APP

STATE of WASHINGTON

SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

MCKINSEY & COMPANY, INC. SCANDINAVIA

a Washington Profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

UBI Number: 601 748 367 Date: October 30, 1996

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Ralph Munro, Secretary of State

2-544741-8

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ARTICLES OF INCORPORATION

OF

MCKINSEY & COMPANY, INC. SCANDINAVIA

FIRST. The name of the corporation is McKinsey & Company, Inc. Scandinavia.

SECOND. The address of the corporation's registered office in the State of Washington is 4700 Two Union Square, 601 Union Street, Seattle, Washington 98101-2346. The name of its registered agent at such address is Bogle & Co.

THIRD. The total number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of Common Stock, and the par value of each of such shares is one dollar ($1.00).

FOURTH. The number of directors of the corporation and the manner in which such directors are to be elected shall be set forth in the bylaws. The name and address of the initial directors are Rajat Kumar Gupta, Gregory P. Ho and DOnald C. Waite, McKinsey & Company, 55 East 52nd Street, New York, New York 10022.

The term of the initial directors shall expire at the first stockholder meeting at which directors are elected.

FIFTH. Stockholders of the corporation have no preemptive rights to acquire additional shares issued by the corporation.

Holders of common stock shall be entitled to receive the net assets of the corporation upon dissolution.

SIXTH. Holders of common stock shall have unlimited voting rights.

At each election of directors, every stockholder entitled to vote at such election has the right to vote the number of shares of stock held by such stockholder for each of the directors to be elected. No cumulative voting for directors shall be permitted.

SEVENTH. The board of directors of the corporation is expressly authorized to adopt, amend or repeal by-laws of the corporation.

EIGHTH. A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for his or her conduct as a director, which conduct takes place on or after the date this Article becomes effective, except for (i) acts or omissions that involve intentional misconduct or a knowing violation of the law by the director, (ii) conduct violating RCW 23B.08.310, or (iii) any transaction from which the director shall personally receive a benefit in money, property or services to which the director is not legally entitled. If, after this Article becomes effective, the Washington Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the director of the corporation shall be deemed eliminated or limited to the fullest extent permitted by the Washington Business Corporation Act, as so amended. No

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amendment, modification or repeal of this Article EIGHTH shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal. This provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date this Article becomes effective.

NINTH. The name and mailing address of the incorporator is Emily K. Kroenlein, 125 Broad Street, New York, New York 10004.

TENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders and directors are subject to this reserved power.

IN WITNESS WHEREOF, I have signed this certificate of incorporation this 29th day of October, 1996

Emily K. Kroenlein
Emily K. Kroenlein
Incorporator

1996 3241 7109 004

CONSENT TO APPOINTMENT AS REGISTERED AGENT

The undersigned, a duly elected officer of BOGLE & CO., hereby consents to the appointment of BOGLE & CO. as registered agent, in the State of Washington, for the following corporation (the "Corporation"):

McKINSEY & COMPANY, INC. SCANDINAVIA

It is understood that as agent for the Corporation, it will be the responsibility of Bogle & Co. to accept Service of Process in the name of the Corporation; to forward all mail and license renewals to the appropriate officer(s) of the Corporation; and to immediately notify the Office of the Secretary of State of Bogle & Co.'s resignation or of any changes in the address of the registered office of the Corporation for which Bogle & Co. is agent.

BOGLE & CO.

October 28, 1996.

By: Elizabeth M. Stone
Elizabeth M. Stone
Assistant Secretary

Bogle & Co.
4700 Two Union Square
601 Union Street
Seattle, Washington 98101-2346

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I, Kim Wyman, Secretary of State of the State of Washington and custodian of its seal, hereby certify the foregoing is a true and accurate copy of the record on file in this office.

OCT 09 2019

Given under my hand and the Seal of the State of Washington in Olympia, the State Capital.

Total Pages: 5 Kim Wyman

AME

STATE of WASHINGTON

SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

MCKINSEY & COMPANY, INC. SCANDINAVIA

a Washington Profit corporation. Articles of Amendment were filed for record in this office on the date indicated below.

