

BY-LAWS
OF
JULIE, INC.

ARTICLE I. The name of the corporation is JULIE, INC.

ARTICLE II. PURPOSES AND OFFICES

SECTION 1. Purpose. The purposes of the corporation are to: (1) establish facilities to receive and transmit information to and from persons, firms, corporations and other entities intending to undertake activities which might interfere with or damage the sub-surface facilities of the members of the corporation or others (such activities to include, but not be limited to, excavating, drilling, blasting, or otherwise disturbing the subsurface of the earth) and forward information to the members of the corporation who have facilities which might be affected by the proposed activity and (2) take any and all actions (and possess any and all powers) permitted under The Illinois General Not-for-Profit Corporation Act, Ill. Rev. Statute Ch. 32 §§ 16a et seq. (1975) or such successor statute as in effect from time to time incident thereto.

SECTION 2. Offices. The corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office and such other offices as the Board of Directors may from time to time determine.

ARTICLE III. MEMBERS

SECTION 1. Members. The corporation shall have one class of members which

shall consist of owners or operators of subsurface facilities admitted to membership in the corporation.

SECTION 2. Membership. Membership commences upon the completion of the JULIE Membership Agreement by the prospective member's authorizing personnel and the JULIE, INC., Secretary and President. Effective as of July 15, 1998, the JULIE Membership Agreement shall be in substantially the same form attached hereto and by this reference incorporated herein and made a part hereof as Exhibit A. Each JULIE Membership Agreement in effect on or before July 15, 1998, shall be and it hereby is amended, without further act of the member or the corporation required, to conform the provisions of said pre-existing JULIE Membership Agreement to the terms of the JULIE Membership Agreement attached hereto as Exhibit A.

SECTION 3. Voting Rights. Each member shall be entitled to the number of votes on each matter submitted to a vote of the members as calculated in the following manner.

SECTION 3.1. New Member's Voting Rights. New members with less than a full year's experience in the JULIE SYSTEM, shall in the event of a matter requiring a vote of the membership or upon written request to the Board of Directors, be initially assigned votes by the Board of Directors based on a projected number of messages such member will probably receive. Such assignment shall prevail until the Member's entire underground facilities have been in operation for one full fiscal year with JULIE, INC.

SECTION 3.2. Full Year Member's Voting Rights. After a member's underground facilities have been in operation for one full fiscal year with JULIE, INC., such members shall for each subsequent fiscal year have the number of votes equal to the total number of messages received by said member during the immediately preceding fiscal year. The

term “fiscal year” is defined under Article X of these By-Laws.

SECTION 4. Termination of Membership. Unless membership is otherwise mandated by law, the Board of Directors, by affirmative vote of five directors, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regular constituted meeting, suspend or expel any member who shall be in default in the payment of fees owed the corporation for the period fixed in ARTICLE XI of these By-Laws.

SECTION 5. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any fees accrued and unpaid.

SECTION 6. Responsibility for One-Call System Membership for the purpose of compliance with any Federal and/or State of Illinois law, rule or regulation requiring such membership, shall be the responsibility of the resigning member and not that of JULIE, INC.

SECTION 7. Reinstatement of Membership Terminated by Board of Director Action in ARTICLE III, SECTION 4. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-third of the members of the Board, reinstate such former member previously terminated by Board of Director action in ARTICLE III, SECTION 4. to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 8. Reinstatement of Membership Terminated By Members Resignation. Membership will be reinstated to a former member upon the signing of a new Membership Agreement and the payment of any necessary fees related with

reinstatement and the previous resignation.

SECTION 9. Transfer of Membership. Membership in this corporation is not transferable or assignable.

SECTION 10. Member Conflict of Interest. At no time may a member of the corporation allow any of their employees, agents or representatives, who may also be concurrently employed at the corporation, to serve as a JULIE coordinator or JULIE board member or attend official meetings of the board of the corporation.

