

of VCA § 13.1-865 (Action Without Meeting of Board of Directors) and Article , a written consent and the signing thereof may be accomplished by on or more electronic transmissions. VCA § 13.1-803.

"Employee" shall include an Officer, though the Employee need not be an Officer, but not a Director. A Director may accept duties that make him or her also an Employee. VCA § 13.1-803.

"Expenses" shall also include counsel fees. VCA § 13.1-875.

"Liability" shall mean the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a Proceeding. VCA § 13.1-875.

"Member" shall mean one having membership rights in a corporation in accordance with the provisions of that corporation's articles of incorporation and bylaws. This Corporation does not have any Members.

"Officers" shall mean collectively, the President, the Secretary, and each other Officer elected by the Board of Directors to run the day to day operations of the Corporation.

"Official capacity" shall mean (i) when used with respect to a Director, the office of director in the Corporation; or (ii) when used with respect to an individual other than a Director, as contemplated in VCA § 13.1-881, the office in the Corporation held by the Officer or the employment or agency relationship undertaken by the Employee or agent on behalf of the Corporation. "Official capacity" does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise. VCA § 13.1-875.

"Party" shall include an individual who was, is, or is threatened to be made a named defendant or respondent in a Proceeding. VCA § 13.1-875.

"Person" shall include both an individual and an entity. VCA § 13.1-803.

"Proceeding" shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal. VCA § 13.1-875.

"Property" shall mean all property, real or personal, tangible or intangible, including money and any legal or equitable interest owned by the Corporation.

"Regulations" shall mean the Income Tax Regulations, including Temporary Regulations, promulgated under the Code, as such regulations may be amended from time to time.