Changing name to MCKINSEY & COMPANY, INC. INTERNATIONAL

UBI Number: 601 748 367

Date: May 07, 1999

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Ralph Munro, Secretary of State

2-544741-8

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STATE OF WASHINGTON
SECRETARY OF STATE
Ralph Munro, Secretary of State

ARTICLES OF AMENDMENT WASHINGTON PROFIT CORPORATION
(Per Chapter 23B.10 RCW)

FEE: $30

EXPEDITED (24-HOUR) SERVICE AVAILABLE - $20 PER ENTITY
INCLUDE FEE AND WRITE "EXPEDITE" IN BOLD LETTERS
ON OUTSIDE OF ENVELOPE

- Please PRINT or TYPE in black ink
- Sign, date and return original AND ONE COPY to:

CORPORATIONS DIVISION

- BE SURE TO INCLUDE FILING FEE. Checks should be made payable to "Secretary of State"

FOR OFFICE USE ONLY
FILED: / /

FILED
STATE OF WASHINGTON
MAY 7 1999
RALPH MUNRO
SECRETARY OF STATE

IMPORTANT! Person to contact about this filing	Daytime Phone Number (with area code)
Valerie Kommuck	(212) 446-8118

AMENDMENT TO ARTICLES OF INCORPORATION

NAME OF CORPORATION (As currently recorded with the Office of the Secretary of State)
McKinsey & Company, Inc. Scandinavia

UBI NUMBER	CORPORATION NUMBER (If known)	AMENDMENTS TO ARTICLES OF INCORPORATION WERE ADOPTED ON
601 748 367		Date: May 6, 1999

EFFECTIVE DATE OF ARTICLES OF AMENDMENT (Specified effective date maybe up to 30 days AFTER receipt of the document by the Secretary of State)
☐ Specific Date: ____________ ☒ Upon filing by the Secretary of State

ARTICLES OF AMENDMENT WERE ADOPTED BY (Please check ONE of the following)
- ☐ Incorporators. Shareholders action was not required
- ☐ Board of Directors. Shareholders action was not required
- ☒ Duly approved shareholder action in accordance with Chapter 23B.10 RCW

AMENDMENTS TO THE ARTICLES OF INCORPORATION ARE AS FOLLOWS
If amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment must be included. If necessary, attach additional amendments or information.

"FIRST. The name of the corporation is McKinsey & Company, Inc. International."

SIGNATURE OF OFFICER
This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

Signature of Officer	Printed Name	Date
Virginia L Molino	Virginia L. Molino, Vice Pres.-Legal & Secty	5/6/99

FOR OFFICE USE ONLY

Val: 05/07/1999 - 241986
$50.00 on 05/07/1999
Draw - 05/07/1999

INFORMATION AND ASSISTANCE— 360/753-7115 (TDD 360/753-1485)

1999 3405 01915 002

I, Kim Wyman, Secretary of State of the State of Washington and custodian of its seal, hereby certify the foregoing is a true and accurate copy of the record on file in this office.

OCT 09 2019

Given under my hand and the Seal of the State of Washington in Olympia, the State Capital.

Total Pages: 7 Kim Wyman

SOS
Office of the Secretary of State
Corporations & Charities Division

Washington Profit Corporation
See attached detailed instructions

☐ **Filing Fee $30.00**

☑ **Filing Fee with Expedited Service $80.00**

This Box For Office Use Only

06/01/17 3469517-002
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FILED
SECRETARY OF STATE
06/01/2017
STATE OF WASHINGTON

UBI Number: 601748367

ARTICLES OF AMENDMENT

Chapter 23B.10 RCW

SECTION 1

NAME OF CORPORATION: *(as currently recorded with the Office of the Secretary of State)*

McKinsey & Company, Inc. International

SECTION 2

AMENDMENTS were adopted on this DATE: May 17, 2017

SECTION 3

ARTICLES OF AMENDMENT WERE ADOPTED BY: *(please check one of the following)*

☐ Board of Directors *(shareholder action was not required)*

☑ Duly approved by shareholders in accordance with 23B.10.030 and 23B.10.040 RCW

☐ Incorporators *(shareholder action was not required)*

SECTION 4

AMENDMENTS TO ARTICLES ON FILE: *(if necessary, attach additional information)*

See Attached Annex A

SECTION 5

EFFECTIVE DATE OF ARTICLES OF AMENDMENT: *(please check one of the following)*

☑ Upon filing by the Secretary of State

☐ Specific Date: ________________ *(Specified effective date must be within 90 days AFTER the Articles of Amendment have been filed by the Office of the Secretary of State)*

