

d) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by law, rules and regulations and to submit the same to the proper government agencies;

e) To exercise such powers and perform such duties and functions as may be assigned to him by the President.

Section 12. The Assistant Treasurer - In the absence of the Treasurer, the Assistant Treasurer shall act in his place and perform his duties. The Treasurer may, at his request or in his disability, delegate any or all of his powers, duties and functions to the Assistant Treasurer. The Assistant Treasurer shall also perform such duties as may from time to time be assigned to him by the President.

Section 13. Term of Office - The term of office of all officers shall be one (1) year until their successors are duly elected and qualified. Such officers may however be sooner removed for cause.

Section 14. Vacancies - If any of the office becomes vacant by reason of death, resignation, failure to qualify, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.

Section 15. Compensation - The by-laws officers shall receive such remuneration as the Board of Directors may determine. All other officers shall receive such remuneration as the Board of Directors may determine upon recommendation of the President. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and serving compensation therefor.

ARTICLE V

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. The corporation shall indemnify every director or officer, his heirs, executors and administrators against all costs and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit or proceeding (other than an action by the corporation) to which he may be, or is, made a party by reason of