

**BY-LAWS
OF CASMEO, INC.
(The Coalition for the Advancement of Science and Mathematics Education in
Oklahoma)
(An Oklahoma Nonprofit Corporation) ARTICLE I Purpose and Distributions**

**ARTICLE 1
Purpose and Distributions**

Section 1.1 Purpose. The principle purpose of the Corporation shall be: (1) to ensure that every student in Oklahoma has the opportunity to learn mathematics and science skills that they will need to address issues in their personal, business, and professional lives, and (2) to encourage, coordinate, and/or facilitate business, education, and community alliances, statewide meetings, and other activities to improve mathematics and science education, and the making of distributions to organization that qualify as exempt organizations under Sec.501(c)(3) or described in Sec. 170(b)(1)(A) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 1.2 Principal Office. The principal office for the transaction of the business of the Corporation is hereby fixed and located at:

CASMEO, Inc.
C/O Anautics, Inc.
One North Hudson, Suite 200-W
Oklahoma City, OK 73102-5022

The Board of Directors is hereby granted full power and authority to change said principal office from one location to another. Any such change shall be noted in the By-Laws by the Secretary, opposite this section, or this section may be amended to state the new location.

Section 1.3 Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business or the business of the Corporation may require.

**ARTICLE II
Members**

Section 2.1 Membership. This is not a membership organization. Where used by the organization the term "Members" shall mean those persons who have declared or demonstrated support of the purposes and missions of the organization and are included in the membership list maintained by the Corporation to receive correspondence.

**ARTICLE III
Directors**

Section 3.1 Powers. Subject to limitations of the Certificate of Incorporation, of the By-Laws and of the laws of the State of Oklahoma as to action to be authorized or approved by the Directors, and subject to the duties of directors as prescribed by the By-Laws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed and conducted by, the Board of Directors.

Without prejudice to such general power, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers; to wit,

First: To select and remove all officers, agents, and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Certificate of Incorporation or the By-Laws and fix their compensation.

Second: To designate any place within or without the State of Oklahoma for the holding of any meeting or meetings; and to adopt, make, and use a corporate seal.

Third: To authorize the receipt of contributions as provided in the Articles of Incorporation.

Fourth: To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

Section 3.2 Number, Election, and Term of Office. The number of directors which shall constitute the whole Board shall be not less than nine (9). Subject to the foregoing limitation, the Directors at any meeting shall determine the number which shall constitute the Board and the number so determined shall remain fixed until changed at a subsequent meeting. The Directors may designate classes of Directors whose terms shall expire at the next annual meeting ensuing or one or two years thereafter, and may designate which Directors shall be elected to each respective class. Directors shall be elected by majority vote of the then serving directors at any duly scheduled or called meeting of the Directors held for that purpose. Directors may, if so elected, serve up to three consecutive elected terms. After a year from termination as a Director, a former director may be eligible for reelection. All directors shall hold office until their respective successors are elected.

From time to time the Directors may designate one or more persons, who have demonstrated significant support for the programs and mission of the organization, as Honorary Directors of the Corporation. Honorary Directors shall have no responsibility to attend meetings or provide counsel to the Corporation and shall be without voting power.

Section 3.3 Vacancies. Vacancies in the Board of Directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual or a special meeting of the Directors.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased, or if the Directors fail, at any annual or special meeting of Directors at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

No reduction of the number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 3.4 Resignations. Any director may resign at any time by giving notice of his resignation to the Board or Chairman of the Board or the President or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall

become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If the Board of Directors accepts the resignation of a director rendered to take effect at a future time, the Board shall have power to elect a successor to take office when the resignation is to become effective.

Section 3.5 Removal. The entire Board of Directors or any individual director may be removed from office with or without cause by vote of Directors at any regularly scheduled or special meeting of Board of Directors.

