

Articles of Incorporation  
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*Board of Directors*

- d) To contract in the name of the corporation with individual members of the Board of Directors in their individual capacity or as representatives of any firm, association or corporation.
- e) To sell or otherwise dispose of the real or personal property of the corporation.
- f) To set apart a reserve or reserves, and to abolish such reserve or reserves, or to make such other provisions, if any, as the Board of Directors may deem necessary or advisable for working capital, for additions, improvements and betterments to plant and equipment, for expansion of the business of the corporation (including the acquisition of real and personal property for this purpose) and for any other purpose of the corporation.
- g) To establish bonus, profit-sharing, pension, thrift and other types of incentive, compensation or retirement plans for the officers and employees (including officers and employees who are also directors) of the corporation and to fix the amounts of profits to be distributed or shared or contributed and the amounts of the corporation's funds otherwise to be devoted thereto and to determine the persons to participate in any such plans and the amounts of their respective participation.
- h) To issue, or grant options for the purpose of shares of stock of the corporation to officers and employees (including officers and employees who are also directors) of the corporation and on such terms and conditions as the Board of Directors may from time to time determine.
- i) To enter into contracts for the management of the business of the corporation for terms not exceeding five (5) years.
- j) To exercise all the powers of the corporation, except such as are conferred by law, or by these Articles of Incorporation or by the By-Laws of the corporation, upon the stockholders.

#### ARTICLE IX

Any person made a party to or otherwise involved in any action, suit or proceeding, by reason of the fact that he is or was a director, resident agent or officer of the corporation or of any corporation in which he served as such at the request of the corporation, shall be indemnified by the corporation against any and all amounts, costs and expenses, including but not limited to, attorney's fees, amounts paid upon judgments or awards or in settlements (before or after suit is commenced),