

Restated Bylaws of XBMC Foundation

25 March 2012

ARTICLE I NAME

The name of this corporation is XBMC Foundation (the “Corporation”).

ARTICLE II OFFICES

The Corporation shall have offices within or outside the state of Delaware and within or outside the United States, as the Board of Directors of the Corporation (the “Board”) may from time to time determine or as the business of the Corporation may require.

ARTICLE III MEMBERSHIP AND DUES

SECTION 1. MEMBERSHIP QUALIFICATIONS

Subject to the other provisions of the Certificate of Incorporation of the Corporation (the “Certificate of Incorporation”) and these Bylaws, any individual or legal entity may become a member of the Corporation, provided such individual or entity is a contributor to XBMC. A “contributor” shall be defined as any individual who has contributed to a non-trivial improvement of XBMC, such as code, documentation, translations, maintenance of project-wide resources, support, or other non-trivial activities which benefit XBMC during the previous 2 years. Advocacy or bug reporting may qualify one as a contributor, provided that such contributions are significantly above the level expected of an ordinary user. Contributions made in the

course of employment will be considered and will be ascribed to the individuals involved, rather than accruing to all employees of a “contributing” corporation.

SECTION 2. ADMISSION OF MEMBERS

Subject to Section 1 of this Article III, each of the initial members of the Corporation must be approved by the affirmative vote of the Board at its initial meeting, and thereafter, any new members of the Corporation must be approved by an affirmative vote of a majority of the Board or Membership Committee. In addition, the membership of any person thus approved shall be conditioned upon and subject to such person’s affirmation of the Certificate of Incorporation and these Bylaws, and payment of any applicable annual dues.

SECTION 3. TERM

The term of membership shall be one (1) year.

SECTION 4. VOLUNTARY WITHDRAWAL FROM MEMBERSHIP

Members may withdraw from membership in the Corporation at any time upon ten (10) days’ written notice delivered to an officer of the Corporation.

SECTION 5. TERMINATION BY MEMBERSHIP

A member’s membership may be terminated with or without cause by an affirmative vote of a quorum of the existing membership. In addition, the Board may terminate a member for failure to pay membership dues.

SECTION 6. TERMINATION BY EXPIRATION

A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed by an affirmative vote of a majority of the Board or Membership Committee.

SECTION 7. EFFECT OF WITHDRAWAL OR TERMINATION OF MEMBERSHIP

Upon any withdrawal or termination of the membership of any member, the membership, including all related voting rights, of such member shall be terminated. After a withdrawal or termination of the membership of any member, such member may reapply for membership in accordance with

Article III, Section 1.

SECTION 8. TRANSFER OF MEMBERSHIP

The membership of a member shall not be transferable or assignable at any time, and any purported assignment or transfer shall be null and void.

SECTION 9. MEMBERSHIP DUES

The amount of any membership fees, dues and assessments to any class of membership and the time and manner of payment thereof shall be determined by the Board.

SECTION 10. MEMBERSHIP CLASSES

The Corporation shall have a single class of member: voting members. The Board shall designate the initial list of voting members within thirty (30) days of the date upon which the Board adopts these Bylaws.

SECTION 11. MEETINGS OF MEMBERS

A. Place and Form of Meetings

- (i) Meetings of members may be held at such place, within or without the State of Delaware and within or without the United States, as determined by the Board of Directors from time to time. The Board of Directors further may, in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication as provided by subsection ii of this Paragraph A.
- (ii) If authorized by the Board of Directors, and subject to such guidelines and procedures as the Board of Directors may institute from time to time, members and proxyholders not physically present at a meeting of members may, by means of remote communication:
 - (1) Participate in a meeting of members; and
 - (2) Be deemed present in person and vote at a meeting of members, whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (x) the Corporation shall implement reasonable measures to verify that each

person deemed present and permitted to vote at the meeting by means of remote communication is a member or proxyholder, (y) the Corporation shall implement reasonable measures to provide such members and proxyholders with a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including the opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (z) if any member or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation. Such participation in a meeting pursuant to the foregoing shall constitute presence in person at such meeting.

(3) For purposes hereof, “remote communication” collectively shall include (x) telephonic or other voice communications, and (y) electronic mail or other form of written or visual electronic communications.

