

a common stockholder of this corporation and duly elected to such office as above set forth, and must hold at least one share of stock.

A director may be removed by a two-thirds vote of the outstanding common stock at any special meeting called for that purpose as provided by law. Any officer of the corporation may resign by filing with the president or secretary of the corporation his resignation in writing; in the event of a vacancy in the Board of Directors from any cause, the Board of Directors shall have power to fill the vacancy and the director or directors so elected shall continue in office and have all the powers of a director until the stockholders meet in regular or special meeting to fill such vacancy.

#### ARTICLE XII.

The first annual meeting of the stockholders for the election of officers and the transaction of such other business as may properly come before the meeting, shall be held on the first day of July of each year, at the office of the corporation, or such other place as may be designated by the Board of Directors, at the hour of 10:00 o'clock A.M., and subsequent annual meetings shall be held annually thereafter on the same day, month and hour of each succeeding year, except when that day is a holiday, in which case on the next day which is not a holiday. Special meetings of the stockholders may be called at any time by the Board of Directors and as provided by law. A majority of the outstanding stock shall constitute a quorum for a stockholders meeting.

#### ARTICLE XIII.

Written notice of the time, place and purposes of meetings including annual meetings, shall be given by the secretary or other persons authorized so to do, to all stockholders entitled to

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