ARTICLE IV. MEETINGS OF MEMBERS

SECTION 1. Annual Meetings. An annual meeting of the members of the corporation shall be held in the month of April or May in each year, at such time and place as shall be designated by the Board of Directors, for the purpose of electing Directors and the President, and for the transaction of such other business as may come before the meeting. Election of the Directors and the President shall be by written ballot unless dispensed with upon motion of the membership.

SECTION 2. Special Meetings. Special meetings of the members may be called by the President, or by an affirmative vote of three members of the Board of Directors, or by the members having in the aggregate not less than one-tenth of the votes of the corporation.

SECTION 3. Notice of Meetings. Notice of meetings will be provided in written or electronic form. The notice will state the place, day and hour of any meeting and shall be delivered either personally, by mail or electronically (e-mail), to each member entitled to vote at such meeting, not less than 10 nor more than 40 days before the date of such

meetings, by/or at the direction of the President, or the Secretary, or the Board of Directors or members calling the meetings. In case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called and a statement indicating at whose direction the meeting is being called shall be included in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. If notice of a meeting is sent by electronically (e-mail), it shall be deemed delivered on the date it is electronically sent to the member by the corporation at the e-mail address provided by the member to the corporation. Members wishing to receive notice(s) electronically shall be required to fill out and submit with the corporation a form providing a designated e-mail address.

SECTION 4. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all members entitled to vote.

SECTION 5. Quorum. The members holding, personally or by proxy, one-third of the votes which may be cast at any meeting shall constitute a quorum at such a meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 6. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless

otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

SECTION 7. Manner of Acting. A majority of the votes cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof, unless a greater proportion is required by law or by these By-Laws. For example, the election of each director representing each of the nine (9) types of utility services shall be considered a separate matter to be voted on and there shall be no cumulative voting for the election of directors.

SECTION 8. Organization. At each meeting of the members the President, or in the absence of the President, a Vice-President determined by their tenure in which they have been elected, or in their absence a person elected by the members at that meeting, shall act as Chairman of the meeting. The Secretary, or in his absence, such person as the Chairman of the meeting shall appoint, shall act as Secretary of the meeting. Tenure of a Vice President shall be defined by their length of time they have served on the corporation's board.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. The Number of Directors Shall be Ten. The following types of utility services shall each be represented on the Board of Directors: (1) gas, (2) electric, (3) phone, (4) water and sewer, (5) small utilities, (6) municipal gas, (7) gas or product pipelines, (8) municipalities and (9) cable television. A representative of a type of utility service within the meaning of the previous sentence need not be a "public utility" within

the meaning of Section 10.3 of the Public Utilities Act of the State of Illinois in order to serve as a Director. Small utilities shall be those providing service to fewer than 3,000 customers. For purposes of this Section, each individual address billed shall be considered one customer. The tenth board position shall be reserved for an individual to represent Illinois excavators who is a professional excavator and not a member of the corporation, but utilizes the services provided by the corporation. This Board Member shall not be considered a member of the corporation, but shall be entitled to one vote on all matters which come before the Board and also may serve on Board committees. This Board Member, however, shall be excluded from votes of the entire membership

Each director shall hold office until the next annual meeting of the members and until his successor shall have been elected and qualified. A member shall not have an employee as a Director for more than three consecutive years and no person shall serve as a Director for more than three consecutive years except in cases where no qualified candidate(s) exists to replace [an] outgoing Board Member(s). In such situations, the outgoing Board Member(s) may be elected to a one year additional term for the purpose of training [a] Vice President(s) so that [a] qualified candidate(s) exists. The election of a Board Member for a one year additional term shall be done at the annual meeting in accordance with this Section. The election of [a] Vice President(s) who received training shall also be done at the annual meeting following their one year of training in the manner provided within this Section. The one year period of training that [a] Vice President receives shall not limit the time that they may act as a Board Member as provided for within this Section. Directors need not be residents of the State of Illinois or members of the corporation.

SECTION 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board without other notice than such resolution which shall be sent to all Directors in the manner set forth in Section 5 of this Article.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board shall fix the day and hour and may fix the place, either within or without the State of Illinois, as the place for holding any special meeting of the Board called by them.