(iii) All meetings of the members and all notices or other communications between the Corporation and the members shall be conducted in the English language.

B. Annual Meeting

A meeting of the members shall be held annually at such time as the Board may determine (which shall be, in the case of the first annual meeting, not more than thirteen (13) months after the formation of the Corporation and, in the case of all other meetings, not more than thirteen (13) months after the date of the last annual meeting), at which annual meeting the voting members shall elect the directors of the Corporation and transact other proper business.

C. Special Meetings

Special meetings of the members shall be held when directed by the Chairman, President or the Board, or when requested in writing by not less than thirty percent (30%) of all voting members. The call for the meeting shall be issued by the Secretary, unless the Chairman, the President, the Board or the voting members requesting the meeting designate another person to do so.

D. Notice

Written notice specifying the place, if any, date and hour and purpose or purposes of the meeting, and the means of remote communication, if any, by which members and proxyholders may be deemed to be present in person, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by first class mail or by electronic notice as hereinafter provided, by or at the direction of the Chairman, the President, the Board or the voting members calling the meeting, to each member of record. If delivered by mail, such notice shall be deemed to be delivered when deposited with the applicable postal authority addressed to the member at the member's address as it appears in the membership records of the Corporation, with postage thereon prepaid. If delivered by electronic notice, such notice shall be deemed to have been delivered as provided by Paragraph E below.

Whenever notice is required to be given, under applicable law or the Certificate of Incorporation or these Bylaws, to any member to whom notice of two (2) consecutive annual meetings, and all notices of meetings or of the taking of action by written consent without a meeting to such person during the period between such two (2) consecutive annual meetings have been mailed addressed to such person at such person's address as shown on the records of the Corporation and have been returned as undeliverable, the giving of such notice to such person shall not be required. Any action or meeting which shall be taken or held without notice to such person shall have the same force and effect as if such notice had been duly given. If any such person shall deliver to the Corporation a written notice setting forth such person's then current address, the requirement that notice be given to such person shall be reinstated. Notwithstanding the foregoing, the exception in this Paragraph D to the requirement that notice be given shall not be applicable to any notice returned as undeliverable if the notice was given by electronic transmission.

E. Electronic Notice

- (i) Without limiting the manner by which notice otherwise may be given effectively to the members, any notice to members given by the Corporation shall be effective if given by a form of electronic transmission consented to by the member to whom the notice is given ("electronic notice"). Any such consent shall be revocable by the member by written notice to the Corporation. Any such consent shall be deemed revoked if
 - (1) the Corporation is unable to deliver by electronic transmission two
 - (2) consecutive notices given by the Corporation in accordance with

such consent and (2) such inability becomes known to the secretary or an assistant secretary of the Corporation, or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

- (ii) Electronic notice given pursuant to subsection (i) above shall be deemed given: (1) if by facsimile telecommunication, when directed to a number at which the member has consented to receive notice; (2) if by electronic mail, when directed to an electronic mail address at which the member has consented to receive notice; (3) if by a posting on an electronic network together with separate notice to the member of such specific posting, upon the later of (A) such posting and (B) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the member. An affidavit of the secretary or an assistant secretary or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.
- (iii) For all purposes of these Bylaws, “electronic transmission” means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

F. Notice of Adjourned Meetings

When any meeting of the members is adjourned to another time or place, notice of the adjourned meeting shall not be required if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting, any business may be transacted that might have been transacted at the original meeting. If, however, the adjournment is for more than thirty (30) days, or if, after the adjournment, the Board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given as provided in Paragraphs D and E above, to each member of record on the new record date.

G. Waiver of Notice

Whenever notice is required to be given under any provision of the Delaware General Corporation Law or the Certificate of Incorporation or these Bylaws, a written waiver, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after

the time stated therein, shall be deemed equivalent to notice. Attendance by a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting, 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 members need be specified in any written waiver of notice or any waiver by electronic transmission unless so required by the Certificate of Incorporation.

