 5.06 Chairperson of the Board. The Chairperson of the Board, if such an officer be elected, shall be the chief executive officer of the Company and shall, if present, preside at all meetings of the Directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the Directors or prescribed by the Bylaws. If a Chairperson of the Board is not elected, the President of the Company shall be the Company's chief executive officer and shall serve as Chairperson of the Board.

Section 5.07 President.

(a) Subject to such supervisory powers, if any, as may be given by the Directors to the Chairperson of the Board, if there be such an officer, the President shall be the general manager and chief executive officer of the Company and shall, subject to the control of the Directors, have general supervision, direction and control of the business and the officers of the Company. Unless the Board of Directors shall have appointed a Chairperson of the Board or the Board of Directors agree otherwise, the President shall preside at all meetings of the Directors, shall set the agenda for all such meeting and shall ensure that proper notice of meetings is provided to all Directors. The President shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have such other powers and duties as may be prescribed by the Directors or these Bylaws.

(b) Unless otherwise determined by the Board of Directors, the President's term shall commence upon appointment, which shall typically occur at the meeting of the Board of Directors promptly following that year's IISW and end approximately four (4) years thereafter at the Board of Director's meeting following that year's IISW.

(c) Approximately two (2) years prior to the end of the President's term, the Governance Advisory Committee shall nominate the next President (a "***President Elect***") from the then-current Directors. The President Elect will be voted on by the Board of Directors at a Board of Directors meeting to occur within three (3) months after the nomination of the President Elect. Nothing herein shall prevent the Governance Advisory Committee from nominating the then-current President to serve an additional term.

Section 5.08 Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Directors, or, if not ranked, a Vice President designated by the Directors, shall perform all 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. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Directors or these Bylaws, the President, or the Chairperson of the Board if there is no President.

Section 5.09 Secretary.

(a) The Secretary shall keep or cause to be kept at the principal executive office, or such other place as the Directors may designate, a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at such meetings, and the proceedings thereof.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Directors required by the Bylaws or by law to be given, and shall keep the seal of the Company, if one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Directors or by these Bylaws.

Section 5.10 Chief Financial Officer.

(a) The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Company, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and retained earnings. The books of account shall be open at all reasonable times to inspection by any Director.

(b) The Chief Financial Officer shall cause to be deposited all moneys and other valuables in the name and to the credit of the Company with such depositaries as may be designated by the Directors. The Chief Executive Officer shall cause the funds of the Company to be disbursed as he may be properly directed from time to time, shall render to the President and Directors, whenever they request it, an account of all of her transactions as Chief Financial Officer and of the financial condition of the Company, and shall have other powers and perform such other duties as may be prescribed by the Directors or these Bylaws.

ARTICLE VI

**INDEMNIFICATION OF DIRECTORS, OFFICERS,
EMPLOYEES, AND OTHER AGENTS**

Section 6.01 Agents, Proceedings and Expenses. For the purposes of this Article VI, "*agent*" means any person who is or was a Director, officer, employee, or other agent of the Company, or is or was serving at the request of the Company as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the Company or of another enterprise at the request of such predecessor corporation; "*proceeding*" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "*expenses*" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 6.04 or Section 6.05(c) of this Article VI.

Section 6.02 Actions Other Than by the Company. The Company shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of the Company to procure a judgment in its favor) by reason of the fact that such person is or was an agent of the Company, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if that person acted in good faith

and in a manner that person reasonably believed to be in the best interests of the Company, and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Company or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 6.03 Actions by the Company. The Company shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of the Company to procure a judgment in its favor by reason of the fact that that person is or was an agent of the Company, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if that person acted in good faith, in a manner that person believed to be in the best interests of the Company, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 6.03:

(a) in respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to the Company in the performance of that person's duty to the Company, unless and only to the extent that the court in which that proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;

(b) of amounts paid in settling or otherwise disposing of a threatened or pending action, without court approval; or

(c) of expenses incurred in defending a threatened or pending action, which is settled or otherwise disposed of without court approval.

Section 6.04 Successful Defense by Agent. To the extent that an agent of the Company has been successful on the merits in defense of any proceeding referred to in Section 6.02 or Section 6.03 of this Article VI, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 6.05 Required Approval. Except as provided in Section 6.04 of this Article VI, any indemnification under this Article shall be made by the Company only if authorized in the specific case upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 6.02 or Section 6.03 of this Article VI, by:

(a) a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

(b) the court in which the proceeding is or was pending, upon application made by the Company or the agent of the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Company.

Section 6.06 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Company before the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VI.

Section 6.07 Other Contractual Rights. Nothing contained in this Article VI shall affect any right to indemnification to which persons other than Directors and officers of the Company or any subsidiary hereof may be entitled by contract or otherwise.

Section 6.08 Limitations. No indemnification or advance shall be made under this Article VI, except as provided in Section 6.04 or Section 6.05(c), in any circumstance where it appears:

(a) that it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid which prohibits or otherwise limits indemnification; or

(b) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 6.09 Insurance. The Company may, upon a determination by the Directors, purchase and maintain insurance on behalf of any agent of the Company against any liability which might be asserted against or incurred by the agent in such capacity, or which might arise out of the agent's status as such, whether or not the Company would have the power to indemnify the agent against that liability under the provisions of this Article VI.