Section 3.6 When Board May Declare Vacancies. The Board of Directors shall declare vacant the office of a director if he be declared of unsound mind by an order of court or convicted of a felony, or may do so within sixty (60) days after notice of his election if he does not accept such office in writing or does not attend a meeting of the Board of Directors.

Section 3.7 Place of Meeting. Regular meetings of the Board of Directors shall be held at any place within or without the State of Oklahoma which has been designated from time to time by resolution of the Board or by written consent of all Directors. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board may be held either at a place so designated or at the principal office.

Section 3.8 Regular Meetings. A regular meeting of the Board of Directors for the purpose of election of officers of the Corporation and the transaction of any other business coming before such meeting shall be held periodically according to a schedule approved by the Directors, from time to time, and no notice of such scheduled meeting to the elected directors shall be necessary in order to legally constitute the meeting, provided a majority of the whole Board shall be present. If a majority of the Board shall not be present, then such regular annual meeting may be held at such time as shall be fixed by the consent, in writing, of all of the directors. Other regular meetings of the Board may be held without notice at such time as shall from time to time be determined by the Board.

Section 3.9 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or, if he is absent or unable to act, by any Vice-President or by any two directors. No business shall be considered at any special meeting other than the purposes mentioned in the notice given to each director of the meeting, except upon the unanimous consent of all directors.

Section 3.10 Notice of Special Meetings. Notice of the time, place, and the purposes of all special meetings shall be given orally, in writing or by electronic means addressed to each Director. In case such notice is mailed, it shall be deposited in the United States Mail in the place in which the principal office of the Corporation is located at least three (3) days prior to the time of the holding of the meeting, charges prepaid, addressed to him at his last known address. Electronic notice (e-mail) shall be addressed to the last electronic address provided to the Secretary by the Director and recorded in the records of the Corporation at least three (3) days prior to the time of the holding of the meeting. In case such notice is delivered orally in person, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting.

Section 3.11 Waiver of Notice. Any actions taken or approved at any meeting of the Board of 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 be present and if,

either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. If a director does not receive notice of a meeting, but attends and participates in the meeting, he shall be deemed to have waived notice of the meeting.

Section 3.12 Quorum. At all meetings of the Board, a quorum shall consist of a one third (1/3) of the entire number of directors and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these By-Laws and except to adjourn as hereinafter provided.

Section 3.13 Adjournment. A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum a majority of the directors present at any directors' meeting, either regular or special, may adjourn to a later date but may not transact any business until a quorum has been secured. At any adjourned meeting at which a required number of directors shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 3.14 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 3.15 Fees and Compensation. Directors and members of committees may not receive compensation for their services, provided that they may receive such reimbursement for expenses, as may be fixed or determined by resolution of the Board.

Section 3.16 Action without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a record or memorandum thereof be made in writing and signed by all directors. Such record or memorandum shall have the same effect as a meeting of the Board of Directors and shall be filed with the Secretary of the Corporation and made a part of the corporate records.

Section 3.17 Telephonic Meetings. Members of the Board of Directors and committees may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment, internet chat rooms, by means of which all persons participating in the meeting can hear each other and/or receive comments and make comments to all other participants, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE IV

Executive Committee

Section 4.1 Election. The Board may if it deems necessary, acting by resolution adopted by a majority of the number of directors fixed by these By-Laws, elect from their own members an Executive Committee composed of elected officers of the Corporation, the Executive Director, and may include other members of the Board of Directors elected by the Board, from time to time.

Section 4.2 Duties. The Executive Committee shall have and exercise all of the authority of the Board in the management of the Corporation in the interval between meetings of the Board, subject to the control and direction of the Board, except to the extent, if any, such authority shall be limited by the resolution appointing the Executive Committee and except the power to adopt, amend, or repeal the By-Laws and where action of the Board of Directors is required by law. It shall keep regular minutes of its proceedings which shall be reported to the directors at their next meeting.