H. Fixing Record Date

- (i) For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall not be more than 60 nor less than 10 days before the date of such meeting. If no record date is fixed by the Board, the record date for determining members entitled to notice of or to vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.
- (ii) For purposes of determining the voting members entitled to consent to corporate action in writing without a meeting, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which date shall not be more than 10 days after the date upon which the resolution fixing the record date is adopted by the Board. If no record date has been fixed by the Board for determining voting members entitled to consent to corporate action in writing without a meeting, and no prior action by the Board is required by the General Corporation Laws of the State of Delaware, the record date shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation by delivery to its registered office in the State of Delaware, to its principal place of business or to an officer or agent of the Corporation having custody of the books in which proceedings of meetings of members are recorded. Delivery made

to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board and prior action by the Board is required by the General Corporation Law of the State of Delaware, the record date for determining voting members entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board adopts the resolution taking such prior action.

- (iii) Subject to the foregoing provisions of this Paragraph H, for purposes of determining the members entitled to exercise any other rights, or for the purpose of any other lawful action, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than 60 days prior to such action. If no record date is fixed, the record date for determining members for any such purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto.

I. Record of Voting Members

The officer or agent having charge of the membership records of the Corporation shall prepare and make, at least ten (10) days before each meeting of members, a complete list of the voting members and the list shall be open to the examination of any member, for any purpose germane to the meeting, (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (ii) during ordinary business hours at the principal place of business of the Corporation. In the event that the Corporation determines to make the list available on an electronic network, the Corporation may take reasonable steps to ensure that such information is available only to members of the Corporation. If the meeting is to be held at a place, then the list shall be produced and kept at the time and place of the meeting during the whole time thereof and may be examined by any member who is present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any member during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting.

J. Quorum

Except as otherwise required by law, by the Certificate of Incorporation

or by these Bylaws, one-third (1/3) of the voting members, represented in person or by proxy, shall constitute a quorum at a meeting of members.

K. Actions by Voting Members

If a quorum of voting members is present, directors shall be elected by a plurality of the votes of the voting members represented in person or by proxy at the meeting. For any other matter brought before a meeting, if a quorum is present, the affirmative vote of a majority of the voting members represented at the meeting in person or by proxy shall be an act of the voting members, unless the vote of a greater number is otherwise required by the Delaware General Corporation Law, the Certificate of Incorporation or these Bylaws.

L. Voting

Each voting member shall be entitled to one vote on each matter submitted to a vote at a meeting of the members, except as may otherwise be provided in the General Corporation Law of the State of Delaware. A voting member may so vote either in person or by proxy.

M. Proxies

Any voting member or such voting member's duly authorized attorney-in-fact may authorize another person or persons to act for such voting member by proxy. Every proxy must be either (i) in writing and signed by the voting member or such voting member "attorney-in-fact" or (ii) transmitted by electronic mail or another means of electronic transmission by the voting member or such voting member's duly authorized attorney-in-fact to the person who will be the proxyholder or an agent authorized to receive such transmission, provided that any means of electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member. All proxies shall be filed with the Secretary of the Corporation at or before the meeting at which it is to be used. No proxy shall be valid after three (3) years from its date, unless otherwise provided in the proxy. All proxies shall be revocable.

N. Action by Voting Members Without a Meeting

- (i) Any action required to be taken or which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice and without a vote, if a written consent setting forth

the action so taken shall be signed by voting members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all voting members of the Corporation were present and voted; provided, however, that no written consent shall be effective unless such consent (i) bears the date of signature by each voting member signing such consent and (ii) is delivered to the Corporation within sixty (60) days of the date on which the earliest consent was delivered to the Corporation. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to all those members who have not consented in writing, including all non-voting members, who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for notice of such meeting had been the date that written consents signed by a sufficient number of members to take the action were delivered to the Corporation.

- (ii) Any electronic mail or other electronic transmission consenting to an action to be taken and transmitted by a member or proxyholder, or by a person or persons authorized to act for a member or proxyholder, shall be deemed to be written, signed and dated for the purposes of these Bylaws, provided that any such electronic mail or other electronic transmission sets forth or is delivered with information from which the Corporation can determine (i) that the electronic mail or other electronic transmission was transmitted by the member or proxyholder or by a person or persons authorized to act for the member or proxyholder, and (ii) the date on which such member or proxyholder or authorized person or persons transmitted such electronic mail or other electronic transmission. The date on which such electronic mail or electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by electronic mail or other electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper form shall be delivered to the Corporation by delivery to its registered office in this State, its principal place of business or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of members are recorded. Delivery made to a Corporation's registered office shall be made by hand or by certified or registered mail, return receipt requested. Notwithstanding the foregoing limitations on delivery, consents given by electronic mail or other electronic transmission may be otherwise delivered to the principal place of business of the Corporation or to an officer or agent of the Corporation having

custody of the book in which proceedings of meetings of members are recorded, if to the extent and in the manner provided by resolution of the Board of Directors of the Corporation.