Section 6.10 Fiduciaries of Corporate Employee Benefit Plan. This Article VI does not apply to any proceeding against any Director, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the Company as defined in Section 6.01 of this Article VI. The Company may, however, upon approval in accordance with Section 6.05, indemnify and purchase and maintain insurance on behalf of any fiduciary to the extent permitted by Section 207(f) of the Code.

Section 6.11 Amendment to California Law. In the event that California law regarding indemnification of Directors, officers, employees and other agents of corporations, as in effect at the time of adoption of these Bylaws, is subsequently amended to in any way increase the scope of permissible indemnification beyond that set forth herein, the indemnification authorized by this Article VI shall be deemed to be coextensive with that afforded by the California law as so amended.

ARTICLE VII

CORPORATE LOANS AND GUARANTEES TO DIRECTORS, OFFICERS AND EMPLOYEES

Section 7.01 Limitation on Corporate Loans and Guarantees. Except as provided in Section 7.02 of this Article VII the Company shall not make any loan of money or property to, or guarantee any obligation of,

(a) any Director or officer of the Company or of any parent or subsidiary entity, or

(b) any person, unless the loan or guaranty is otherwise adequately secured.

Section 7.02 Permissible Corporate Loans and Guarantees. The Company may lend money to, or guarantee any obligation of, or otherwise assist, any officer or other employee of the Company or of any subsidiary, including any officer or employee who is also a Director, pursuant to an employee benefit plan (including, without limitation, any stock purchase or stock option plan) available to executives or other employees, whenever the Directors determine that such loan or guaranty may reasonably be expected to benefit the Company. Such loan or guaranty or other assistance may be with or without interest and may be unsecured or secured in such manner as the Directors shall approve. The Company may advance money to a Director or officer of the Company or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or officer, provided that in the absence of such advance such Director or officer would be entitled to be reimbursed for such expenses by such corporation, its parent or any subsidiary.

ARTICLE VIII

GENERAL CORPORATE MATTERS

Section 8.01 Checks, Drafts, and Evidences of Indebtedness. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Company, shall be signed or endorsed by an officer of the Company and/or such person or persons and in such manner as, from time to time, shall be determined by resolution of the Directors.

Section 8.02 Corporate Contracts and Instruments; How Executed. The Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Company, and such authority may be general or confined to specific instances; and, unless so authorized or ratified by the Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the Company by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 8.03 Representation of Shares of Other Corporations. The Chairperson of the Board, the President, or any Vice President, or any other person authorized by resolution of the Directors or by any of the foregoing designated officers, is authorized to vote on behalf of the Company any and all shares of any other corporation or corporations, foreign or domestic, standing in the name of the Company. The authority herein granted to said officers to vote or represent on behalf of the Company any and all shares held by the Company in any other corporation or corporations may be exercised by any such officer in person or by any person authorized to do so by proxy duly executed by said officer.

Section 8.04 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Act shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the singular number includes the plural, the plural number includes the singular, and the term "*person*" includes both a corporation and a natural person.

ARTICLE IX

RECORDS AND REPORTS

Section 9.01 Maintenance and Inspection of Bylaws. The Company shall keep at its principal executive office, or, if its principal executive office is not in the State of California, at its principal business office in such State, if any, the original or a copy of these Bylaws as amended to date,

which shall be open to inspection by any Director upon the written demand of any such Director at all reasonable times during usual business hours.

Section 9.02 Maintenance and Inspection of Other Corporate Records.

The accounting books and records and minutes of proceedings of the Directors and any committee or committees of the Directors shall be kept at such place or places designated by the Directors, or, in the absence of such designation, at the principal executive office of the Company. The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 9.03 Annual Statement of Information. The Company shall bi-annually during the calendar month in which its Articles of Incorporation were originally filed with the California Secretary of State, or at any time during the immediately preceding five (5) calendar months, file with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the authorized number of Directors or Directors, as may be required by law, the names and complete business or residence addresses of all incumbent Directors or Directors, as may be required by law, the names and complete business or residence addresses of the Chief Executive Officer (or President), Secretary and Chief Financial Officer, the street address of its principal executive office or principal business office in this state (if any), and the general type of business constituting the principal business activity of the Company, together with a designation of the agent of the Company for the purpose of service of process.

ARTICLE X

AMENDMENTS

Section 10.01 Amendment by Directors. These Bylaws may be adopted, amended or repealed by the Directors.

[Remainder of page left blank]

CERTIFICATE OF SECRETARY

The undersigned duly elected and acting Secretary of the Company hereby certifies that the foregoing Amended and Restated Bylaws, consisting of ten (10) Articles, are the true and correct Amended and Restated Bylaws of the Company adopted by the Directors thereon on the date set forth below.

IN WITNESS WHEREOF, I have hereunto subscribed my name, as of the date set forth below.

Guy Meynants, Secretary
Dated as of _____, 2021