Section 4.3 Meetings. The Executive Committee shall meet at such times as may be fixed by the Committee or on the call of the President. Notice of the time and place of the meeting shall be given to each member of the Committee in the manner provided for the giving of notice to members of the Board of Directors of the time and place of special meetings of the Board of Directors or in such other manner as the Executive Committee by resolution may prescribe.

Section 4.4 Quorum and Voting. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The act of the majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee. At all meetings of the Executive Committee, each member present shall have one (1) vote which shall be cast by him in person.

Section 4.5 Waiver of Notice. Any actions taken or approved at any meeting of the Executive Committee, 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 be present and if, either before or after the meeting, each of the members not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof.

Section 4.6 Removal. The entire Executive Committee or any individual member thereof may be removed from the Committee with or without cause by a vote of a majority of the whole Board of Directors.

Section 4.7 Vacancies. The Board of Directors shall fill all vacancies in the Executive Committee which may occur from time to time.

Section 4.8 Action without Meeting; Telephonic Meeting. Action may be taken by the Executive Committee in the manner allowed by the Board of Directors pursuant to Sections 16 and 17 of Article III.

ARTICLE V Committees of Directors

Section 5.1 Designation. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, in addition to the Executive Committee provided for in Article IV hereof, each committee to consist of two or more of the directors of the Corporation and may include one or more members or other persons who agree to serve, which to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, except where action of the Board of Directors is required by law, and may, to the extent provided in the resolution, authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

Section 5.2 Procedural Rules. Each committee shall comply with the same procedural rules set forth in Sections 3 through 8, both inclusive, of Article IV that are applicable to the Executive Committee.

ARTICLE VI Officers

Section 6.1 Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents, an elected delegate or representative to any network, council or organization of similar organizations of which this Corporation may affiliate, upon approval of the Board of Directors, from time to time, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two or more offices; provided, however, that no person shall at the same time hold the offices of President and Secretary. The President and Immediate Past President shall be members of the Board of Directors; provided, however, that they shall continue to hold office until they are removed or their successor has qualified after being appointed or elected notwithstanding an earlier termination of office as director.

Section 6.2 Appointment. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by the Board of Directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 6.3 Subordinate Officers. The Board of Directors may appoint, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time determine.

Section 6.4 Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting thereof, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving notice to the Board of Directors, or to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt 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.

Section 6.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the By-Laws for regular appointments to such office.

Section 6.6 President. The President shall be the Chief Executive Officer of the Corporation, shall subject to the control of the Board of Directors, have general supervision, direction, and control of the business and officers of the Corporation, including:

(a) He shall preside at all meetings of the Board of Directors.

(b) He shall sign or countersign, as may be necessary, all such bills, notes, checks, contracts, and other instruments as may pertain to the ordinary course of the Corporation's business and shall, with the Secretary, sign the minutes of all directors' meetings over which he may have presided.

(c) He shall execute bonds, mortgages, and other contracts requiring a seal under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

(d) At the annual meeting, he shall submit a complete report of the operations of the Corporation's affairs as existing at the close of each year and shall report to the Board of Directors from time to time any such matters coming to his attention and relating to the interest of the Corporation as should be brought to the attention of the Board.

(e) He shall be a member of the Board of Directors and an ex-officio member of all standing committees, including the Executive Committee, if any; and he shall have such usual powers and duties of supervision and management as may pertain to the office of the President and shall have such other powers and duties as may be prescribed by the Board of Directors or the By-Laws.

Section 6.7 Vice-President. In the absence or disability of the President, the Vice-President, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice-President designated by the Board of 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 Board of Directors or the By-Laws.

Section 6.8 Secretary. The Secretary shall keep or cause to be kept, at the principal office of the Corporation or such other place as the Board of Directors may order, a book of minutes of any meetings 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 directors' meetings, and the proceedings thereof.