- (iii) Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

ARTICLE IV DIRECTORS

SECTION 1. GENERAL CORPORATE POWERS

The business and affairs of the Corporation shall be managed by or under the direction of the Board, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not specifically reserved to the members by law, the Certificate of Incorporation or these Bylaws.

SECTION 2. SPECIFIC POWERS

Without prejudice to the general powers set forth in Section 1 of this Article, but subject to the same limitations, the Board shall have the power to:

- (i) Appoint and remove, at its pleasure, all the Corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, the Certificate of Incorporation, and these Bylaws; and fix their compensation and require from them security for faithful performance of their duties;
- (ii) Change the principal office or other offices of the Corporation from one location to another; and cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside Delaware and/or the United States;
- (iii) Adopt and use a corporate seal, and alter the forms of such seal;
- (iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in

the Corporation's name, licenses, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

SECTION 3. AUTHORIZED NUMBER AND QUALIFICATIONS

The Board shall consist of at least five (5) but no more than nine (9) directors, until changed by amendment to these Bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Board from time to time.

SECTION 4. COMPENSATION

The Board shall have authority to fix the compensation of directors unless otherwise provided in the Certificate of Incorporation.

SECTION 5. ELECTION, DESIGNATION, AND TERM OF OFFICE

- (i) Each person appointed by the Corporation's incorporator (the "Incorporator") as a member of the initial Board shall hold office until the first annual meeting of members.
- (ii) At the first annual meeting of members, the voting members shall elect one-half minus one (1) of the directors for an initial term of one year, and the remainder of the directors for a term of two (2) years. Thereafter, each successor director shall have a term of two (2) years.
- (iii) Each director, including a director elected or appointed to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected or appointed, and until his or her successor has been elected and qualified.

SECTION 6. RESIGNATION AND REMOVAL OF DIRECTORS

A director may resign at any time upon written notice to the Corporation, which resignation may be delivered in person or by mail or by electronic mail or other means of electronic transmission. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. A director or the entire Board may be removed by an affirmative vote of the majority of the voting members of the Corporation for cause or as otherwise provided in the Delaware General Corporation Law.

SECTION 7. EVENTS CAUSING VACANCY

A vacancy or vacancies on the Board shall exist on the occurrence of any of the following: (a) the death, resignation or removal of any director, (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or, if the Corporation holds assets in charitable trust, has been found by a final order or judgment of any court to have breached a fiduciary duty to the Corporation; or (c) an increase of the authorized number of directors.

SECTION 8. FILLING VACANCIES

Any vacancy occurring in the Board, including any vacancy created by reason of an increase in the authorized number of directors, may be filled by the affirmative vote of a majority of the remaining directors, even if less than a quorum of the Board, or by a sole remaining director. A director elected to fill a vacancy shall hold office only until the next election of directors by the voting members.

SECTION 9. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

SECTION 10. PLACE OF DIRECTORS' MEETING

Meetings of the Board shall be held at any place within or outside the United States that has been designated by resolution of the Board or in the notice of the applicable meeting or, if not so designated, at the principal office of the Corporation.

SECTION 11. DIRECTOR'S MEETINGS BY TELEPHONE OR OTHER ELECTRONIC MEANS OF COMMUNICATION

Any meeting of the Board may be held by conference telephone or by other means of electronic communication, as long as all directors participating in the meeting can hear one another or read written communications among the directors in the meeting. All such directors shall be deemed to be present in person at such a meeting.

SECTION 12. INITIAL DIRECTORS' MEETING

Promptly after the appointment by the Incorporator(s) of the initial directors, the Board shall hold a regular meeting for purposes of organization, election of officers and the transaction of other business. Notice of this meeting is not required.

SECTION 13. OTHER REGULAR MEETINGS

Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

SECTION 14. AUTHORITY TO CALL SPECIAL MEETINGS

Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board, if any, the President or any two directors.