SECTION 6

SIGNATURE *(see instructions page)*

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

Signature	Printed Name/Title	Date	Phone Number
X [signature]	Yuliya Levin, Assistant Secretary	May 17, 2017	212-415-1896

Annex A

McKinsey & Company, Inc. International

UBI Number: 601748367

Section 4 Amendments to Articles on File:

New Article Three of the articles of incorporation is hereby inserted and shall read in its entirety as follows:

THIRD. The purpose of the corporation is to engage in any lawful business for which corporations may be organized under the Washington Business Corporation Act, including, but not limited to, provision of management consulting services.

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BY-LAWS

OF

McKINSEY & COMPANY, INC. INTERNATIONAL

(Formed under the laws of the State of Washington)

Amended effective December 12, 2003

ARTICLE I

Registered Office and Registered Agent

1. The registered office of the Corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office. A registered agent so appointed shall consent to appointment in writing and such consent shall be filed with the Secretary of State of the State of Washington.

2. If a registered agent changes the street address of the agent's business office, the registered agent may change the street address of the registered office of the Corporation by notifying the Corporation in writing of the change and signing, either manually or in facsimile, and delivering to the Secretary of State for filing a statement of such change, as required by law.

3. The Corporation may change its registered agent at any time upon the filing of an appropriate notice with the Secretary of State, with the written consent of the new registered agent either included in or attached to such notice.

ARTICLE II

Stockholders' Meetings

1. Meeting Place. All meetings of the stockholders shall be held, pursuant to proper notice as set forth in Article II Section 5 of these by-laws, at the principal executive office of the Corporation, or at such other place as shall be determined from time to time by the Board of Directors.

2. Annual Meeting Time. The annual meeting of the stockholders for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held each year on such date and at such hour as may be determined by resolution of the Board of Directors from time to time. In the absence of such determination, the annual meeting shall be held each year on the 2nd Friday of December at the hour of 10:00 a.m. if not a legal holiday, and if a legal holiday, then on the next business day following, at the same hour.

3. Annual Meeting - Organization. Meetings of stockholders shall be presided over by the Chairman of the Board, if any, or in the absence of the Chairman of the Board by the Vice Chairman of the Board, if any, or in the absence of the Vice Chairman of the Board by the President, or in the absence of the President by a Vice President, or in the absence of the foregoing persons by a chairman designated by the Board of Directors, or in the absence of such designation by a chairman chosen at the meeting. The Secretary, or in the absence of the Secretary an Assistant Secretary, shall act as secretary of the meeting, but in the absence of the Secretary and any Assistant Secretary the chairman of the meeting may appoint any person to act as secretary of the meeting.

4. Special Meetings. Special meetings of the stockholders for any purpose may be called at any time by the President, the Board of Directors or the holders of at least ten percent of all the votes entitled to be cast on any issue proposed to be considered at such special meeting in accordance with RCW 23B.07.020. Special stockholders' meetings shall be held at the Corporation's principal executive office or at such other place as shall be identified in the notice of such meeting.

5. Notice.

(a) Except as provided in subsection (c) hereunder, notice of the date, time and place of the annual meeting of stockholders shall be given by delivering personally or by mailing a written or printed notice of the same, not less than ten (10) days, and not more than sixty (60) days, prior to the meeting to each stockholder of record entitled to vote at such meeting.

(b) Except as provided in subsection (c) hereunder, written or printed notice of each special meeting of stockholders shall be given not less than ten (10) days and not more than sixty (60) days prior to the meeting. Such notice shall state the date, time and place of such meeting, and the purpose or purposes for which the meeting is called, and shall be delivered personally, or mailed to each stockholder of record entitled to vote at such meeting.

(c) Notice of a stockholders' meeting at which the stockholders will be called to act on an amendment to the articles of incorporation, a plan of merger or share exchange, a proposed sale of assets other than in the regular course of business or the dissolution of the Corporation shall be given not less than twenty (20) days and not more than sixty (60) days before the meeting date.

