

vote at such meetings, at least ten days prior to the day named for the meeting. If such written notice is placed in the United States mail, postage prepaid, and addressed to a shareholder at his last known post office address, notice shall be deemed to have been given him. Notice of time, place and purpose of any meeting of shareholders may be waived by the written assent of a shareholder entitled to notice filed with or entered upon the records of the meeting either before or after the holding thereof.

#### ARTICLE XIV.

In the absence of By-Law provisions written notice of Directors meetings shall be given each director at his last known address at least three days before the meeting and shall specify the purposes of the meeting. Such notice may be waived by a director in writing at the meeting or shall be conclusively deemed given if he be present at the meeting. At a meeting of the Board of Directors a majority thereof shall constitute a quorum for the transaction of business of the corporation, and at any meeting of the Board of Directors, power of the corporation may be exercised by a majority of those present.

#### ARTICLE XV.

The Board of Directors shall have complete control of the property and the business of the corporation. It may, without the authority or consent of the stockholders, sell and mortgage any part or all of the real and/or personal property and assets of the corporation; borrow and lend money, pledge the credit and property of the corporation for the payment of corporate debts, obligations and liabilities and the corporation may issue shares of its own capital stock for the purchase and payment of patent rights, real and personal property, labor, other property, tangible

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