

FRANCIS MAKEMIE SOCIETY

BY-LAWS

ARTICLE I - OFFICES

The principal office of the Corporation shall be located in the Commonwealth of Virginia. The Board of Directors may change the location of the principal office from time to time and may also designate offices in such other places, within or without the Commonwealth of Virginia as the business of the Corporation may require.

ARTICLE II - SEAL

The Seal of the Corporation shall be circular in form and shall have the name of the Corporation on the circumference and the words and numerals "Corporate Seal 1995, Virginia" in the center.

ARTICLE III - MEMBERS

Section 1. **Annual Meeting.** The annual meeting of the members shall be held on the second Saturday in June at a time and place determined by the Board of Directors of the Corporation and stated in the notice of the meeting.

Section 2. **Special Meetings.** Special meetings of the members may be called by the Board of Directors for any purpose or purposes and must be called by the Chairman upon receipt by him of the written request of not less than ten (10) percent of the members. The meeting shall be held on the date and at the time and place determined by the Board of Directors and stated in the notice of meeting.

Section 3. **Notice of Meeting.** Ten days' written notice of every annual meeting and ten days' written notice of every special

meeting of the members shall be given to each member whose name appears as a member on the books of the Corporation. Notices of annual or special meetings shall state the date, time and place of the meeting, and, in the case of special meetings, shall also state the business proposed to be transacted. Notice shall be given to each member or at the member's residence or usual place of business or by mailing it postage prepaid and addressed to the member at the address as it appears upon the books of the Corporation. No notice of the time, place or purpose of any meeting of members need be given to any member who attends in person or by proxy or who, in writing executed and filed with the records of the meeting either before or after the holding of the meeting waives notice.

Section 4. Quorum. Ten per-cent (10%) of the outstanding members shall constitute a quorum at any meeting.

Section 5. Voting. Each member is entitled to one vote in person or by proxy.

Section 6. Conduct of Business. The Chairman shall preside over all meetings of the members. If the Chairman is not present, a Vice Chairman shall preside. If neither the Chairman nor the Vice Chairman is present, a Chairman shall be elected by the meeting. The Secretary of the Corporation shall act as Secretary of all meetings, if present. If the Secretary is not present, the Chairman shall appoint a Secretary of the meeting.

ARTICLE IV - DIRECTORS

Section 1. Election, Number, Term. The Board of Directors shall be chosen at the annual meeting of the members or at any

special meeting held in lieu thereof. The number of the Directors shall be no more than fifteen (15). The original Board shall consist of fifteen (15) directors, five of whom shall serve for a period of one year , five for a period of two years, and five for a period of three years. The directors shall thereafter hold office for a period of three years or until removed.

In the event that a vacancy on the Board occurs, the membership shall fill, by special election, the vacancy for the remainder of the unexpired term.

Section 2. Powers. The Board of Directors shall have control and management of the affairs and business of the Corporation. In the management and control of the property, business and affairs of the Corporation, the Board of Directors is vested with all the powers possessed by the Corporation to the extent not inconsistent with the laws of the State of Incorporation, the Articles of Incorporation or with these By-Laws.

Section 3. Meetings. The annual meeting of the Board of Directors, of which no notice shall be necessary, shall be held immediately following the annual meeting of the members for the purpose of the organization of the Board and for the transaction of such other business as may be conveniently and properly brought before the meeting. Regular meetings of the Board of Directors may be called by the Chairman and must be called upon the written request of any one director. The Secretary shall give notice of the date, time and place of each special meeting by mailing the same at least three days before the meeting or by telephoning or

telegraphing the same at least 24 hours before the meeting to each director.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at every meeting of the Board of Directors. If at any meeting, less than a quorum is present, a majority of those present may adjourn the meeting from time to time to a fixed time and place, not beyond thirty (30) days at any one time, without notice other than announcement at the meeting. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting which was originally adjourned.