6. Record Date. For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders, or at any adjournment thereof, or entitled to receive dividends or distributions, the Board of Directors shall fix in advance a record date for any such determination of stockholders, such date to be not more than seventy (70) days and, in case of a meeting of stockholders, not less than ten (10) days prior to the date on which the particular action requiring such determination of stockholders is to be taken.

7. Stockholders' List. After fixing a record date for a stockholders' meeting, the Corporation shall prepare an alphabetical list of the names of all its stockholders on the record date who are entitled to notice of a stockholders' meeting. Such list shall be arranged by voting group, and within each voting group by class or series of shares, and show the address of and number of shares held by each stockholder. The stockholders' list shall be kept on file at the registered office of the Corporation for a period beginning ten days prior to such meeting and shall be kept open at the time and place of such meeting for the inspection by any stockholder, or any stockholder's agent or attorney.

8. Quorum. Except as otherwise required by law, a quorum at any annual or special meeting of stockholders shall consist of stockholders representing, either in person or by proxy, a majority of the votes entitled to be cast an the matter by each voting group.

9. Voting.

(a) Except as otherwise provided in the Articles of Incorporation and subject to the provisions of the laws of the State of Washington, each outstanding share, regardless of class, is entitled to one vote on each matter voted on at a stockholders' meeting.

(b) If a quorum exists, action on a matter, other than the election of directors, is approved by a voting group if the votes cast within the voting group favoring the action exceed the votes cast within the voting group opposing the action, unless the question is one which by express provision of law, of the Articles of Incorporation or of these by-laws a greater number of affirmative votes is required.

(c) Unless otherwise provided in the Articles of Incorporation, in any election of directors the candidates elected are those receiving the largest numbers of votes cast by the shares entitled to vote in the election, up to the number of directors to be elected by such shares.

10. Proxies. A stockholder may vote either in person or by appointing a proxy by signing an appointment form, either personally or by the stockholder's attorney-in-fact or agent. An appointment of a proxy is effective when received by the person authorized to tabulate votes for the Corporation. An appointment of a proxy is valid for eleven months unless a longer period is expressly provided in the appointment form.

11. Action by Stockholders Without a Meeting. Any action required or which may be taken at a meeting of stockholders of the Corporation may be taken without a meeting if the action is taken by all the stockholders entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all the stockholders entitled to vote on the action, and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. Action taken in accordance with this section shall be effective when all written consents have been delivered to the Corporation, unless the consent specifies a later effective date.

12. Waiver of Notice. A written waiver of any notice required to be given to any stockholder, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be deemed the giving of such notice by the Corporation, provided that such waiver has been delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. A stockholder's attendance at a meeting waives any notice required, unless the stockholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

13. Action of Stockholders by Communications Equipment. Stockholders may participate in any meeting of stockholders by any means of communication by which all persons participating in the meeting can hear each other during the meeting. A stockholder participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE III

Shares of Stock

1. Issuance of Shares. No shares of the Corporation shall be issued unless authorized by the Board of Directors. Such authorization shall include the number of shares to be issued, the consideration to be received and a statement regarding the adequacy of the consideration. Shares may but need not be represented by certificates. Unless otherwise provided by law, the rights and obligations of stockholders are identical whether or not their shares are represented by certificates.

2. Certificated Shares. If shares are represented by certificates, certificates of stock shall be issued in numerical order, and each stockholder shall be entitled to a certificate signed, either manually or in facsimile, by the President, or a Vice President, and the Secretary, and such certificate may bear the seal of the Corporation or a facsimile thereof. If an officer who has signed or whose facsimile signature has been placed upon such certificate ceases to be such officer before the certificate is issued, it may be issued by the Corporation with the same effect as if the person were an officer on the date of issue.