SECTION 15. MANNER OF GIVING NOTICE OF SPECIAL MEETINGS

Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; or (d) by electronic mail or other means of electronic transmission. All such notices shall be given or sent to the director's address, telephone number, or electronic mail or other electronic address as shown on the records of the Corporation.

SECTION 16. TIME REQUIREMENTS FOR NOTICES OF SPECIAL MEETINGS

Notices of special meetings sent by first-class mail shall be deposited in the mails at least five business days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail or other electronic transmission shall be delivered, telephoned or transmitted by electronic mail or other means of electronic transmission at least 48 hours before the time set for the meeting.

SECTION 17. CONTENTS OF NOTICES OF SPECIAL MEETINGS

The notice of a special meeting shall state the time of the meeting and the place, if the place is other than the principal office of the Corporation. Such notice need not specify the purpose of the meeting. All meetings of the directors and all notices or other communications between the Corporation

and the directors shall be conducted in the English language.

SECTION 18. QUORUM FOR DIRECTORS' MEETINGS

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Except as otherwise required by the General Corporation Law of the State of Delaware, the Certificate of Incorporation or these Bylaws, every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

SECTION 19. WAIVER OF NOTICE OF DIRECTORS' MEETING

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting or an approval of the minutes of the meeting. Any such waiver or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the records of the Corporation or made a part of the minutes of the meeting in question. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

SECTION 20. ADJOURNMENT OF DIRECTORS' MEETING

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

SECTION 21. NOTICE OF ADJOURNED DIRECTORS' MEETING

Notice of the time and place of an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

SECTION 22. ACTION WITHOUT A DIRECTORS' MEETING

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or of such committee, as the case may be, consent thereto in writing or by electronic transmission, and such writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board or committee. Such action shall have the same force and effect as any other validly approved action of the Board. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

SECTION 23. COMPENSATION AND REIMBURSEMENT OF DIRECTORS

Directors may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by Board resolution to be just and reasonable as to the Corporation at the time the resolution is adopted.

SECTION 24. COMMITTEES OF THE BOARD

The Board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors and no persons who are not directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the authorized number of directors. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any committee meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (i) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (ii) Fix compensation of the directors for serving on the Board or on any committee;
- (iii) Amend or repeal these Bylaws or adopt new bylaws;
- (iv) Amend or repeal any Board resolution that by its express terms is not so amendable or repealable;
- (v) Create any other committees of the Board or appoint the members of committees of the Board;

- (vi) Expend funds of the Corporation to support a nominee for director if more people have been nominated for director than can be elected; or
- (vii) With respect to any assets held in charitable trust, approve any contract or transaction between the Corporation and one or more of its directors, or between the Corporation and an entity in which one or more of its directors have a material financial interest, further subject to applicable law.

SECTION 25. MEETINGS AND ACTION OF COMMITTEES OF THE BOARD

Meetings and actions of committees of the Board shall be governed by, held and taken in accordance with, the provisions of these Bylaws concerning Board meetings and other Board actions, except that the time for regular meetings of such committees and calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee. Minutes of each meeting of any committee shall be kept and shall be filed with the records of the Corporation. The Board may adopt rules for the governance of any committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE V OFFICERS

SECTION 1. OFFICERS OF THE CORPORATION

The officers of the Corporation shall be a President, a Secretary and a Chief Financial Officer. The Corporation may also have, at the Board's discretion, a Chairman of the Board, one or more Vice Presidents, and any other officers and assistant officers and agents as may be appointed in accordance with Sections 2 or 3 of this Article. Any number of offices may be held by the same person. Nothing in these Bylaws shall be construed as creating any kind of contractual right to employment with the Corporation.

SECTION 2. ELECTION OF OFFICERS

The President, the Secretary and the Chief Financial Officer shall be elected by the Board. A Chairman of the Board, one or more Vice Presidents, and any other officers and assistant officers and agents as may be deemed

necessary may be elected or appointed by the Board from time to time.

SECTION 3. OTHER OFFICERS

The Board may authorize the Chairman of the Board, the President or any other officer to appoint any other officers that the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority and perform the duties specified in these Bylaws or determined by the Board.