Section 5. Removal, Vacancies. At any meeting of the members called for the purpose, any director may be removed from office, with or without cause, by vote of a two-thirds majority of all the members

ARTICLE V - OFFICERS

Section 1. Election, Term, Vacancies. The Board of Directors promptly after its election in each year, shall elect a Chairman, a Secretary and a Treasurer and such other officers as it may deem appropriate. Any officer may hold more than one office except that the same person shall not be Chairman and Secretary. The term of office shall be one year and until their respective successors are elected, but any officer may be removed at any time by the vote of the Board of Directors. Vacancies among the officers shall be filled by the Directors.

Section 2. Chairman. The Chairman shall be the chief executive officer of the Corporation, and shall preside at all meetings of the members at which he or she is present. The Chairman shall have general management and direction of the day-to-day business of the Corporation; shall have authority to sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts or other instruments; and shall have such other powers and duties as customarily pertain to the office and as from time to time may be delegated to the Chairman by the Board of Directors.

Section 3. Vice Chairman. In the absence of the Chairman, the Vice Chairman shall perform all the duties of the Chairman and, when so acting, shall have the power of the Chairman. The Vice Chairman shall (if provided by resolution of the Board of Directors) have authority to sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts, or other instruments, and shall also have such additional powers and duties as may be assigned from time to time by the Board of Directors.

Section 4. Secretary. The Secretary shall keep the minutes of the meetings in books provided for the purpose; shall see that all notices are duly given in accordance with the provisions of the By-Laws or as required by law; shall be the custodian of the records and of the corporate seal or seals of the Corporation; shall see that the corporate seal, if available, is affixed to all appropriate documents, the execution of which on behalf of the Corporation under its seal is duly authorized, and when so affixed

may attest the same; shall sign, with the Chairman, certificates of stock of the Corporation; and, in general, shall perform all duties ordinarily incident to the office of a secretary of a corporation, and such other duties as from time to time may be assigned by the Board of Directors or by the Chairman.

Section 5. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all monies or other valuable effects in such banks, trust companies, or other depositories as shall from time to time be selected by the Board of Directors; shall render to the Chairman and to the Board of Directors, whenever requested, an account of transactions and the financial condition of the Corporation; and, in general, shall perform all the duties ordinarily incident to the office of a treasurer of a corporation and such other duties as may be assigned by the Board of Directors or by the Chairman.

ARTICLE VI - MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be November 1 to October 31.

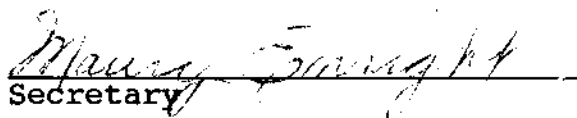
Section 2. Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact he or she is or was a director,

officer, employee 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 expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if he or she acted in good faith and in the manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. The termination of any action, suit or proceeding by judgment, order or settlement shall not of itself create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

ARTICLE VII - AMENDMENTS

Section 1. **By Directors.** The Board of Directors shall have the power to amend or repeal any provision of these By-Laws and adopt new By-Laws by the vote of a two-thirds majority of all the directors at any regular or special meeting of the Board

I HEREBY CERTIFY THESE ~~SEVEN~~ PAGES OF BY-LAWS WERE ADOPTED BY THIS CORPORATION, AT A MEETING OF THE BOARD OF DIRECTORS ON THE 18th DAY OF October, 1995.


Secretary

FRANCIS MAKEMIE SOCIETY

AMENDMENT TO BY-LAWS

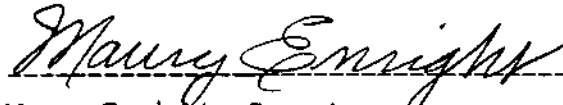
ARTICLE IV - DIRECTORS

SECTION 4. Quorum.

The first sentence: is amended as follows:

One third of the Board of Directors shall constitute a quorum for the transaction of business at every meeting of the Board of Directors.

I HEREBY CERTIFY THIS AMENDMENT TO THE BY-LAWS WAS ADOPTED BY THIS CORPORATION AT A MEETING OF THE BOARD OF DIRECTORS ON THE 26th DAY OF MARCH, 1996.


Maury Enright, Secretary