At a minimum each certificate of stock shall state:

(a) the name of the Corporation;

(b) that the Corporation is organized under the laws of the State of Washington;

(c) the name of the person to whom the certificate is issued;

(d) the number and class of shares and the designation of the series, if any, the certificate represents; and

(e) if the Corporation is authorized to issue different classes of shares or different series within a class, the designations, relative rights, preferences and limitations applicable to each class and the variations in rights, preferences and limitations determined for each series, and the authority of the Board of Directors to determine variations for future series, must be summarized either on the front or back of the certificate. Alternatively, the certificate may state conspicuously on its front or back that the Corporation will furnish the stockholder this information without charge on request in writing.

In case of any mutilation, loss or destruction of any certificate of stock, another certificate may be issued in its place on proof of such mutilation, loss or destruction. The Board of Directors may impose conditions on such issuance and may require the giving of a satisfactory bond or indemnity to the Corporation in such sum as it might determine or establish such other procedures as it deems necessary or appropriate.

3. Uncertificated Shares.

(a) Unless the Articles Of Incorporation provide otherwise, the Board Of Directors may authorize the issue of any of the Corporation's classes or series of shares without certificates. This authorization does not affect shares already represented by certificates until they are surrendered to the Corporation.

(b) Within a reasonable time after the issuance of shares without certificates, the Corporation shall send the stockholder a complete written statement of the information required an certificates as provided in Article III Section 2 of these by-laws.

4. Transfers.

(a) Transfers of stock shall be made only upon the stock transfer records of the Corporation, which records shall be kept at the registered office of the Corporation or at its principal place of business, or at the office of its transfer agent or registrar. The Board of Directors may, by resolution, open a share register in any state of the United States, and may employ an agent or agents to keep such register and to record transfers of shares therein.

(b) Shares of certificated stock shall be transferred by delivery of the certificates therefor, accompanied either by an assignment in writing on the back of the certificate or an assignment separate from the certificate, or by a written power of attorney to sell, assign and transfer the same, signed by the holder of said certificate. No shares of certificated stock shall be transferred on the records of the Corporation until the outstanding certificates therefor have been surrendered to the Corporation or to its transfer agent or registrar.

(c) Shares of uncertificated stock shall be transferred upon receipt by the Corporation of a written request for transfer signed by the stockholder. Within a reasonable time after the transfer of shares without certificates, the Corporation shall provide the new stockholder a complete written statement of the information required on certificates as provided in Article III, Section 2 of these by-laws.

ARTICLE IV

Board of Directors

1. Powers. The management of all the affairs, property and interests of the Corporation shall be vested in a Board of Directors. In addition to the powers and authorities expressly conferred upon it by these by-laws and by the Articles of Incorporation, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts as are not prohibited by statute or by the Articles of Incorporation or by these by-laws or as directed or required to be exercised or done by the stockholders.

2. General Standards for Directors.

(a) A director shall discharge the duties of a director, including duties as a member of a committee:

(i) in good faith;

(ii) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and

(iii) in a manner the director reasonably believes to be in the best interests of the Corporation.

3. Number and Term. The Board of Directors shall consist of three (3) persons. Directors shall be elected by the stockholders at each annual stockholders' meeting to hold office until the next annual meeting of the stockholders and until their respective successors are elected and qualified. Directors shall be employees of the Corporation or its affiliates, as the case may be. Directors need not be stockholders or residents of the State of Washington;

4. Change of Number. The number of directors may at any time be increased or decreased by resolution of either the stockholders or directors at any annual, special or regular meeting; provided, that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director, except as provided in Sections 6 and 7 of this Article IV.

5. Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors in office though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office until the next stockholders' meeting at which directors are elected and until his or her successor is elected and qualified. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next election of directors by the stockholders and until his or her successor is elected and qualified.

6. Resignation. A director may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

7. Removal of Directors. At a special meeting of stockholders called expressly for that purpose, the entire Board of Directors, or any member thereof, may be removed, with or without cause, by a vote of the holders of a majority of shares then entitled to vote at an election of such directors. A director or directors may be removed only if the number of votes cast to remove the director exceeds the number of votes cast not to remove the director. The notice of such special meeting must state that the purpose, or one of the purposes, of the meeting is removal of the director or directors, as the case may be.

8. Regular Meetings. Regular meetings of the Board of Directors or any committee may be held without notice at the principal place of business of the Corporation or at such other place or places, either within or without the State of Washington, as the Board of Directors or such committee, as the case may be, may from time to time designate.