SECTION 5. Notice. Notice of the place, day and hour of any special meeting of the Board of Directors shall be given at least five days (except as provided in Article XIII of these By-Laws) prior thereto by written notice delivered personally or sent by mail or telegram or electronically (e-mail) to each Director at his address as shown by the records of the corporation, and if sent electronically, to the e-mail address designated by each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If sent electronically, such notice shall be deemed delivered on the date sent to the Director by the corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the

express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

SECTION 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting. The act of six of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

SECTION 8. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, whether or not such Directors constitute a quorum. A Director elected to fill a vacancy shall be elected to represent the same type of utility service as his predecessor in office and for the unexpired term of his predecessor in office.

SECTION 9. Compensation. Directors as such shall receive no compensation (but may receive reimbursement for out of pocket expenses) for their services; but nothing herein contained shall be construed to preclude a Director from serving the corporation in another capacity and receiving compensation therefore.

SECTION 10. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action

so taken, shall be signed by all of the Directors.

ARTICLE VI. OFFICERS

SECTION 1. Officers. The officers of the corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of these By-Laws and such further qualifications as established by resolutions of the Board of Directors. The Board of Directors may elect or appoint such other officers, including but not limited to a Secretary and one or more Assistant Secretaries and a Treasurer and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 2. Election and Term of Office. The officers of the corporation, except the President, shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. A member shall not have an employee as President for more than three consecutive years and no person shall serve as President for more than three consecutive years. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall be removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgement, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the provisions of any contract between the officer and the corporation.

SECTION 4. Vacancies. A vacancy in any office resulting from death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the corporation and shall, subject to the direction and control of the Board of Directors, make recommendations from time to time to the Board of Directors with respect to activities suitable to the purposes and resources of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, membership agreements, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution therefor shall be expressly delegated by the Board of Directors or agent of the corporation; and in general he shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. He shall be an ex officio member of all committees. The President shall break any tie vote of the Board of Directors on matters before the Board.

SECTION 6. Vice-President. In the absence of the President or in the event of his inability to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents based on their tenure on the Board) shall perform 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. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. Tenure of a Vice President shall be defined by their length of time they have served on the corporation's board.

SECTION 7. Treasurer. The Treasurer shall assign to Director of Finance or other appropriate party charge and custody of and responsibilities for such funds and securities of the corporation as shall be selected in accordance with the provisions of Article VIII of the By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time assigned him by the President or by the Board of Directors.

SECTION 8. Secretary. The Secretary shall assign to the Executive Assistant or other appropriate party the responsibility to keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and the seal of the corporation and see that the seal is duly authorized in accordance with the provision of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 9. Assistant Treasurers and Assistant Secretaries. The Assistant

Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

SECTION 10. Bonds and/or Employee Dishonesty Insurance. If required by the Board of Directors, the President, Treasurer, Assistant Treasurers, and/or Vice-President/General Manager shall give bonds or employee dishonesty insurance policies for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine (such bonds or policies to be kept on file in the corporation office).

ARTICLE VII. COMMITTEES.

SECTION 1. Committees of Directors. The President of the Board of Directors shall provide a proposed list of one or more committees, along with proposed members for said committees to the Board of Directors. The proposed committee list shall consist of two or more Directors, and shall be approved by the vote of a majority of the Board of Directors' by way of Motion when a quorum is present. These committees, to the extent provided in said Motion, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committees shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-Laws, including any exhibit thereto; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or

revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its term provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed upon it or him by law.

SECTION 2. The Human Resource Committee. The Human Resource Committee shall act as the Nominating Committee. This Committee will present a slate of ten candidates to run as Directors and at least one candidate to run for President at the next annual meeting of shareholders in accordance with law and the provisions of the Articles of Incorporation and these By-Laws. The slate presented by the Human Resource Committee shall not preclude any member from nominating his own candidate or slate of candidates at the annual meeting of members. The Human Resource Committee shall be considered for all purposes to be a committee within the meaning of Section 3 of this Article.