SECTION 4. REMOVAL OF OFFICERS

Each officer of the Corporation shall serve at the pleasure of the Board until his or her successor is appointed or until his or her earlier resignation or removal. Without prejudice to any rights of an officer under any contract of employment, an officer may be removed with or without cause by the Board, and also by any officer on whom the Board may confer that power of removal.

SECTION 5. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

SECTION 6. VACANCIES IN OFFICE

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 that office, provided, however, that vacancies need not be filled on an annual basis.

SECTION 7. DUTIES

The officers of the Corporation shall have the following duties:

A. Chairman of the Board

The Chairman of the Board, if one is elected, shall preside at Board meetings and shall exercise and perform such other powers and duties as the

Board may assign from time to time.

B. President

Subject to such supervisory powers as the Board may give to the Chairman of the Board, if any, and subject to the control of the Board, the President shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers. In the absence of the Chairman of the Board, or if there is none, the President shall preside at all Board meetings. The President shall have such other powers and duties as the Board or these Bylaws may prescribe.

C. Vice President

In the absence or disability of the President, the Vice President, if any, shall perform all duties of the President. If there is more than one Vice President, the Board shall designate which of them shall serve in such capacity. When so acting, a Vice President shall have all powers of and be subject to all restrictions on the President. The Vice Presidents shall have such other powers and perform such other duties as the Board may prescribe.

D. Secretary

- (i) Minute Book. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a copy of the Certificate of Incorporation and these Bylaws, and a book of minutes of all meetings, proceedings and actions of the Board and committees of the Board. The minutes of meetings shall include the time and place of holding, the names of those present, a copy of the notice given, whether the meeting was annual, regular, or special and, if special, how authorized.
- (ii) Notices, Seals and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of members, the Board and committees of the Board required by these Bylaws to be given. The Secretary shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

E. Chief Financial Officer

- (i) Books of Account. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and

accounts of the Corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the directors such financial statements and reports as are required by law, by these Bylaws or by the Board to be given. The books of account shall be open to inspection by any director at all reasonable times. The Chief Financial Officer shall be the treasurer of the Corporation unless otherwise provided by the resolution of the Board.

- (ii) Deposit and Disbursement of Money and Valuables. The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the President, Chairman of the Board, if any, and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.
- (iii) Bond. If required by the Board, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of his or her duties and restoration to the Corporation of all its books, papers, vouchers, money and other property of any kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

SECTION 8. PROJECT MANAGEMENT COMMITTEES

In addition to the officers of the Corporation and committees of the Board created pursuant to Article IV, the Board may, by resolution, establish one or more project management committees. Each project management committee shall consist of at least one officer of the Corporation, who shall be designated chairman of such committee, and may include one or more other members who are not directors or officers. Unless otherwise elected or appointed as an officer in accordance with these Bylaws, a member of a project management committee shall not be deemed an officer or agent of the Corporation. Each project management committee shall be responsible for the active management of one or more projects identified by resolution of the Board, which may include, without limitation, the creation or maintenance of open-source software for distribution to the public at no charge. Subject to the direction of the Board, the chairman of each project management committee shall be primarily responsible for project(s) managed by such committee, and he or

she shall establish rules and procedures for the day to day management of project(s) for which the committee is responsible. The Board may, by resolution, terminate or reconstitute a project management committee at any time.

A. Election and Term

The members of each project management committee shall be appointed by the Board or an officer empowered by the Board to make such appointment. Each member of a project management committee shall serve on such committee until his or her successor is appointed or until his or her earlier resignation or removal.

B. Removal or Resignation of Project Management Committee Members

Any member of a project management committee may be removed from such committee, at any time and with or without cause, by the Board or by the officer that appointed such member to such committee. A member of a project management committee also may resign at any time upon written notice to the Secretary of the Corporation, which resignation may be delivered in person or by mail or by electronic mail or other means of electronic transmission. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

C. Vacancies

Any vacancy, however occurring, in any project management committee may be filled in the same manner prescribed by these Bylaws for appointments to such committee.

SECTION 9. COMPENSATION

The compensation, if any, of the officers of the Corporation and the members of any project management committees shall be fixed by the Board, and may be changed from time to time by a majority vote of the disinterested members of the Board. The fact that an officer is also a director shall not preclude such person from receiving compensation as either a director or officer, nor shall it affect the validity of any resolution by the Board fixing such compensation. The President shall have authority to fix the salaries, if any, of all employees of the Corporation, other than officers elected or appointed by the Board and other than members of any project management

committees.