9. Special Meetings.

(a) Special meetings of the Board of Directors may be called at any time by the President or by any director, to be held at the principal place of business of the Corporation or at such other place or places as the Board of Directors or the person or persons calling such meeting may from time to time designate. Notice of all special meetings of the Board of Directors, stating the date, time and place thereof, shall be given at least one (1) day prior to the date of the meeting, in accordance with the provisions set forth in Article VII of these by-laws. Such notice need not specify the business to be transacted at, or the purpose of, the meeting.

(b) Special meetings of any committee of the Board of Directors may be called at any time by such person or persons and with such notice as shall he specified for such committee by the Board of Directors, or in the absence of such specification, in the manner and with the notice required for special meetings of the Board of Directors.

10. Waiver of Notice. A director may waive any notice required by law, by the Articles of Incorporation or by these by-laws before or after the time stated for the meeting, and such waiver shall be equivalent to the giving of such notice. Such waiver must be in writing, signed by the director entitled to such notice and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a meeting shall constitute a waiver of any required notice to the director of the meeting unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

11. Quorum. A majority of the full Board of Directors shall be necessary at all meetings to constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors.

12. Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken is deemed to have assented to such action unless:

(a) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to the holding of, or transaction of business at, the meeting;

(b) the director's dissent or abstention from the action is entered in the minutes of the meeting; or

(c) the director delivers written notice of the director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation within a reasonable time after adjournment of the meeting. The right to dissent or abstain is not available to a director who voted in favor of the action taken.

13. Action by Directors Without a Meeting.

(a) Any action required or permitted to be taken at a meeting of the Board of Directors, or of a committee thereof, may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one or more consents setting forth the action taken, signed by each of the directors, or by each of the members of the committee, as the case may be, either before or after the action taken, and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records either (1) in an executed record or (2) in an executed electronically transmitted record.

(b) Action taken under this section is effective when the last director signs the consent, unless the consent specifies a later effective date.

(c) A consent under this section has the effect of a meeting vote and may be described as such in any record.

14. Participation by Means of Communications Equipment. Any or all directors may participate in a regular or special meeting of the Board of Directors (or of a committee thereof) by, or may conduct the meeting through the use of, any means of communication by which all directors participating can hear each other during the meeting.

15. Committees.

(a) The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may create one or more committees of directors. Each committee must have two or more members who serve at the pleasure of the Board of Directors. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors, except that no committee shall have the authority to:

(i) authorize or approve a distribution except according to a general formula or method prescribed by the Board of Directors;

(ii) approve or propose to stockholders action that by law is required to be approved by stockholders;

(iii) fill vacancies on the Board of Directors or any of its committees;

(iv) amend the Articles of Incorporation;

(v) adopt, amend or repeal these by-laws;

(vi) approve a plan of merger not requiring stockholder approval; or

(vii) authorize or approve the issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences and limitations of a class or series of shares, except that the Board of Directors may authorize a committee (or a senior executive officer of the Corporation) to do so within limits specifically prescribed by the Board of Directors.

(b) The creation of, delegation of authority to or action by a committee does not alone constitute compliance by a director with the standards of conduct required by the Washington Business Corporation Act and these by-laws.

16. Remuneration. No stated salary shall be paid directors, as such, for their service, but by resolution of the Board of Directors, a fixed sun and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors or of a committee thereof; provided, that nothing herein contained shall

be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE V

Officers

1. Designations. The officers of the corporation shall be a President, a Secretary and, at the discretion of the Board of Directors, one or more Vice-Presidents and a Treasurer. The Board of Directors shall appoint all officers. Any two or more offices may be held by the same individual.

The Board of Directors, in its discretion, may elect a Chairman from among its members to serve as Chairman of the Board of Directors, who, when present, shall preside at all meetings of the Board of Directors and the stockholders, and who shall have such other powers as the Board may determine.

2. Appointment and Term of Office. The officers of the Corporation shall be appointed annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the stockholders. Each officer shall hold office until a successor shall have been appointed and qualified, or until such officer's earlier death, resignation or removal.