SECTION 3. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such a manner as may be designated by a resolution adopted by six of the Directors present at a meeting at which a quorum is present and shall have such duties as provided in such resolution. Members of each such committee shall be members or employees of members of the corporation, and may include excavators or contract locator employees, and the President shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever

in his or their judgement the best interests of the corporation shall be served by such removal.

SECTION 4. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 5. Chairman. One Director of each committee shall be appointed chairman by the President and approved by the Board of Directors as set-forth in Article VII, Section 1.

SECTION 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 8. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS, GIFTS AND LOANS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instruments in the

name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the corporation.

SECTION 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

SECTION 5. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its

registered or principal office a record giving the names and addresses of the members entitled to vote and the number of votes to which each member is entitled. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time. The Board of Directors shall appoint, on a fiscal year basis, an independent certified public accountant who shall prepare financial statements and perform any other function designated by the Board of Directors.

ARTICLE X. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of JANUARY and end on the last day of DECEMBER in each year.

ARTICLE XI. FEES FOR SERVICES

SECTION 1. Fees (also referred to as member's assessment) for services received by members will be annually established by the Board of Directors on the principle that the cost of operating the corporation shall be paid by each member in proportion to the member's share of the Board of Director's approved budgeted costs of providing services to the entire membership. These costs shall include but not be limited to (a) salaries, overhead, transportation and incidental expenses of management personnel; (b) advertising and public relations expenses; (c) insurance costs; (d) legal expenses; (e) interest; and (f) all call center costs associated with incoming requests including but not limited to, processing of such requests, and the transmission of output messages to the member's designated interface equipment and manual and automatic receiving terminal equipment.

The members' annual proportional share and fee charged shall be based on

usage of each member of the services provided by the corporation. This is determined by computing the proportional share of total messages delivered to the member compared to the total messages delivered to all members by the organization from the previous July 1st through June 30th.

SECTION 2. In July of each year, JULIE's Board of Directors will approve the cash requirements for the coming calendar year, which consists of the annual operating and capital expense budgets as well as the cash reserve target. Each member's annual assessment will be based upon: 1) the upcoming year's total approved cash requirements; and 2) that member's message transmission activity for the previous 12 months relative to the total of all message transmission activity for the same period. Members will incur a surcharge for JULIE messages delivered by fax and voice.

Each September, every JULIE member will be notified of their member assessment amount for the coming year.

Each January, members will receive an actual invoice from the JULIE Accounts Receivable Department indicating the member assessment amount reported to the member during the previous September. This invoice will indicate the billing rates by delivery method multiplied by the member's billable messages from the 12 month reporting period, and the amount owed. Members may choose one of three methods of payment – 1) one installment, due in February; 2) two equal installments due in February and August; or 3) four equal installments due February, April, August, and November. Terms for payment will be per statement.

Members who start receiving service from July 2, 2009 forward shall be invoiced quarterly, based upon actual messages received monthly, for a period of time sufficient to

determine the member's appropriate annual member assessment. Monthly message rates will be based upon the current and appropriate message rates/multipliers in place for that month. New members shall remain on per message billing until a new funding cycle (January to December) can include a new member's complete twelve month (prior July through June) message history.

SECTION 3. A member's total annual member assessment to the corporation may be divided into one or more of three components:

- 3.1. printer or e-mail messages delivered to member;
- 3.2. messages delivered to member by way of facsimile;
- 3.3. messages delivered to member by way of voice mail.

In determining annual member assessments, multipliers will be applied to each of three message delivery methods. The sum of the three components described above shall be the members total annual member assessment unless there are additional changes assessed to member in accordance with Section (4) of this Article.

SECTION 4. The Board of Directors shall have the power to adopt and regulate fees to be charged to members or non-members for special services rendered by the corporation.

SECTION 5. The Board Director representing Illinois excavators shall pay an annual fee of \$1,000.00.