ARTICLE VI INDEMNIFICATION

SECTION 1. RIGHT OF INDEMNITY

To the fullest extent permitted by applicable law, each person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer, project management committee member or member of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be entitled to indemnification against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement to the fullest extent now or hereafter permitted by applicable law as long as such person acted in good faith and in a manner that such person reasonably believed to be in or not be opposed to the best interests of the Corporation; provided, however, that the Corporation shall indemnify any such 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.

SECTION 2. ADVANCE PAYMENT OF EXPENSES

To the fullest extent permitted by applicable law, expenses (including reasonable attorneys' fees) incurred by any person who is or was an officer, director, project management committee member or member of the Corporation, or who is or was serving at the request of the Corporation as an officer or director of another corporation, partnership, joint venture, trust or other enterprise, in defending any civil, criminal, administrative or investigative action, suit or proceeding, shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately determined that he or she is not entitled under these Bylaws or applicable law to be indemnified by the Corporation.

SECTION 3. PROVISIONS NONEXCLUSIVE; OTHER PROVISIONS

The rights conferred on any person by this Article shall not be exclusive of any other rights that such person may have or hereafter acquire under any applicable law, any provision of the Certificate of Incorporation or any agreement, any vote of the disinterested directors of the Corporation or otherwise. Any amendment, repeal, or modification of this Article shall not adversely affect any right or protection of any person under this Article existing at the time of such amendment, repeal, or modification. The Corporation shall not be liable under this Article to make any payment in connection with any claim made against any person to the extent such person has otherwise actually received payment or reimbursement of amounts otherwise indemnifiable hereunder.

ARTICLE VII INSURANCE

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, member, employee, project management committee member or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of Article VI or applicable law.

ARTICLE VIII RECORDS AND REPORTS

The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, the Board, any committees of the Board and any project management committees.

The Corporation shall keep at its registered office or its principal business office a record of the name, address, telephone number and electronic mail or other electronic address of each member, together with the date of any withdrawal or termination or change of such members membership, which record shall be open to inspection by the directors at all reasonable times. Each member shall be responsible for notifying the Corporation of any changes to the members name, address, telephone number and/or electronic mail or other electronic address.

Any books, records and minutes may be in written form or in any other

form capable of being converted into clearly legible written form within a reasonable time.

Any person who is a member, upon written demand under oath stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any time during the Corporation's usual hours for business, for any proper purpose as determined under the Delaware General Corporation Law, the Corporation's membership records and its other books and records and to make copies or extracts therefrom.

ARTICLE IX AMENDMENTS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by (i) the affirmative vote of a majority of the voting members of the Corporation, or (ii) in the event there are no voting members of the Corporation, then by the affirmative vote of a majority of the directors of the Corporation; provided however that any provision of these Bylaws requiring a greater vote for any action shall not be altered, amended, or repealed except by such greater vote.

No alteration, amendment or repeal of these Bylaws shall be effective unless and until the Corporation attempts, in good faith, to give notice to the members of the Corporation of such alteration, amendment or repeal at least fifteen (15) days prior to the effective date of such alteration, amendment or repeal, which notice may be given by electronic transmission.

ARTICLE X LIMITS ON DIRECTOR'S LIABILITY

A directors of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, to the fullest extent permitted by the Certificate of Incorporation and applicable law.

ARTICLE XI GENERAL PROVISIONS

SECTION 1. CHECKS

All checks or demands for money and notes of the Corporation shall be

signed by such officer or officers or such other person or persons as the Board may from time to time designate.

SECTION 2. FISCAL YEAR

The fiscal year of the Corporation shall be fixed by resolution of the Board.

SECTION 3. LOANS

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

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 depositories as the Board shall direct.

SECTION 5. CONTRACTS

The Board may authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

* * *

I CERTIFY THAT THESE RESTATED BYLAWS WERE DULY
ADOPTED AND APPROVED BY THE BOARD OF DIRECTORS OF
THE CORPORATION ON MARCH 25, 2012.

Jonathan Marshall, President