The Secretary shall give, or cause to be given, notice of any meetings of the Board of Directors required by the By-Laws or by law to be given, and he shall keep the seal of the Corporation in safe custody. He shall also sign, with the President or Vice-President, all contracts, deeds, licenses, and other instruments when so ordered. He shall make such reports to the Board of Directors as they may request, and shall also prepare such reports and statements as are required by the laws of the State of Oklahoma, and shall perform such other duties as may be prescribed by the Board of Directors or by the By-Laws. He shall attend to such correspondence and perform such other duties as may be incidental to his office or as may be properly assigned to him by the Board of Directors.

The Assistant Secretary or Secretaries, if any, shall perform the duties of the Secretary in the case of his absence or disability and such other duties as may be specified by the Board of Directors.

Section 6.9 Treasurer. The Treasurer shall oversee the maintenance, or cause to be kept and maintained, adequate and correct accounts of the properties, and business transactions of the Corporation, including account of its assets, liabilities, receipts, disbursements, gains,

losses, and contributions. The books of account shall at all reasonable times be open to inspection by any director.

The Treasurer shall verify deposits of all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He shall oversee and verify disbursement of the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.

The Assistant Treasurer or Treasurers, if any, shall perform the duties of the Treasurer in the event of his absence or disability and such other duties as the Board of Directors may determine.

Section 6.10 Executive Director. The Executive Director shall be an employee of the Corporation and shall be the chief operating officer of the Corporation. He shall have general overall supervision of the day to day operations and business of the Corporation. His responsibilities shall include, without limitation, the following: (a) acting as the representative of the Corporation to the public as well as to governmental and volunteer organizations; (b) making policy proposals to the Board of Directors; (c) developing and proposing to the Directors long range plans and budgets for the Corporation; (d) overall responsibility for corporate management; (e) reporting to the Board of Directors on the performance of corporate functions. The Executive Director shall be an ex officio member of all committees which may be, from time to time, elected or appointed. The Executive Director may sign with any officer properly authorized by the Certificate of Incorporation, By-Laws, or the Board of Directors of the Corporation any deeds, mortgages, bonds, contracts or other instruments which have been authorized to be executed on behalf of the Corporation. In general, he shall perform all duties incident to the function of the chief operating officer and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6.11 Delegation of Duties. In case of the absence or disability of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may, by a vote of a majority of the whole Board, delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer or to any director.

ARTICLE VII Execution of Instruments

Section 7.1 Contracts. The Board or any committee thereunto authorized may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver in the name and on behalf of the Corporation any contract or other instrument, and such authority may be general or may be confined to specific instances.

Section 7.2 Checks and Drafts. All checks, drafts, or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued by or in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall be determined, from time to time, by resolution of the Board.

Section 7.3 Deposits; Bank Accounts. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may from time to time designate or as may be designated by an officer or officers of the Corporation to whom such power of designation may from time to time be delegated by the Board. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these By-Laws, as it may deem expedient. Unless otherwise provided by resolution of the Board, endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made by hand-stamped legend in the name of the Corporation or by written endorsement of any officer without countersignature.

Section 7.4 Loans. No loans shall be contracted on behalf of the Corporation unless authorized by the Board, but when so authorized, unless a particular officer or agent is directed to negotiate the same, may be negotiated, up to the amount so authorized, by the President or a Vice-President or the Treasurer; and such officers are hereby severally authorized to execute and deliver in the name and on behalf of the Corporation notes or other evidences of indebtedness countersigned by the President or a Vice-President for the amount of such loans and to give security for the payment of any and all loans, advances, and indebtedness by hypothecating, pledging, or transferring any part or all of the property of the Corporation, real or personal, at any time owned by the Corporation.

Section 7.5 Sale or Transfer of Securities Held by the Corporation. Stock certificates, bonds, or other securities at any time owned by the Corporation may be held on behalf of the Corporation or sold, transferred or otherwise disposed of pursuant to authorization by the Board, or of any committee thereunto duly authorized, and when so authorized to be sold, transferred or otherwise disposed of, may be transferred from the name of the Corporation by the signature of the President or a Vice-President and the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary.