ARTICLE XII. SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the year of its incorporation and the words "Corporate Seal".

ARTICLE XIII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Illinois General Not-For-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV. AMENDMENTS TO BY-LAWS

These By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of members having in the aggregate not less than two thirds of the votes present at any regular or special meeting of the members at which a quorum is present or by the affirmative vote of the Board of Directors having in the aggregate not less than 2/3 of the votes present at any regular or special meeting of the Board of Directors at which a quorum is present.

ARTICLE XV. INDEMNITY

SECTION 1. Any person made a party to or involved in any litigation (which term includes an actual or threatened civil, criminal or administrative action, arbitration proceeding, claim, suit, proceeding or appeals therefrom) by reason of the fact that he at any time was or is a Director, officer or employee of the corporation, or by reason of the fact that, at the request of the Board of Directors he served or is serving as a representative of the corporation to any other corporation, not for profit corporation, trade association or other entity shall (to the fullest extent permitted by law) be indemnified by the corporation against all liabilities and all expenses reasonably incurred by him arising out of or in connection with such litigation, except in relation to matters as to which (a) it

shall be finally adjudged in such litigation that such person breached his duty to the corporation, or (b) such person failed to act in good faith for a purpose which he reasonably believed to be in the best interests of the corporation, or (c) in the case of criminal litigation, where such person is convicted, such person has reasonable cause to believe that his conduct was unlawful.

SECTION 2. Except as provided in Section 1 above, the termination of any litigation by judgement, settlement, conviction or upon plea of nolo contendere, or its equivalent, shall not create a presumption that the person seeking indemnification did not meet the applicable indemnification standard set forth in Section 1 above.

SECTION 3. Except where a person has been successful on the merits with respect to such litigation, and indemnification hereunder shall be made only after (a) the Board of Directors (acting by a quorum consisting of Directors who were not involved in such litigation) determine that such person met the applicable indemnification standard set forth in Section 1 above; or (b) in the absence of such quorum, a panel of lawyers unassociated with the corporation selected in the following manner determines that such person met the applicable indemnification standard set forth in Section 1 above: one member of such panel shall be selected by the members of the Board of Directors who were not involved in such litigation, or if there should be no such Directors, then by the senior-ranking officer or employee of the corporation who was not involved in such litigation; one member of such panel shall be selected by the person seeking indemnification; and the third member of such panel shall be selected by the first two members.

Such panel shall make determination by arbitration in accordance with the laws of

the State of Illinois. Judgement upon the award rendered by such panel may be entered in any court having jurisdiction thereof.

SECTION 4. Advances may be made by the corporation against costs, expenses and fees arising out of, or in connection with, such litigation at the discretion of, and upon such terms (but always subject to the final determination of a person's right to indemnification) as may be determined by the Board of Directors.

SECTION 5. The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled, or of any other indemnification which may lawfully be granted to any person in addition to the indemnification provided hereunder. Indemnification provided hereunder shall, in the case of the death of the person entitled to indemnification, inure to the benefit of his heirs, executors or other lawful representatives.

ARTICLE XVI. DISSOLUTION

In the event of dissolution of the corporation, after the payment satisfaction and discharge of all liabilities and obligations of the corporation, all the remaining assets and property of every nature and description not held upon a condition requiring return, transfer or conveyance by reason of dissolution shall be paid to the members of the corporation in accordance with each member's proportionate share of the total votes outstanding during the immediately preceding calendar year prior to dissolution.

ARTICLE XVII. MESSAGE DESIGNATION

The Call Center computer system shall be programmed to process messages on the following basis:

CITY CALLER

County, city, section number, quarter section number

County, city, section number

County, city (minimum information necessary to process the message)

RURAL CALLER

County, township, section number, quarter section number

County, township, section number

County, township, (minimum information necessary to process the message)

The corporation shall strive to educate users of the call system to designate county, city, section number and quarter section number for persons in city areas and county, township, section number and quarter section number for persons in any rural areas.

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