3. Powers and Duties. The officers of the Corporation shall have such powers and duties in the management of the Corporation as shall be stated in these by-laws or in a resolution of the Board of Directors which is not inconsistent with these by-laws and, to the extent not so stated, as generally pertain to their respective offices, subject to the control of the Board. The Secretary shall have the duty to record the proceedings of the meetings of the stockholders, the Board of Directors and any committees in a book to be kept for that purpose. The Board may require any officer, agent or employee to give security for the faithful performance of his or her duties.

4. Standards of Conduct for Officers.

(a) An officer with discretionary authority shall discharge such officer's duties under that authority:

(i) in good faith;

(ii) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and

(iii) in a manner the officer reasonably believes to be in the best interests of the Corporation.

5. Delegation. In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in such officer's place, the Board

of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or other person whom it may in its sole discretion select.

6. Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

7. Other Officers. The Board of Directors, or a duly appointed officer to whom such authority has been delegated by Board resolution, may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

8. Resignation. An officer may resign at any time by delivering notice to the Corporation. Such notice shall be effective when delivered unless the notice specifies a later effective date. Any such resignation shall not affect the Corporation's contract rights, if any, with the officer.

9. Removal. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

10. Salaries and Contract Rights. The salaries, if any, of the officers shall be fixed from time to time by the Board of Directors. The appointment of an officer shall not of itself create contract rights.

11. Bonds. The Board of Directors may, by resolution, require any and all of the officers to give bonds to the Corporation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VI

Distributions and Finance

1. Distributions. The Board of Directors may authorize and the Corporation may make distributions to its stockholders. The Board of Directors may authorize distributions to holders of record at the close of business on any business day prior to the date on which the distribution is made. If the Board of Directors does not fix a record date for determining stockholders entitled to a distribution, the record date shall be the date on which the Board of Directors authorizes the distribution.

2. Depositories. The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designated, and shall be drawn out only by check or other order for payment of money signed by such persons and in such manner as may be determined by resolution of the Board of Directors.

ARTICLE VII

Notices

Except as may otherwise be required by law, any notice to any stockholder or director must be in writing and may be transmitted by: mail, private carrier or personal delivery; telegraph or teletype; or telephone, wire or wireless equipment which transmits a facsimile of the notice. Written notice by the Corporation to its stockholders shall be deemed effective when mailed, if mailed with first-class postage prepaid and correctly addressed to the stockholder's address shown in the Corporation's current record of stockholders. Except as set forth in the previous sentence, written notice shall be deemed effective at the earliest of the following: (i) when received; (ii) five days after its deposit in the United State mail, as evidenced by the postmark, if mailed with first-class postage, prepaid and correctly addressed; (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and receipt is signed by or on behalf of the addressee; or (iv) if sent to a stockholder's address, telephone number, or other number appearing on the records of the Corporation, when dispatched by telegraph, teletype or facsimile equipment.

ARTICLE VIII

Seal

The Corporation may adopt a corporate seal which seal shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors.

ARTICLE IX

Indemnification of Officers, Directors and Employees

The Corporation shall indemnify to the full extent permitted by law any person made or threatened to be made a party to any 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 such person or such person's testator or intestate is or was a director, officer or employee of the Corporation or serves or served at the request of the Corporation any other enterprise as a director, officer or employee. Expenses, including attorneys' fees, incurred by any such person in defending any such action, suit or proceeding shall be paid or reimbursed by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt by the Corporation of an undertaking, in compliance with Section 23B.08.530 of the Washington Business Corporation Act, by or on behalf of such person to repay such expenses if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

ARTICLE X

Books and Records

The Corporation shall maintain appropriate accounting records and shall keep as permanent records minutes of all meetings of its stockholders and Board of Directors, a record of all actions taken by the stockholders or the Board of Directors without a meeting and a record of all actions taken by a committee of the Board of Directors. In addition, the Corporation shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its stockholders, giving the names and addresses of all stockholders in alphabetical order by class of shares showing the number and class of the shares held by each. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any record so kept upon the request of any person entitled to inspect the same.

ARTICLE XI

Amendments

Amendment of by-laws. These by-laws may be amended or repealed, and new by-laws adopted, by the Board of Directors, but the stockholders entitled to vote may adopt additional by-laws and may amend or repeal any by-law whether or not adopted by them.