ARTICLE VIII Miscellaneous

Section 8.1 Fiscal Year. The fiscal year of the Corporation shall be determined by the Board.

Section 8.2 Seal. The corporate seal shall be a device containing the name of the Corporation and the word "Oklahoma."

Section 8.3 Inspection of Corporate Records. The books of account, copy of the By-Laws as amended certified by the Secretary, and minutes of proceedings of the directors and of the Executive and other committees of the directors shall be open to inspection upon the written demand of any Director, at any reasonable time, and for a purpose reasonably related to his interests as a Director and shall be exhibited at any time when required by the demand of ten percent (10%) of the Directors represented at any meeting. Such inspection may be made in person or by an agent or attorney and shall include the right to make extracts. Demand of inspection other than at a Directors' meeting shall be made in writing upon the President, Secretary, or Assistant Secretary of the Corporation.

ARTICLE IX Notices

Section 9.1 Form of Notices. Whenever, under the provisions of these By-Laws, notice is required to be given to any director, officer or Member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the United States Mail in a postpaid sealed wrapper, addressed to such director, officer or Member at such address as appears on the books of the Corporation, or, in default of other address, to such director, officer or Member at the general post office in the city where the Corporation's principal office for the transaction of business is located, and such notice be deemed to be given at the time when the same shall be thus mailed.

Section 9.2 Waiver of Notice; Attendance at Meeting. Any shareholder, director or officer may waive any notice required to be given under these By-Laws by a written waiver signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, and such waiver shall be deemed equivalent to the actual giving of such notice. Attendance of 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.

ARTICLE X Amendments

Section 10.1 Who May Amend. These By-Laws may be amended, altered, changed, or repealed by the affirmative vote of a majority of the Directors, at any regular or special meeting of the Directors if notice of the proposed amendment, alteration, change or repeal be contained in the notice of the meeting, or by the affirmative vote of the majority of the Board of Directors at any regular or special meeting of the Board of Directors.

ARTICLE XI Conflicts of Interest

Section 11.1 Voting by Director or Committee Member. No director or committee member shall vote on any matter which would involve a conflict of interest.

Section 11.2 Definition of Conflict of Interest. A director or committee member shall be deemed to have a conflict of interest in any matter involving his partner, business associate, immediate family member, or a facility or association in which he has any monetary interest. Determination of other cases of conflicts of interest shall be made by the Board in accordance with Section 11.3 hereof.

Section 11.3 Announcing Conflicts of Interest. Whenever a director or committee member has cause to believe that a matter to be voted upon would involve himself in a conflict or possible conflict of interest, he shall announce the conflict of interest and shall abstain from voting on such matter. The question of whether an actual conflict exists shall be decided by a majority vote of the directors or the committee in which the member having the conflict or possible conflict of interest is serving. Any other directors or committee members present who have already been disqualified from voting on the issue because of their own similar conflicts of interest shall be excluded from voting on the determination of the existence of any such conflict of interest.

Section 11.4 Raising Conflicts of Interest. Any other person may raise a question of conflict of interest or possible conflict of interest with respect to any director or committee member present.

ARTICLE XII
Liability and Indemnification of Directors and Officers

Each director, officer, and committee member of the Organization now or hereafter serving as such, shall be indemnified by the Organization against any and all claims and liabilities to which he has or shall become subject by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the Organization shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claims rising out of his own willful misconduct, gross negligence, or criminal acts. The amount paid to any officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved.

The right of indemnification herein above provided for shall not be exclusive of any rights to which any director or officer of the Organization may otherwise be entitled by law.

ARTICLE XIII
Approval

The foregoing By-Laws, after having been read Article by Article, were adopted by the directors and certified by the Secretary of the CASMEO, INC. at the Board meeting held on the ____ day of _____, 2001.

SECRETARY

A P P R O V E D:

PRESIDENT